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 10/01, **2011, and ending** 09/30, 20 12

Name of foundation BRIDGE OF ALLEN FOUNDATION	**A** Employer identification number 13-4148389
Number and street (or P O box number if mail is not delivered to street address) C/O PIONEER SQUARE ADVISORS, LLC 1221 SECOND AVENUE — Room/suite 320	**B** Telephone number (see instructions) (206) 838-4880
City or town, state, and ZIP code SEATTLE, WA 98101	**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
☐ 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: ☒ 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)* ▶ $ 3,117,889.

J Accounting method ☒ Cash ☐ 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) (see instructions).)*

		(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 (attach schedule)	538,769.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	57,201.	57,201.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss) ________				
6a	Net gain or (loss) from sale of assets not on line 10	18,056.			
b	Gross sales price for all assets on line 6a 29,077.				
7	Capital gain net income (from Part IV, line 2)		18,056.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	614,026.	75,257.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	125.			
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) **	967.	967.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	50.	50.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,142.	1,017.		
25	Contributions, gifts, grants paid				
26	**Total expenses and disbursements.** Add lines 24 and 25	1,142.	1,017.	0	0
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	612,884.			
b	**Net investment income** (if negative, enter -0-)		74,240.		
c	**Adjusted net income** (if negative, enter -0-)				

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BRIDGE OF ALLEN

Form **990-PF** (2011)

9

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	48,875.	114,576.	114,576.
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	907,128.	1,454,619.	3,003,313.
	c	Investments - corporate bonds (attach schedule)			
	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)	956,003.	1,569,195.	3,117,889.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	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	956,003.	1,569,195.	
	30	**Total net assets or fund balances** (see instructions)	956,003.	1,569,195.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	956,003.	1,569,195.	

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	956,003.
2	Enter amount from Part I, line 27a	2	612,884.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 5	3	308.
4	Add lines 1, 2, and 3	4	1,569,195.
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	1,569,195.

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 PART IV SCHEDULE			
b				
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				

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				

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	18,056.
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	0

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 (col (b) divided by col (c))
2010		1,273,659.	
2009		999,520.	
2008	186,703.	575,866.	0.324213
2007	135,000.	1,000,117.	0.134984
2006	78,500.	223,720.	0.350885

2 Total of line 1, column (d)	2	0.810082
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	0.162016
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,547,001.
5 Multiply line 4 by line 3	5	412,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	742.
7 Add lines 5 and 6	7	413,397.
8 Enter qualifying distributions from Part XII, line 4	8	0

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	1,485.
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	
3	Add lines 1 and 2			3	1,485.
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	1,485.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,610.		
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	4,610.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,125.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,125. **Refunded** ▶			11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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		
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) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PIONEER SQUARE ADVISORS, LLC Telephone no ▶ 206-838-4880

Located at ▶ 1221 SECOND AVENUE, SUITE 320 SEATTLE, WA ZIP + 4 ▶ 98101

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

			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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
	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)	2b		X
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)*	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)? (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**		
	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? ☐ 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? *If "Yes" to 6b, file Form 8870*	**6b**		X
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?	**7b**		X

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
ATTACHMENT 6		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 ▶

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 ▶		

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 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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,512,349.
b	Average of monthly cash balances			1b	73,439.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,585,788.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	2,585,788.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	38,787.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,547,001.
6	**Minimum investment return.** Enter 5% of line 5			6	127,350.

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	127,350.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,485.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,485.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	125,865.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	125,865.
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	125,865.

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	
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	
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0

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					125,865.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	67,486.				
b From 2007	85,082.				
c From 2008	158,494.				
d From 2009					
e From 2010					
f Total of lines 3a through e		311,062.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ ________					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		125,865.			125,865.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		185,197.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		185,197.			
10 Analysis of line 9					
a Excess from 2007	26,703.				
b Excess from 2008	158,494.				
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) NOT APPLICABLE

1a 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
2a 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))

ANNA MANN

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

N/A

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

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

NONE

c Any submission deadlines:

NONE

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

NONE

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*				
Total . . . . . ▶ 3a				NONE
b *Approved for future payment*				
Total . . . . . ▶ 3b				NONE

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) 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	57,201.	
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			18	18,056.	
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)				75,257.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 75,257.

