ON EXTENSION TO 5/15/2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: THE ALLERTON FOUNDATION, INC.

A Employer identification number: 23-3035225

Number and street (or P O box number if mail is not delivered to street address): 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE — Room/suite: 460

B Telephone number: 215-239-9003

City or town, state, and ZIP code: WEST CONSHOHOCKEN, PA 19428

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 55,104,877.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,178,558.	1,079,173.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	734,854.			STATEMENT 1
	b Gross sales price for all assets on line 6a 6,019,686.				
	7 Capital gain net income (from Part IV, line 2)		711,867.		
	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	40,893.	58,360.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,954,305.	1,849,400.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29,556.	5,320.		24,236.
	14 Other employee salaries and wages	7,711.	1,388.		6,323.
	15 Pension plans, employee benefits	3,804.	685.		3,119.
	16a Legal fees				
	b Accounting fees STMT 4	18,490.	3,328.		15,162.
	c Other professional fees STMT 5	59,873.	59,873.		0.
	17 Interest				
	18 Taxes STMT 6	138,903.	378.		1,723.
	19 Depreciation and depletion				.
	20 Occupancy				
	21 Travel, conferences, and meetings	611.	110.		501.
	22 Printing and publications	90.	16.		74.
	23 Other expenses STMT 7	5,520.	993.		4,527.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	264,558.	72,091.		55,665.
	25 Contributions, gifts, grants paid	2,238,371.			2,702,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,502,929.	72,091.		2,758,165.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<548,624.>			
	b **Net investment income** (if negative, enter -0-)		1,777,309.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,957.	41,601.	41,601.
	2 Savings and temporary cash investments	3,148,279.	568,590.	568,590.
	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	7,327,927.	5,630,438.	5,630,438.
	b Investments - corporate stock STMT 11	22,712,690.	25,552,394.	25,552,394.
	c Investments - corporate bonds STMT 12	6,742,830.	6,123,641.	6,123,641.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	17,951,243.	17,019,351.	17,019,351.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 14)	180,837.	168,862.	168,862.
	16 **Total assets** (to be completed by all filers)	58,067,763.	55,104,877.	55,104,877.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,960,800.	1,496,671.	
	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)	132,292.	252,838.	
	23 **Total liabilities** (add lines 17 through 22)	2,093,092.	1,749,509.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	55,974,671.	53,355,368.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	55,974,671.	53,355,368.	
	31 **Total liabilities and net assets/fund balances**	58,067,763.	55,104,877.	

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	55,974,671.
2 Enter amount from Part I, line 27a	2	<548,624.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	55,426,047.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,070,679.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	53,355,368.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,019,686.		5,307,819.	711,867.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				711,867.

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** 711,867.

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	2,794,518.	56,827,042.	.049176
2009	2,569,004.	50,828,683.	.050542
2008	3,058,216.	50,132,387.	.061003
2007	2,972,983.	61,370,059.	.048444
2006	2,896,099.	61,476,951.	.047109

2	**Total** of line 1, column (d)	2	.256274
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	.051255
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	55,551,222.
5	Multiply line 4 by line 3	5	2,847,278.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,773.
7	Add lines 5 and 6	7	2,865,051.
8	Enter qualifying distributions from Part XII, line 4	8	2,758,165.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	35,546.
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	35,546.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	35,546.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,970.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	54,970.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	367.
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	19,057.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 19,057. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	

14 The books are in care of ▶ FOUNDATION MANAGEMENT Telephone no. ▶610-940-0910
Located at ▶300 BARR HARBOR DR. STE. 460, WEST CONSHOHOCKEN, ZIP+4 ▶19428

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		29,556.	1,485.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501(C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC	2,702,500.
2 CHARITIES. SEE ATTACHED SCHEDULE - "GRANTS PAID"	0.
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,902,021.
b	Average of monthly cash balances	1b	1,425,508.
c	Fair market value of all other assets	1c	17,069,651.
d	**Total** (add lines 1a, b, and c)	1d	56,397,180.
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	56,397,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	845,958.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,551,222.
6	**Minimum investment return.** Enter 5% of line 5	6	2,777,561.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,777,561.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	35,546.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	82,574.		
c	Add lines 2a and 2b			2c	118,120.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,659,441.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,659,441.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,659,441.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,758,165.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,758,165.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,758,165.

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				2,659,441.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,420,777.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,758,165.				
a Applied to 2010, but not more than line 2a			2,420,777.	
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				337,388.
e Remaining amount distributed out of corpus	0.			
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:				
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,322,053.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

DIANE LENFEST MYER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE - "GRANTS PAID"	N/A	PUBLIC CHARITY 501(C)(3)	SEE SCHEDULE	2,702,500.
Total			▶ 3a	2,702,500.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE OF APPROPRIATIONS AND PAYMENTS	N/A	PUBLIC CHARITY 501(C)(3)	SEE SCHEDULE	1,500,000.
LESS DISCOUNT TO NET PRESENT VALUE	N/A			<3,329.>
TOTAL BELOW AGREES TO PART II LINE 18				
Total			▶ 3b	1,496,671.