(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)

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		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

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: Anne Lindsl Allen

Date: Jan 14, 2013

Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name KENNETH RAGSDALE	Preparer's signature	Date 1/8/13	Check ☐ if self-employed	PTIN P00295413

Firm's name ▶ PIONEER SQUARE ADVISORS, LLC | Firm's EIN ▶ 20-8379993

Firm's address ▶ 1221 SECOND AVENUE, SUITE 320
SEATTLE, WA 98101 | Phone no 206-838-4880

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization
BRIDGE OF ALLEN FOUNDATION

Employer identification number
13-4148389

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization BRIDGE OF ALLEN FOUNDATION

Employer identification number 13-4148389

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNA M. MANN 1221 AVENUE OF AMERICAS, 2ND FLOOR NEW YORK, NY 10036	$ 1,494,347.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BRIDGE OF ALLEN FOUNDATION

Employer identification number 13-4148389

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STATEMENT D-2	$ 1,494,347.	12/13/2011
		$	
		$	
		$	
		$	
		$	

Name of organization BRIDGE OF ALLEN FOUNDATION	Employer identification number 13-4148389

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: BRIDGE OF ALLEN FOUNDATION

Employer identification number: 13-4148389

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	**1b**	123.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	**2**	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**3**	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	**4**	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	**5**	123.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	**6b**	17,933.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	**7**	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**8**	
9 Capital gain distributions	**9**	
10 Gain from Form 4797, Part I	**10**	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	**11**	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	**12**	17,933.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr.)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			123.
14 **Net long-term gain or (loss):**				
a Total for year	14a			17,933.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			18,056.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . . 16 (   )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BRIDGE OF ALLEN FOUNDATION

Employer identification number: 13-4148389

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100 SHS MOTOROLA MOBILITY HOLDINGS INC COM	10/19/2011	05/22/2012	4,000.	3,877.	123.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 123.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA
1F1221 2 000

BRIDGE OF ALLEN

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	100 SHS S1 CORP	03/01/2006	03/19/2012	662.		662.
	0.64 SHS ACIW WORLDWIDE INC- CIL	03/01/2006	03/12/2012	25.	25.	
	260 SHS HARLEYVILLE GROUP	07/21/2004	05/02/2012	15,600.	4,815.	10,785.
	0.22 SHS KINDER MORGAN INC DEL COM - CIL	05/17/2011	06/01/2012	7.	7.	
	600 SHS EL PASO CORP COM	05/17/2011	05/31/2012	8,790.	2,304.	6,486.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 17,933.