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
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	1,178,558.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	40,893.	
8 Gain or (loss) from sales of assets other than inventory			18	734,854.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,954,305.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,954,305.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-10-13 Title: CFO

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
William R. Deiss CPA	William R. Deiss, CPA	5-9-2013		P00018001

Firm's name ▶ PARENTEBEARD LLC, CPA'S — Firm's EIN ▶ 23-2932984

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

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	AMC DELANCY INVESTORS II, LP	P	VARIOUS	VARIOUS
d	CAPITAL GAINS FROM PARTNERSHIP K-1S - SHORT TERM	P	VARIOUS	VARIOUS
e	CAPITAL GAINS FROM PARTNERSHIP K-1S - LONG TERM	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,477,043.		1,456,916.	20,127.
b	4,190,698.		3,584,564.	606,134.
c				0.
d	221,737.		213,576.	8,161.
e	130,208.		52,763.	77,445.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				20,127.
b				606,134.
c				0.
d				8,161.
e				77,445.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	711,867.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,477,043.	1,456,916.	0.	0.	20,127.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,190,698.	3,584,564.	0.	0.	606,134.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMC DELANCY INVESTORS II, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	243,352.	0.	0.	<243,352.>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	40,873.	58,340.	
OTHER INCOME	20.	20.	
TOTAL TO FORM 990-PF, PART I, LINE 11	40,893.	58,360.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENTEBEARD LLC, CPA'S	18,490.	3,328.		15,162.
TO FORM 990-PF, PG 1, LN 16B	18,490.	3,328.		15,162.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	59,873.	59,873.		0.
TO FORM 990-PF, PG 1, LN 16C	59,873.	59,873.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (CURRENT)	38,698.	0.		0.
FEDERAL EXCISE TAXES (DEFERRED)	98,104.	0.		0.
PAYROLL TAXES	2,101.	378.		1,723.
TO FORM 990-PF, PG 1, LN 18	138,903.	378.		1,723.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND SHIPPING	324.	58.		266.
PAYROLL SERVICE	409.	74.		335.
DUES & SUBSCRIPTIONS	2,039.	367.		1,672.
COMPUTER EXPENSES	240.	43.		197.
WORKERS COMP. INSURANCE	279.	50.		229.
ALARM/SECURITY SERVICE	121.	22.		99.
OFFICE SUPPLIES	1,178.	212.		966.
TELEPHONE	730.	131.		599.
EQUIPMENT LEASE AND REPAIR	74.	13.		61.
BANK CHARGE	126.	23.		103.
TO FORM 990-PF, PG 1, LN 23	5,520.	993.		4,527.

FOOTNOTES STATEMENT 8

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

DESCRIPTION	AMOUNT
UNREALIZED DECLINE IN VALUE OF INVESTMENTS	1,709,473.
EXCESS OF K-1 INCOME FROM PARTNERSHIPS OVER BOOK INCOME	361,206.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,070,679.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SCHEDULE ATTACHED	X		5,630,438.	5,630,438.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,630,438.	5,630,438.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,630,438.	5,630,438.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SCHEDULE ATTACHED	21,922,855.	21,922,855.
PIMCO COMMODITY REAL RETURN STRATEGY FD	1,063,044.	1,063,044.
GATEWAY FUND	571,228.	571,228.
PUTNAM CONVERTIBLE INCOME GROWTH	984,940.	984,940.
VANGUARD HIGH YIELD CORP	1,010,327.	1,010,327.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,552,394.	25,552,394.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SCHEDULE ATTACHED	4,352,220.	4,352,220.
VANGUARD SHORT TERM INVMT GRADE MUT FD	1,771,421.	1,771,421.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,123,641.	6,123,641.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE FUNDS LP	FMV	3,477,431.	3,477,431.
VITTORIA OFFSHORE FUNDS LP	FMV	8,456,929.	8,456,929.
VERITABLE WCP PARTNERS, LP	FMV	28,231.	28,231.
VERITABLE SILVER POINT PARTNERS, LP	FMV	91,576.	91,576.
PERCEVAL INVESTMENT PARTNERS, L.P.	FMV	2,735,170.	2,735,170.
VERITABLE REGIMENT PARTNERS	FMV	427,087.	427,087.
WP REAL ESTATE FUND IV	FMV	175,926.	175,926.
VERITABLE PRIVATE EQUITY PARTNERS	FMV	1,032,509.	1,032,509.
ARCHVIEW CREDIT OPPORTUNITIES	FMV	393,294.	393,294.
CENTERBRIDGE CAPITAL PARTNERS	FMV	201,198.	201,198.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,019,351.	17,019,351.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS RECEIVABLE	174,581.	168,862.	168,862.
PREPAID UBTI 990-T TAX	3,112.	0.	0.
PREPAID FEDERAL EXCISE TAX 990-PF	3,144.	0.	0.
TO FORM 990-PF, PART II, LINE 15	180,837.	168,862.	168,862.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES PAYABLE	132,292.	230,396.
FEDERAL EXCISE TAX PAYABLE	0.	22,442.
TOTAL TO FORM 990-PF, PART II, LINE 22	132,292.	252,838.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE LENFEST MYER TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	PRESIDENT AND DIRECTOR 2.00	0.	0.	0.
MARGUERITE LENFEST TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	TREASURER AND DIRECTOR 0.50	0.	0.	0.
L. BRUCE MELGARY TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	DIR, EXEC DIR, ASST SEC'TY 5.00	20,647.	1,173.	0.
GRAHAME P. RICHARDS TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	SECRETARY 5.00	8,909.	312.	0.
JOY TARTAR FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 460 WEST CONSHOHOCKEN, PA 19428	CFO, ASS'T TREASURER 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		29,556.	1,485.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE ALLERTON FOUNDATION
TWO LOGAN SQUARE, 100 N. 18TH ST. STE. 800
PHILADELPHIA, PA 19103

TELEPHONE NUMBER

215-239-9003

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2012

Recipient and Purpose	Tax Status	Beginning Balance 7/1/2011	Newly Allocated 2012	Amount Paid 2012	Ending Balance 6/30/2012
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103-1195 *operating support*	501c(3)	$0 00	$25,000 00	$25,000 00	$0 00
Audubon Pennsylvania John James Audubon Center 1201 Pawlings Road Audubon, PA 19403 *Leadership and Conservation Center in Fairmount Park*	501c(3)	$1,000,000.00	$0.00	$0 00	$1,000,000 00
Autism Speaks 1 East 33rd Street 4th Floor New York, NY 10016 *autism research*	501c(3)	$0 00	$1,000,000 00	$1,000,000 00	$0 00
Becker College 61 Sever Street Worcester, MA 01609 *Allerton Chair of Animal Health Sciences*	501c(3)	$1,000,000 00	$0 00	$500,000.00	$500,000.00
Bucks County SPCA P O. Box 277 Lahaska, PA 18931	501c(3)	$0.00	$15,000 00	$15,000 00	$0 00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2012

Recipient and Purpose	Tax Status	Beginning Balance 7/1/2011	Newly Allocated 2012	Amount Paid 2012	Ending Balance 6/30/2012
operating expenses					
Chester County SPCA 1212 Phoenixville Pike West Chester, PA 19380 *general operating support*	501c(3)	$0.00	$10,000.00	$10,000.00	$0 00
Children's Hospital Foundation Center for Autism Research 3535 Market Street 8th Floor, Suite 860 Philadelphia, PA 19104 *Unrestricted grant for the Center for Autism Research*	501c(3)	$0 00	$500,000.00	$500,000.00	$0 00
The Conservation Fund 5807 Kennett Pike Centreville, DE 19807 *Delaware Bay Protection Initiative Habitat Conservation Fund for two Fowler Beach properties*	501c(3)	$0 00	$265,000 00	$265,000 00	$0.00
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103-1194 *educational programs*	501c(3)	$0 00	$25,000.00	$25,000 00	$0 00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2012

Recipient and Purpose	Tax Status	Beginning Balance 7/1/2011	Newly Allocated 2012	Amount Paid 2012	Ending Balance 6/30/2012
Hope Springs Equestrian Therapy, Inc. P.O. Box 156 Chester Springs, PA 19425 *general operating support*	501c(3)	$0.00	$10,000 00	$10,000.00	$0.00
Large Animal Protection Society P.O Box 243 West Grove, PA 19390 *general operating support*	501c(3)	$0.00	$5,000.00	$5,000.00	$0 00
Main Line Animal Rescue, Inc. P.O Box 89 Chester Springs, PA 19425 *operational expenses*	501c(3)	$0.00	$20,000 00	$20,000 00	$0.00
Marine Mammal Stranding Center P O Box 773 3625 Brigantine Blvd. Brigantine, NJ 08203 *operating expenses*	501c(3)	$0.00	$50,000 00	$50,000 00	$0 00
Pals for Life 939 Radnor Road Wayne, PA 19087 *general operating support*	501c(3)	$0 00	$5,000.00	$5,000.00	$0.00
Pennsylvania Society for the Prevention of	501c(3)	$0 00	$50,000 00	$50,000.00	$0 00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2012

Recipient and Purpose	Tax Status	Beginning Balance 7/1/2011	Newly Allocated 2012	Amount Paid 2012	Ending Balance 6/30/2012
Cruelty to Animals 350 E. Erie Avenue Philadelphia, PA 19134 *Humane Law Enforcement Program*					
Philadelphia Animal Welfare Society 2900 Grays Ferry Avenue Philadelphia, PA 19106 *operating support*	501c(3)	$0 00	$10,000 00	$10,000 00	$0.00
Philadelphia Museum of Art P O. Box 7646 Philadelphia, PA 19101-7646 *operating support*	501c(3)	$0.00	$50,000.00	$50,000 00	$0 00
Teach for America, Inc. 714 Market Street Suite 420 Philadelphia, PA 19106 *general operating support*	501c(3)	$0.00	$25,000 00	$25,000.00	$0.00
Temple University Ambler Center for Sustainable Communities 580 Meetinghouse Road Ambler, PA 19002-3999 *EarthFest 2012*	509a(1)	$0 00	$12,500 00	$12,500 00	$0.00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2012

Recipient and Purpose	Tax Status	Beginning Balance 7/1/2011	Newly Allocated 2012	Amount Paid 2012	Ending Balance 6/30/2012
University of Pennsylvania School of Veterinary Medicine New Bolton Center 382 West Street Road Kennett Square, PA 19348-1692 *Penn Vet Working Dog Center*	501c(3)	$0.00	$100,000.00	$100,000 00	$0.00
Woodmere Art Museum, Inc. 9201 Germantown Avenue Philadelphia, PA 19118-2618 *operating support*	501c(3)	$0 00	$25,000.00	$25,000 00	$0 00
Total		$2,000,000 00	$2,202,500.00	$2,702,500.00	$1,500,000.00
Present Value Adjustments		(39,200)	35,871		(3,329)
Adjusted Totals		1,960,800	2,238,371	2,702,500	1,496,671
		To Part II Line 18 Col (a)	To Part I Line 25 Col (a)	To Part XV Line 3a	To Part II Line 18 Col (b)

The Allerton Foundation, Inc 23-3035225
Gains/(losses) for the fiscal year ended 06/30/12