BRIDGE OF ALLEN FOUNDATION
CONTRIBUTIONS RECEIVED
FYE: 9/30/2012
EIN 13-4148389

Symbol	Security	Purchase Date	Cost Basis	Shares	Cost Value	Contribution Date	High	Low	Avg High/Low	TOTAL High/Low
ABMD	ABIOMED INC	8/10/2009	$ 7 48	156 0	1,166 57	12/23/2011	18 69	18 27	18 48	2,882 88
ADTN	ADTRAN INC	3/28/2002	$ 11 90	200 0	2,380 00	12/23/2011	30 65	30 13	30 39	6,078 00
A	AGILENT TECHNOLOGIES I	4/23/2003	$ 15 24	300 0	4,572 66	12/23/2011	35 38	34 69	35 04	10,510 50
MO	ALTRIA GROUP INC	3/10/2003	$ 8 09	850 0	6,875 48	12/23/2011	29 95	29 69	29 82	25,347 00
AMCX	AMC NETWORKS INC	3/1/2006	$ 14 81	25 0	370 33	12/23/2011	37 15	36 50	36 83	920 63
AMT	AMERICAN TOWER CORP	5/24/2005	$ 17 33	200 0	3,466 00	12/23/2011	60 44	59 83	60 14	12,027 00
AON	AON CORP	10/3/2002	$ 20 57	21 0	431 95	12/23/2011	47 18	46 66	46 92	985 32
AAPL	APPLE INC	4/17/2009	$122 49	120 0	14,698 20	12/23/2011	403 59	399 49	401 54	48,184 80
ASTE	ASTEC INDS INC	3/2/2004	$ 13 52	100 0	1,351 50	12/23/2011	33 87	33 04	33 46	3,345 50
BEAM	BEAM INC	3/2/2009	$ 17 54	200 0	3,508 36	12/23/2011	50 73	50 38	50 56	10,111 00
BIIB	BIOGEN IDEC INC	10/24/2003	$ 32 81	100 0	3,281 00	12/23/2011	111 45	110 17	110 81	11,081 00
BA	BOEING CO	4/23/2003	$ 27 96	400 0	11,185 56	12/23/2011	74 71	73 60	74 16	29,662 00
BWA	BORGWARNER INC	4/17/2009	$ 26 17	120 0	3,139 80	12/23/2011	65 58	64 59	65 09	7,810 20
EAT	BRINKER INTL INC	12/15/2008	$ 7 82	300 0	2,346 00	12/23/2011	27 20	26 46	26 83	8,049 00
COG	CABOT OIL & GAS CORP	6/20/2006	$ 20 38	200 0	4,076 50	12/23/2011	78 06	76 60	77 33	15,466 00
COG	CABOT OIL & GAS CORP	11/4/2010	$ 31 62	28 0	885 36	12/23/2011	78 06	76 60	77 33	2,165 24
CAM	CAMERON INTERNATIONAL	6/20/2006	$ 21 46	200 0	4,292 80	12/23/2011	50 17	49 24	49 71	9,941 00
CVX	CHEVRON CORP NEW	3/11/2003	$ 32 29	900 0	29,056 50	12/23/2011	107 61	106 10	106 86	96,169 50
CTXS	CITRIX SYS INC	7/6/2009	$ 30 27	100 0	3,026 50	12/23/2011	62 34	60 77	61 56	6,155 50
CMS	CMS ENERGY CORP	12/16/2003	$ 7 60	400 0	3,040 00	12/23/2011	22 03	21 80	21 92	8,766 00
COP	CONOCOPHILLIPS	7/25/2002	$ 23 43	577 1	13,520 02	12/23/2011	72 44	71 82	72 13	41,627 67
COP	CONOCOPHILLIPS	10/3/2002	$ 23 72	200 9	4,764 87	12/23/2011	72 44	71 82	72 13	14,489 47