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
13600	SBC Communication	5,000 00	03/11/04	5,382 50	03/30/12	5,101 95	(280 55)	LT
13600	Verion New Jersey Inc	50,000 00	03/10/04	49,698 00	01/17/12	50,000 00	302 00	LT
13600	Goldman Sach Group	100,000 00	04/15/10	100,000 00	03/09/12	96,100 00	(3,900 00)	LT
13600	Target Corp	150,000 00	04/01/04	166,489 50	03/01/12	150,000 00	(16,489 50)	LT
13600	Colgate-Palmolive Co	150,000 00	10/27/05	159,897 00	04/25/12	150,000 00	(9,897 00)	LT
13601	Principal (GNMA #537419)	1 51	03/11/04	1 92	07/15/11	1 51	(0 41)	LT
13601	Principal (GNMA #537419)	1 52	03/11/04	1 93	08/15/11	1 52	(0 41)	LT
13601	Principal (GNMA #537419)	1 53	03/11/04	1 94	09/15/11	1 53	(0 41)	LT
13601	Principal (GNMA #537419)	1 54	03/11/04	1 95	10/17/11	1 54	(0 41)	LT
13601	Principal (GNMA #537419)	1 55	03/11/04	1 97	11/15/11	1 55	(0 42)	LT
13601	Principal (GNMA #537419)	1 56	03/11/04	1 98	12/15/11	1 56	(0 42)	LT
13601	Principal (GNMA #537419)	1 57	03/11/04	1 99	01/17/12	1 57	(0 42)	LT
13601	Principal (GNMA #537419)	1 58	03/11/04	2 00	02/15/12	1 58	(0 42)	LT
13601	Principal (GNMA #537419)	1 59	03/11/04	2 02	03/15/12	1 59	(0 43)	LT
13601	Principal (GNMA #537419)	1 60	03/11/04	2 03	03/31/12	1 60	(0 43)	LT
13601	Principal (GNMA #537419)	1 62	03/11/04	2 05	04/30/12	1 62	(0 43)	LT
13601	Principal (GNMA #537419)	1 63	03/11/04	2 07	05/31/12	1 63	(0 44)	LT
13601	Principal (GNMA #595077)	3 62	03/11/04	3 87	04/30/12	3 62	(0 25)	LT
13601	Principal (GNMA #595077)	3 96	03/11/04	4 23	02/15/12	3 96	(0 27)	LT
13601	Principal (GNMA #550851)	5 48	03/17/04	6 07	04/30/12	5 48	(0 59)	LT
13601	Principal (GNMA #550851)	5 68	03/17/04	6 29	11/15/11	5 68	(0 61)	LT
13601	Principal (GNMA #550851)	5 79	03/17/04	6 41	05/31/12	5 79	(0 62)	LT
13601	Principal (GNMA #550851)	5 80	03/17/04	6 42	12/15/11	5 80	(0 62)	LT
13601	Principal (GNMA #550851)	5 81	03/17/04	6 44	09/15/11	5 81	(0 63)	LT
13601	Principal (GNMA #550851)	5 85	03/17/04	6 48	01/25/12	5 85	(0 63)	LT
13601	Principal (GNMA #550851)	6 57	03/17/04	7 28	03/31/12	6 57	(0 71)	LT
13601	Principal (GNMA #595077)	15 76	03/11/04	16 85	05/31/12	15 76	(1 09)	LT
13601	Principal (GNMA #595077)	16 24	03/11/04	17 36	12/15/11	16 24	(1 12)	LT
13601	Principal (GNMA #434307)	16 29	03/17/04	17 42	10/17/11	16 29	(1 13)	LT
13601	Principal (GNMA #434307)	16 38	03/17/04	17 51	11/15/11	16 38	(1 13)	LT
13601	Principal (GNMA #434307)	16 48	03/17/04	17 62	12/15/11	16 48	(1 14)	LT
13601	Principal (GNMA #434307)	16 71	03/17/04	17 87	02/15/12	16 71	(1 16)	LT
13601	Principal (GNMA #434307)	16 80	03/17/04	17 96	03/15/12	16 80	(1 16)	LT
13601	Principal (GNMA #434307)	16 90	03/17/04	18 07	03/31/12	16 90	(1 17)	LT
13601	Principal (GNMA #434307)	17 00	03/17/04	18 18	04/30/12	17 00	(1 18)	LT
13601	Principal (GNMA #434307)	17 10	03/17/04	18 28	05/31/12	17 10	(1 18)	LT
13601	Principal (GNMA #434307)	18 70	03/17/04	20 00	07/15/11	18 70	(1 30)	LT
13601	Principal (GNMA #434307)	22 02	03/17/04	23 55	01/17/12	22 02	(1 53)	LT
13601	Principal (GNMA #434307)	24 27	03/17/04	25 95	08/15/11	24 27	(1 68)	LT
13601	Principal (FNMA #559981)	32 49	03/29/04	33 32	07/29/11	32 49	(0 83)	LT
13601	Principal (FNMA #559981)	33 67	03/29/04	34 53	10/25/11	33 67	(0 86)	LT
13601	Principal (FNMA #559981)	33 88	03/29/04	34 74	11/15/11	33 88	(0 86)	LT
13601	Principal (FNMA #559981)	33 89	03/29/04	34 75	05/31/12	33 89	(0 86)	LT
13601	Principal (FNMA #559981)	34 10	03/29/04	34 97	12/27/11	34 10	(0 87)	LT
13601	Principal (FNMA #559981)	34 31	03/29/04	35 18	01/25/12	34 31	(0 87)	LT
13601	Principal (FNMA #559981)	34 99	03/29/04	35 88	03/26/12	34 99	(0 89)	LT
13601	Principal (FNMA #559981)	35 15	03/29/04	36 05	03/31/12	35 15	(0 90)	LT
13601	Principal (FNMA #559981)	35 24	03/29/04	36 14	04/30/12	35 24	(0 90)	LT
13601	Principal (GNMA #550851)	35 34	03/17/04	39 15	07/15/11	35 34	(3 81)	LT
13601	Principal (GNMA #595077)	36 48	03/11/04	38 99	07/15/11	36 48	(2 51)	LT
13601	Principal (GNMA #595077)	36 51	03/11/04	39 03	09/15/11	36 51	(2 52)	LT
13601	Principal (GNMA #595077)	38 61	03/11/04	41 27	03/15/12	38 61	(2 66)	LT
13601	Principal (GNMA #550851)	38 69	03/17/04	42 86	08/15/11	38 69	(4 17)	LT
13601	Principal (FNMA #559981)	40 71	03/29/04	41 75	09/28/11	40 71	(1 04)	LT
13601	Principal (GNMA #550851)	41 16	03/17/04	45 59	10/17/11	41 16	(4 43)	LT
13601	Principal (FNMA #559981)	41 63	03/29/04	42 69	02/15/12	41 63	(1 06)	LT
13601	Principal (GNMA #595077)	50 51	03/11/04	53 99	01/17/12	50 51	(3 48)	LT
13601	Principal (GNMA #595077)	60 78	03/11/04	64 97	08/15/11	60 78	(4 19)	LT
13601	Principal (GNMA #595077)	62 28	03/11/04	66 57	11/15/11	62 28	(4 29)	LT
13601	Principal (GNMA #550851)	64 33	03/17/04	71 26	02/15/12	64 33	(6 93)	LT
13601	Principal (GNMA #595077)	80 80	03/11/04	86 37	03/31/12	80 80	(5 57)	LT
13601	Principal (FNMA #559981)	113 15	03/29/04	116 03	08/15/11	113 15	(2 88)	LT
13601	Principal (GNMA #595077)	118 96	03/11/04	127 16	10/17/11	118 96	(8 20)	LT
13601	Principal (GNMA #550851)	120 02	03/17/04	132 94	03/15/12	120 02	(12 92)	LT
13601	Principal (GNMA #434307)	1,167 75	03/17/04	1,248 61	09/15/11	1,167.75	(80 86)	LT
13601	USA Treasury Bond	225,000 00	09/22/10	236,050 84	05/17/12	293,192 00	57,141 16	LT
13601	Federal Home Loan Bank	250,000 00	09/09/10	296,605 00	09/26/11	298,142 50	1,537 50	LT
13601	Federal Farm Credit Bank	250,000 00	09/22/10	256,345 00	05/17/12	252,809 08	(3,535 92)	LT
13601	Durham N C CTFS Partin	250,000 00	01/25/07	248,430 00	06/01/12	250,000 00	1,570 00	LT
13601	Tennesse Valley Auth	500,000 00	09/13/10	619,940 00	05/17/12	634,750 00	14,810 00	LT
13602	MidCap Spdr ETF	5,900 00	03/09/04	641,094 00	01/25/12	1,007,848 64	366754 64	LT
13602	DFA US Small Cap Portfolio	45,599 64	03/17/04	801,693 74	01/25/12	1,000,000 00	198306 26	LT
				3,584,564 33		4,190,697 61	606,133 28	

The Allerton Foundation, Inc — 23-3035225

Gains/(losses) for the fiscal year ended 06/30/12

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
13600	United Technologies	250,000 00	06/17/11	294,055 00	05/17/12	308,077 50	14,022 50	ST
13601	Federal Home Loan Bank	250,000 00	02/24/11	250,000 00	09/07/11	250,000 00	-	ST
13601	Federal Farm Credit Bank	325,000 00	09/16/11	324,756 25	12/15/11	325,000 00	243 75	ST
13601	Federal Farm Credit Bank	500,000 00	09/27/10	588,105 00	09/15/11	593,965 00	5,860 00	ST
				1,456,916 25		1,477,042 50	20,126 25	
	TOTAL			5,041,480 58		5,667,740 11	626,259 53	

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ABBOTT LABORATORIES SR UNSEC 05.125% DUE 04/01/2019 RATING: A1 (002824AU4)	180,414.00 150,000	178,783.50 119.1890	0.48 %	162,063.00 108.04	16,720.50	4.30 %	7,687.50	1,921.87
ARCHER DANIELS SR UNSECURED 05.450% DUE 03/15/2018 RATING: A2 (039483AY8)	299,772.50 250,000	297,045.00 118.8180	0.79 %	259,070.00 103.63	37,975.00	4.59 %	13,625.00	4,011.81
BERKSHIRE HATHAWAY FIN SR NOTES SERIES WI 04.850% DUE 01/15/2015 RATING: AA2 (084664AT8)	275,690.00 250,000	275,407.50 110.1630	0.73 %	242,257.50 96.90	33,150.00	4.41 %	12,125.00	5,590.97
GENERAL ELECTRIC CO SR UNSECURED 05 250% DUE 12/06/2017 RATING: AA3 (369604BC6)	406,511.00 350,000	408,677.50 116.7650	1.08 %	387,145.50 110.61	21,532.00	4.50 %	18,375.00	1,276.04
GLAXOSMITHKLINE CAP INC COMP GUARNT 04.375% DUE 04/15/2014 RATING: A1 (377372AA5)	266,675.00 250,000	266,587.50 106.6350	0.71 %	236,500.25 94.60	30,087.25	4.11 %	10,937.50	2,309.03
HONEYWELL INTERNATIONAL SR UNSEC 05.000% DUE 02/15/2019 RATING: A2 (438516AZ9)	420,150.50 350,000	416,381.00 118.9660	1.10 %	381,832.50 109.10	34,548.50	4.21 %	17,500.00	6,611.11