COST	COSTCO WHSL CORP NEW	1/27/2003	$ 28 86	300 0	8,656 50	12/23/2011	84 70	83 53	84 12	25,234 50
CCI	CROWN CASTLE INTL CORP	12/16/2004	$ 16 36	200 0	3,272 00	12/23/2011	44 54	44 03	44 29	8,857 00
CBST	CUBIST PHARMACEUTICALS	7/6/2005	$ 13 16	100 0	1,316 00	12/23/2011	40 19	39 68	39 94	3,993 50
DHR	DANAHER CORP DEL	7/25/2002	$ 14 38	400 0	5,753 00	12/23/2011	47 79	46 92	47 36	18,942 00
DTV	DIRECTV	3/1/2006	$ 15 78	200 0	3,156 00	12/23/2011	43 35	42 51	42 93	8,586 00
DFS	DISCOVER FINL SVCS	5/7/2009	$ 10 43	200 0	2,086 84	12/23/2011	24 49	24 12	24 31	4,861 00
DD	DU PONT E I DE NEMOURS	3/2/2009	$ 17 70	500 0	8,851 70	12/23/2011	46 20	45 54	45 87	22,935 00
ETN	EATON CORP	11/12/2002	$ 17 58	400 0	7,030 60	12/23/2011	44 43	43 52	43 98	17,590 00
EBAY	EBAY INC	12/15/2008	$ 13 94	400 0	5,576 00	12/23/2011	30 89	30 45	30 67	12,268 00
ECL	ECOLAB INC	2/23/2001	$ 20 65	200 0	4,129 00	12/23/2011	56 95	56 17	56 56	11,312 00
EIX	EDISON INTL	6/27/2003	$ 16 15	100 0	1,615 00	12/23/2011	41 50	40 84	41 17	4,117 00
EP	EL PASO CORP	10/24/2003	$ 7 24	600 0	4,344 00	12/23/2011	26 24	25 88	26 06	15,636 00
ENR	ENERGIZER HLDGS INC	3/28/2002	$ 23 85	100 0	2,385 33	12/23/2011	76 74	75 74	76 24	7,624 00
XOM	EXXON MOBIL CORP	1/27/2003	$ 31 82	1,603 0	51,007 46	12/23/2011	85 23	84 21	84 72	135,806 16
FITB	FIFTH THIRD BANCORP	5/7/2009	$ 5 22	100 0	522 46	12/23/2011	13 08	12 76	12 92	1,292 00
FBHS	FORTUNE BRANDS HOME &	3/2/2009	$ 5 15	200 0	1,029 90	12/23/2011	16 84	16 50	16 67	3,334 00
FELE	FRANKLIN ELEC INC	7/2/2001	$ 19 23	200 0	3,845 00	12/23/2011	44 04	43 23	43 64	8,727 00
BEN	FRANKLIN RES INC	3/2/2009	$ 43 44	100 0	4,343 50	12/23/2011	95 96	94 70	95 33	9,533 00
FURX	FURIEX PHARMACEUTICALS	7/25/2002	$ 6 87	8 0	54 98	12/23/2011	17 08	16 73	16 91	135 24
GD	GENERAL DYNAMICS CORP	3/11/2003	$ 27 26	400 0	10,904 00	12/23/2011	66 57	65 57	66 07	26,428 00
GWW	GRAINGER W W INC	3/11/2003	$ 43 45	100 0	4,345 00	12/23/2011	189 43	186 05	187 74	18,774 00
HGIC	HARLEYSVILLE GROUP INC	7/21/2004	$ 18 52	260 0	4,815 00	12/23/2011	59 15	58 88	59 02	15,343 90
HON	HONEYWELL INTL INC	10/3/2002	$ 21 63	400 0	8,652 00	12/23/2011	55 00	54 52	54 76	21,904 00
HRL	HORMEL FOODS CORP	8/27/2003	$ 10 71	400 0	4,282 00	12/23/2011	29 50	29 24	29 37	11,748 00
HSNI	HSN INC	7/17/2002	$ 11 50	0 3	3 45	12/23/2011	37 71	36 95	37 33	11 20
HSNI	HSN INC	4/22/2008	$ 14 03	0 7	9 82	12/23/2011	37 71	36 95	37 33	26 13
IHC	INDEPENDENCE HLDG CO N	3/2/2009	$ 3 61	500 0	1,803 50	12/23/2011	8 38	8 26	8 32	4,160 00
IBM	INTERNATIONAL BUSINESS	6/12/2002	$ 74 65	410 0	30,606 50	12/23/2011	184 85	181 89	183 37	75,181 70
IPG	INTERPUBLIC GROUP COS	3/2/2009	$ 3 67	600 0	2,204 58	12/23/2011	9 69	9 50	9 60	5,757 00
IILG	INTERVAL LEISURE GROUP	12/15/2008	$ 5 38	200 0	1,076 20	12/23/2011	13 53	13 28	13 41	2,681 00
INTU	INTUIT	5/7/2009	$ 23 85	100 0	2,385 00	12/23/2011	53 48	52 89	53 19	5,318 50
IRM	IRON MTN INC	7/25/2002	$ 11 12	200 0	2,224 78	12/23/2011	30 82	30 45	30 64	6,127 00
JCI	JOHNSON CTLS INC	7/25/2002	$ 12 60	200 0	2,519 34	12/23/2011	31 06	30 38	30 72	6,144 00
KMPR	KEMPER CORP DEL	3/2/2009	$ 10 44	300 0	3,130 50	12/23/2011	29 50	29 10	29 30	8,790 00
KFT	KRAFT FOODS INC	3/10/2003	$ 12 83	1,079 8	13,853 80	12/23/2011	37 74	37 22	37 48	40,472 40
KFT	KRAFT FOODS INC	10/24/2003	$ 16 41	2 2	35 44	12/23/2011	37 74	37 22	37 48	80 96
LBTYA	LIBERTY GLOBAL INC [A]	10/24/2003	$ 16 78	10 0	167 79	12/23/2011	41 62	40 14	40 88	408 80
LYV	LIVE NATION ENTERTAINM	12/15/2008	$ 3 84	294 0	1,127 64	12/23/2011	8 67	8 36	8 52	2,503 41
M	MACYS INC	12/15/2008	$ 8 26	200 0	1,652 00	12/23/2011	32 20	31 72	31 96	6,392 00
MSG	MADISON SQUARE GARDEN	3/1/2006	$ 11 10	25 0	277 40	12/23/2011	29 02	28 42	28 72	718 00
MCK	MCKESSON CORP	11/4/2004	$ 27 41	200 0	5,482 00	12/23/2011	78 91	78 41	78 66	15,732 00
MRK	MERCK & CO INC NEW	10/24/2003	$ 15 08	288 0	4,342 60	12/23/2011	37 90	37 64	37 77	10,877 76
MMI	MOTOROLA MOBILITY HLDG	12/15/2008	$ 14 04	100 0	1,404 16	12/23/2011	38 77	38 63	38 70	3,870 00
MSI	MOTOROLA SOLUTIONS INC	12/15/2008	$ 17 40	114 0	1,983 99	12/23/2011	47 18	46 42	46 80	5,335 20
NOV	NATIONAL OILWELL VARCO	11/10/2008	$ 27 37	100 0	2,736 50	12/23/2011	68 79	68 15	68 47	6,847 00
NOV	NATIONAL OILWELL VARCO	6/20/2006	$ 28 81	100 0	2,881 25	12/23/2011	68 79	68 15	68 47	6,847 00
NNN	NATIONAL RETAIL PROPER	2/23/2001	$ 11 27	300 0	3,381 00	12/23/2011	26 46	26 10	26 28	7,884 00
NCR	NCR CORP NEW	4/23/2003	$ 5 27	700 0	3,691 31	12/23/2011	16 73	16 43	16 58	11,606 00