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
IBM CORP NOTES 07.625% DUE 10/15/2018 RATING: AA3 (459200GM7)	433,095 00 325,000	432,955.25 133.2170	1.15 %	410,133.75 126.20	22,821.50	5.73 %	24,781.25	5,231 60
JP MORGAN CHASE & CO NOTES 06.000% DUE 01/15/2018 RATING: A2 (46625HGY0)	280,560.00 250,000	286,395.00 114.5580	0.76 %	277,505.00 111.00	8,890.00	5.24 %	15,000.00	6,916.67
JPMORGAN CHASE & CO SR UNSEC VAR% DUE 07/30/2015 RATING: N/A (48124AYW1) (MARKET VALUE AS OF 07/26/10)	100,000.00 100,000	100,000.00 100 0000	0.27 %	100,000.00 100.00		1.01 %	1,000.00	919.44
PHILLIPS PETE CO DEB 06.650% DUE 07/15/2018 RATING: A1 (718507BH8)	311,415.00 250,000	312,597 50 125.0390	0.83 %	270,095.00 108.04	42,502.50	5.32 %	16,625.00	7,665.97
PROCTER & GAMBLE CO NTS 04 950% DUE 08/15/2014 RATING: AA3 (742718DA4)	273,047.50 250,000	272,415.00 108.9660	0.72 %	247,312.50 98.93	25,102.50	4 55 %	12,375.00	4,675.00
TARGET CORP SR UNSECURED SERIES MTNI 04 875% DUE 05/15/2018 RATING: A2 (87612FAB9)	202,795.25 175,000	203,084.00 116 0480	0.54 %	190,319.50 108.75	12,764.50	4.21 %	8,531.25	1,090.10

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
WALMART STORES 07.550 % DUE 02/15/2030 RATING: AA2 (931142BF9)	29,953.20 20,000	29,855.00 149.2750	0.08 %	24,878 80 124.39	4,976.20	5.06 %	1,510.00	570.44
WALMART STORES NTS 04.550% DUE 05/01/2013 RATING: AA2 (931142BT9)	207,608.00 200,000	207,184.00 103.5920	0.55 %	190,052.00 95.03	17,132.00	4.40 %	9,100.00 -	1,516.67
WELLS FARGO COMPANY SR UNSEC 05.625% DUE 12/11/2017 RATING: A2 (949746NX5)	318,331.75 275,000	320,490.50 116.5420	0.85 %	301,474.25 109.63	19,016.25	4.83 %	15,468.75	859.38
WELLS FARGO COMPANY SR NOTES 04.375% DUE 01/31/2013 RATING: A2 (949746NY3)	102,447.00 100,000	102,108.00 102.1080	0.27 %	107,027.00 107.03	- 4,919.00	4.29 %	4,375.00	1,835.07
Total corporate bonds		**$4,352,220.25**	**11.49 %**	**$4,016,858.55**	**$335,361.70**	**4.60 %**	**$200,216.25**	**$53,965.61**

Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 03.000% DUE 07/15/2012 RATING: AAA (912828AF7)	$705,586.26 550,000	$704,087.78 $128 0160	1.86 %	$631,963.21 $114.90	$72,124.57	2.95 %	$20,770.36	$9,586.32

Detail

Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY BOND TREASURY INFLATION PROTECTN SECS 02.000% DUE 01/15/2014 RATING. AAA (912828BW9)	227,454.10 175,000	226,431.36 129.3894	0.60 %	183,595.10 104.91	42,836.26	1.90 %	4,287.26	1,978.73
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02.125% DUE 01/15/2019 RATING: AAA (912828JX9)	647,849.25 500,000	642,236.20 128.4472	1.70 %	506,600.02 101.32	135,636.18	1.75 %	11,200.77	5,169.59
USA TREASURY NOTE 01 875% DUE 04/30/2014 RATING. AAA (912828KN9)	772,845.00 750,000	770,970 00 102.7960	2.04 %	770,546.87 102.74	423.13	1.83 %	14,062.50	2,382.17
USA TREASURY NOTES 02 625% DUE 12/31/2014 RATING: AAA (912828ME7)	317,625.00 300,000	316,779.00 105 5930	0.84 %	319,652.34 106.55	- 2,873 34	2.49 %	7,875.00	3,959.13
USA TREASURY NOTES 01.250% DUE 10/31/2015 RATING. AAA (912828PE4)	205,436.00 200,000	204,968.00 102.4840	0.55 %	192,734.37 96.37	12,233 63	1.22 %	2,500.00	421 20
Total treasury bonds		**$2,865,472.34**	**7.57 %**	**$2,605,091.91** ✓	**$260,380.43**	**2.12 %**	**$60,695.89**	**$23,497.14**

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL HOME LOAN BANK BDS 05.000% DUE 12/08/2017 RATING: AAA (3133XN5N5)	$120,989.00 100,000	$120,389.00 $120 3890	0.32 %	$113,910 00 $113.91	$6,479.00	4.16 %	$5,000 00	$319.44