NTAP	NETAPP INC	4/17/2009	$ 17 49	120 0	2,098 20	12/23/2011	36 74	36 00	36 37	4,364 40
NEE	NEXTERA ENERGY INC	7/25/2002	$ 25 24	400 0	10,094 00	12/23/2011	60 34	59 68	60 01	24,004 00
NKE	NIKE INC	10/24/2003	$ 30 97	200 0	6,193 00	12/23/2011	96 93	94 77	95 85	19,170 00
NI	NISOURCE INC	3/2/2009	$ 8 51	700 0	5,958 68	12/23/2011	23 50	23 24	23 37	16,359 00
JWN	NORDSTROM INC	4/17/2009	$ 21 64	120 0	2,596 20	12/23/2011	49 87	49 11	49 49	5,938 80
NVE	NV ENERGY INC	8/27/2003	$ 5 25	300 0	1,575 00	12/23/2011	16 23	15 90	16 07	4,819 50
PH	PARKER HANNIFIN CORP	7/25/2002	$ 26 35	150 0	3,952 01	12/23/2011	77 47	76 35	76 91	11,536 50
PNNT	PENNANTPARK INVT CORP	12/19/2008	$ 4 12	34 0	140 01	12/23/2011	10 20	10 06	10 13	344 42
PEP	PEPSICO INC	8/27/2003	$ 28 76	25 0	719 12	12/23/2011	66 69	66 12	66 41	1,660 13
PETM	PETSMART INC	3/28/2002	$ 13 70	300 0	4,110 00	12/23/2011	52 00	51 18	51 59	15,477 00
TROW	PRICE T ROWE GROUP INC	3/2/2009	$ 22 08	100 0	2,207 50	12/23/2011	57 51	56 44	56 98	5,697 50
PRGS	PROGRESS SOFTWARE CORP	7/25/2002	$ 9 17	150 0	1,375 01	12/23/2011	19 52	19 11	19 32	2,897 25
PGR	PROGRESSIVE CORP OHIO	2/23/2001	$ 7 95	800 0	6,356 00	12/23/2011	19 34	19 16	19 25	15,400 00
QCOM	QUALCOMM INC	8/27/2003	$ 20 35	700 0	14,245 95	12/23/2011	54 74	53 95	54 35	38,041 50
PWR	QUANTA SVCS INC	7/6/2005	$ 8 82	122 0	1,076 35	12/23/2011	21 89	21 50	21 70	2,646 79
RJF	RAYMOND JAMES FINANCIA	7/25/2002	$ 11 02	375 0	4,133 33	12/23/2011	30 88	30 44	30 66	11,497 50
RYN	RAYONIER INC	2/23/2001	$ 11 91	262 0	3,119 37	12/23/2011	44 12	43 41	43 77	11,466 43
RHT	RED HAT INC	4/17/2009	$ 18 20	120 0	2,183 40	12/23/2011	41 60	40 34	40 97	4,916 40
ROST	ROSS STORES INC	5/7/2009	$ 36 71	100 0	3,670 50	12/23/2011	48 25	47 56	47 91	4,790 50
RPM	RPM INTL INC	2/23/2001	$ 9 02	500 0	4,510 00	12/23/2011	24 61	24 32	24 47	12,232 50
SONE	S1 CORPORATION	3/1/2006	$ 4 24	100 0	424 00	12/23/2011	9 70	9 61	9 66	965 50
SPG	SIMON PPTY GROUP INC N	2/10/2009	$ 33 44	2 3	77 62	12/23/2011	130 31	128 89	129 60	300 85
SPG	SIMON PPTY GROUP INC N	10/15/2004	$ 46 69	465 7	21,740 32	12/23/2011	130 31	128 89	129 60	60,351 95
SPG	SIMON PPTY GROUP INC N	5/12/2009	$ 52 88	1 0	52 88	12/23/2011	130 31	128 89	129 60	129 60
SLM	SLM CORP	5/7/2009	$ 5 69	100 0	568 50	12/23/2011	13 88	13 60	13 74	1,374 00
SJM	SMUCKER J M CO	6/2/2000	$ 25 65	10 0	256 53	12/23/2011	78 82	78 17	78 50	784 95
SJM	SMUCKER J M CO	5/14/2001	$ 25 86	11 0	284 44	12/23/2011	78 82	78 17	78 50	863 45
SO	SOUTHERN CO	2/23/2001	$ 18 43	300 0	5,529 27	12/23/2011	46 12	45 84	45 98	13,794 00
TMO	THERMO FISHER SCIENTIF	12/16/2003	$ 20 02	224 0	4,484 00	12/23/2011	45 86	45 46	45 66	10,227 84
TWC	TIME WARNER CABLE INC	7/25/2002	$ 27 27	108 0	2,945 11	12/23/2011	63 95	62 90	63 43	6,849 90
TJX	TJX COS INC NEW	2/23/2001	$ 15 34	300 0	4,600 50	12/23/2011	65 31	64 19	64 75	19,425 00
TMK	TORCHMARK CORP	3/2/2009	$ 13 34	150 0	2,000 51	12/23/2011	43 60	43 14	43 37	6,505 50
TRV	TRAVELERS COMPANIES IN	6/3/1997	$ 25 85	57 0	1,473 21	12/23/2011	59 65	59 06	59 36	3,383 24
UNP	UNION PAC CORP	3/2/2009	$ 36 05	100 0	3,604 50	12/23/2011	106 20	104 50	105 35	10,535 00
UTX	UNITED TECHNOLOGIES CO	12/14/2001	$ 30 73	400 0	12,292 00	12/23/2011	74 24	73 25	73 75	29,498 00
UNH	UNITEDHEALTH GROUP INC	2/23/2001	$ 13 58	598 0	8,122 34	12/23/2011	51 50	50 69	51 10	30,554 81
VFC	V F CORP	8/27/2003	$ 38 34	100 0	3,834 00	12/23/2011	129 12	126 80	127 96	12,796 00
VIAB	VIACOM INC NEW (B)	12/15/2008	$ 16 47	100 0	1,646 50	12/23/2011	45 55	44 87	45 21	4,521 00
V	VISA INC	1/23/2009	$ 43 31	100 0	4,330 50	12/23/2011	102 50	100 51	101 51	10,150 50
WFC	WELLS FARGO & CO NEW	3/2/2009	$ 10 75	800 0	8,598 48	12/23/2011	27 97	27 39	27 68	22,144 00
WMB	WILLIAMS COS INC DEL	4/17/2009	$ 13 82	360 0	4,973 69	12/23/2011	32 71	32 28	32 50	11,698 20
WYN	WYNDHAM WORLDWIDE CORP	5/7/2009	$ 12 32	100 0	1,232 00	12/23/2011	37 59	36 53	37 06	3,706 00
	CHARLES SCWAB - BASIS ADJUSTMENTS				2,619 51					
	TOTAL CONTRIBUTIONS RECEIVED				538,394					1,494,347