Detail

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL HOME LOAN BANK BONDS CALL 8/24/12 @100 03.050% DUE 08/24/2020 RATING: AAA (313375E94)	251,082.50 250,000	250,667.50 100.2670	0.67 %	252,427.50 100.97	- 1,760.00	3.05 %	7,625.00	2,689.93
FEDERAL HOME LOAN BANK BONDS CALL 10/05/12 @100 02.840% DUE 10/05/2021 RATING: AAA (313375V79)	301,698.00 300,000	301,341.00 100.4470	0.80 %	299,700.00 99.90	1,641.00	2.83 %	8,520.00	2,035.33
FEDERAL NATL MTG ASSN POOL #559981 07.000% DUE 12/01/2015 NOT RATED (31386DCS7)	1,028.62 927.510	992.11 106.9650	0.01 %	951.12 102.55	40.99	6.55 %	64.93	5.59
GOVT NATL MTG ASSN POOL #595077 06.000% DUE 10/15/2032 NOT RATED (36200ACN7)	1,594.10 1,392.651	1,577.05 113.2410	0.01 %	1,488.58 106.89	88.47	5.30 %	83.56	7.20
GOVERNMENT NATL MTG ASSN POOL #434307 06.500% DUE 04/15/2029 NOT RATED (36207KNY2)	5,584.49 4,789.699	5,531.96 115.4970	0.02 %	5,121.36 106 92	410.60	5.63 %	311.33	26.81
GOVT NATL MTG ASSN POOL #537419 07.500% DUE 03/15/2031 NOT RATED (36212MAU3)	768.33 757.080	766.44 101.2360	0.01 %	959.99 126 80	- 193.55	7.41 %	56.78	4.89

Detail

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GOVT NATL MTG ASSN POOL #550851 07.000% DUE 09/15/2031 NOT RATED (36213C5L0)	2,594.26 2,220.851	2,579.83 116.1640	0.01 %	2,459.96 110.77	119.87	6.03 %	155.46	13.39
Total agency bonds		**$683,844.89**	**1.81 %**	**$677,018.51**	**$6,826.38**	**3.19 %**	**$21,817.06**	**$5,102.58**

Municipal bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BERGEN CNTY N J SER B GO CALL 11/1/18 @ 100 06.000% DUE 11/01/2019 RATING: AAA (083763DP4)	$309,527.50 250,000	$306,512.50 $122 6050	0.81 %	$249,992.50 $100.00	$56,520.00	4.90 %	$15,000.00	$2,500.00
EAST CAROLINA UNIV N C UNIV RE BUILD AMERICA BONDS-TAXABLE REV 04 481% DUE 10/01/2019 RATING: AA2 (271371TT3)	165,873.00 150,000	163,972.50 109.3150	0 44 %	159,393.00 106.26	4,579.50	4.10 %	6,721.50	1,680.37
JOHNSON CNTY KANS UNI SCH DIST BUILD AMERICA BONDS 2009A 04.200% DUE 10/01/2016 RATING: AAA (478700H59)	283,045.00 250,000	281,242.50 112.4970	0.75 %	268,770.00 107.51	12,472.50	3 74 %	10,500.00	2,625 00
LEHIGH CNTY PA TAXABLE CALL 06/15/17 @100 MBIA 05.480% DUE 12/15/2017 RATING: AA1 (524786VP2)	220,995.45 195,000	219,267.75 112.4450	0.58 %	198,812.25 101 96	20,455.50	4.88 %	10,686.00	474.93

Detail

Municipal bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
MUKWONAGO WIS SCH DIST TAXABLE REF GO 03.350% DUE 04/01/2019 NOT RATED (625070HV2)	135,892.50 125,000	134,627.50 107.7020	0.36 %	125,000.00 100.00	9,627.50	3.12 %	4,187.50	1,046.87
NEW YORK N Y CITY TRANSITIONAL AUTH REV TAXABLE FUTURE SER A-2 05 190% DUE 08/01/2016 RATING: AA1 (64971MDC3)	291,527.50 250,000	289,575.00 115.8300	0.77 %	247,785.00 99.11	41,790.00	4.49 %	12,975.00	5,406.25
NEW YORK ST DORM AUTH ST PERS TAXABLE GEN PURP SER B REV 03.400% DUE 03/15/2019 NOT RATED (6499024S9)	108,302.00 100,000	107,305.00 107.3050	0.29 %	100,000.00 100.00	7,305.00	3.17 %	3,400.00	1,001.11
NORWOOD MASS TAXABLE MUN PURP LN SER B 04.000% DUE 08/15/2015 NOT RATED (669555QL1)	271,615.00 250,000	270,300.00 108.1200	0.72 %	258,947.50 103.58	11,352.50	3.70 %	10,000.00	3,777.78
UNIVERSITY MINN TAXABLE SER B CALL 04/01/19 @100 05.375% DUE 04/01/2022 RATING: AA1 (914460DX5)	311,188.80 260,000	308,318.40 118.5840	0.82 %	262,511.60 100.97	45,806.80	4.54 %	13,975.00	3,493.75
Total municipal bonds		$2,081,121.15	5.50 %	$1,871,211.85	$209,909.30	4.20 %	$87,445.00	$22,006.06

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PUTNAM CONVERTIBLE INCOME GROWTH (PCGYX) TRUST CLASS Y	$970,009.45 51,486.701	$984,940.59 $19.1300	2.61 %	$1,000,000.00 $19.42	- $15,059.41	3.23 %	$31,767.29	
VANGUARD HIGH YIELD CORP (VWEAX) ADM FD # 529	994,836.49 172,117 040	1,010,327.02 5 8700	2.67 %	1,000,000.00 5.81	10,327.02	6 75 %	68,158.35	5,317.94
VANGUARD SHORT TERM INVMT GRADE (VFSUX) ADMR SHS FD #539	1,769,774.01 164,783.427	1,771,421.84 10.7500	4.68 %	1,750,000.00 10.62	21,421.84	2.63 %	46,468.93	3,435.37
Total mutual funds - fixed income		**$3,766,689.45**	**9.95 %**	**$3,750,000.00**	**$16,689.45**	**3.89 %**	**$146,394.57**	**$8,753.31**

Total fixed income		**$13,749,348.08**	**36.30 %**	**$12,920,180.82**	**$829,167.26**	**3.76 %**	**$516,568.77**	**$113,324.70**

Equities

Stocks
Unclassified

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
STARWOOD PROPERTY TRUST INC (STWD)	$569,136.00 28,400	$605,204.00 $21 3100	1.60 %	$548,333.83 $19.31	$56,870.17	8.26 %	$49,984.00	$12,496.00

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES S&P GLOBAL TELECOMM (IXP) SECTOR INDEX FUND ETF	$295,812.00 5,400	$310,932.00 $57.5800	0.83 %	$304,886 34 $56.46	$6,045.66	5.03 %	$15,616.80	
THE JPMORGAN ALERIAN MLP INDEX (AMJ) ETN ETF	343,476.00 9,400	364,344.00 38.7600	0.97 %	298,262.49 31.73	66,081.51	5.08 %	18,480.40	
SPDR S&P 500 ETF TRUST (SPY)	5,854,359.10 44,530	6,060,755.65 136.1050	16.01 %	4,957,607.75 111.33	1,103,147.90	1.99 %	120,097.41	30,645.55

Detail

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
SPDR S&P DIVIDEND (SDY) ETF	332,816.00 6,100	339,465.00 55.6500	0.90 %	298,885.51 49.00	40,579.49	3.23 %	10,931.20	
MIDCAP SPDR TRUST SERIES 1 (MDY) ETF	4,094,565.30 24,290	4,160,877.00 171.3000	10.99 %	2,639,351.40 108.66	1,521,525.60	0.99 %	41,171.55	12,390.33
ENERGY SELECT SPDR FUND (XLE) ETF	559,944.00 8,800	584,056.00 66.3700	1.55 %	500,098.87 56.83	83,957.13	1.72 %	10,014.40	
SECTOR SPDR TR (XLU) ETF SHS BEN INT-UTILITIES	329,912.00 9,200	340,308.00 36.9900	0.90 %	295,999.24 32.17	44,308.76	3.78 %	12,843.20	
VANGUARD HIGH DIVIDEND YIELD (VYM) ETF	337,260.00 7,300	351,276.00 48.1200	0.93 %	299,042.87 40.96	52,233.13	2.87 %	10,074.00	
Total etf - equity		$12,512,013.65	33.04 %	$9,594,134.47	$2,917,879.18	1.91 %	$239,228.96	$43,035.88

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DFA US SMALL CAP PORTFOLIO (DFSTX) FUND #031	$2,895,981.54 136,450.772	$3,018,291.08 $22.1200	7.97 %	$2,401,294.41 $17.60	$616,996.67	0.95 %	$28,381.76	
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS	1,159,057.47 21,803.188	1,214,655.60 55.7100	3.21 %	921,506.00 42.26	293,149.60	2.37 %	28,693.00	
HARRIS ASSOC INVT TR (OAKIX) CLASS I OAKMARK INTL FD FUND #109	1,091,397.31 66,792.981	1,160,194.08 17.3700	3.07 %	1,100,303.97 16.47	59,890.11	0.73 %	8,415.92	
IVA INTERNATIONAL (IVIQX) FUND CLASS I	940,985.73 64,850.843	981,193.25 15.1300	2.60 %	1,000,000.00 15.42	- 18,806.75	1.77 %	17,315.18	
MERGER FD (MERFX) CL I FD #260	1,217,288.44 77,337.258	1,219,608.56 15.7700	3.23 %	1,184,135.94 15.31	35,472.62	0.53 %	6,418.99	
STRATEGIC INTERNATIONAL (DISRX) STOCK FUND CL I	1,147,096.11 92,284.482	1,211,695.25 13 1300	3.20 %	1,107,847.78 12.00	103,847.47	1.21 %	14,580.95	

Detail

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
Total mutual funds - equity		$8,805,637.82	23.25 %	$7,715,088.10	$1,090,549.72	1.18 %	$103,805.80	
Total equities		$21,922,855.47	57.88 %	$17,857,556.40	$4,065,299.07	1.79 %	$393,018.76	$55,531.88

Alternative investments

Mutual funds - alternative invest

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total original value at PNC / Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GATEWAY FUND (GTEYX) FUND CLASS Y	$557,760.84 21,156.591	$571,227.96 $27.0000	1.51 %	$526,551.84 $24.89	$44,676.12	1.83 %	$10,409.04	
PIMCO COMMODITY REAL RETURN (PCRIX) STRATEGY FUND INSTITUTIONAL CL FD #045	1,014,709.89 165,583 269	1,063,044.59 6 4200	2.81 %	1,819,983.96 10.99	- 756,939.37	21.27 %	226,021.16	
Total mutual funds - alternative invest		$1,634,272.55	4.32 %	$2,346,535.80	- $712,263.25	14.47 %	$236,430.20	
Total alternative investments		$1,634,272.55	4.32 %	$2,346,535.80	- $712,263.25	14.47 %	$236,430.20	
Total portfolio		$37,875,063.09	100.00 %	$33,692,860.01	$4,182,203.08	3.03 %	$1,146,074.59	$168,861.88

FW 1/8/13

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FOUNDATION MANAGEMENT 300 BARR HARBOR DRIVE - WEST CONSHOHOCKEN, PA 19428

Telephone No. ▶ 610-828-4510 FAX No. ▶

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

4 I request an additional 3-month extension of time until MAY 15, 2013 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	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.	8a	$ 54,970.
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 and any amount paid previously with Form 8868.	8b	$ 54,970.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ William R. Deiss Title ▶ CPA Date ▶ 2-7-2013

123842 01-06-12

990-PF attachments