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CFT SECURITIES, LLC	20,538.	20,538.
LESS: AMOUNT REPORTED ON 2010 RETURN	-6.	-6.
CHARLES SCHWAB	23,890.	23,890.
LESS: AMOUNT REPORTED ON 2010 RETURN	-7,459.	-7,459.
PERSHING	20,238.	20,238.
TOTAL	57,201.	57,201.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	967.	967.		
TOTALS	967.	967.		

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SCHWAB ACCOUNT TRANSFER FEE	50.	50.		
TOTALS	50.	50.		

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PERSHING - (SEE ATTCH A)	1,454,619.	3,003,313.
TOTALS	1,454,619.	3,003,313.

Bridge of Allen Foundation

Corporate Stock	Quantity	Market Price	Market Value
Aon	21.00	52.29	1,098.09
AMC Networks	25.00	43.52	1,088.00
Abiomed Inc.	156.00	20.99	3,274.44
ACI Worldwide Inc.	10.00	42.26	422.60
Adtran Inc.	200.00	17.28	3,456.00
Agilent Technologies Inc.	300.00	38.45	11,535.00
Altria Group Inc.	850.00	33.39	28,381.50
Apple Inc.	120.00	667.11	80,052.60
Astec Inds Inc.	100.00	31.61	3,161.00
Beam Inc.	200.00	57.54	11,508.00
Biogen Idec Inc.	100.00	149.21	14,921.00
Boeing Co.	400.00	69.60	27,838.00
Borgwarner Inc.	120.00	69.11	8,293.20
Brinker Intl Inc.	300.00	35.30	10,590.00
CMS Energy Corp.	400.00	23.55	9,420.00
Cabot Oil & Gas Corp.	456.00	44.90	20,474.40
Cameron Intl Corp.	200.00	56.07	11,214.00
Chevron Corp.	900.00	116.56	104,904.00
Citrix Systems Inc.	100.00	76.53	7,652.88
ConocoPhillips Com	778.00	57.18	44,486.04
Costco Wholesale Corp.	300.00	100.16	30,048.00
Crown Castle Intl Corp.	200.00	64.10	12,820.00
Cubist Pharmaceuticals Inc.	100.00	47.69	4,769.00
Danaher Corp.	400.00	55.15	22,060.00
Discover Finl Svcs	200.00	39.73	7,946.00
Directv	200.00	52.44	10,488.00
Du Pont E I De Nemours & Co	500.00	50.27	25,135.00
Eaton Corp.	400.00	47.27	18,908.00
Ebay Inc.	400.00	48.37	19,348.00
Ecolab Inc.	200.00	64.81	12,962.00
Edison International	100.00	45.69	4,569.00
Energizer Hldgs Inc.	100.00	74.61	7,461.00
Exxon Mobil Corp.	1,603.00	91.45	146,594.35
Fifth Third BanCorp.	100.00	15.51	1,550.50
Fortune Brands Homes & Sec Inc.	200.00	27.01	5,402.00
Franklin Elec Inc.	200.00	60.49	12,098.00
Franklin Resources Inc.	100.00	125.07	12,507.00
Furiex Pharmaceuticals	8.00	19.08	152.64
General Dynamics Corp.	400.00	66.12	26,448.00
Grainger WW Inc.	100.00	208.37	20,837.00
HSN Inc.	1.00	49.05	49.05
Honeywell Intl Inc.	400.00	59.75	23,900.00
Hormel Foods Corp.	400.00	29.24	11,696.00

Bridge of Allen Foundation

Corporate Stock	Quantity	Market Price	Market Value
Independence Hldg. Co.	550.00	10.07	5,538.50
International Business Machs Corp.	410.00	207.45	85,054.50
Interpublic Group Cos Inc.	600.00	11.12	6,672.00
Interval Leisure Group Inc.	200.00	18.90	3,780.40
Intuit Incorporated	100.00	58.88	5,888.00
Iron Mtn Inc.	200.00	34.11	6,822.00
Johnson Ctls Inc.	200.00	27.40	5,480.00
Kemper Corp.	300.00	30.71	9,213.00
Kinder Morgan Inc.	251.00	35.52	8,915.52
Kraft Foods Inc.	1,082.00	41.35	44,740.70
Liberty Global Inc.	10.00	60.75	607.50
Live Nation Entmt Inc.	294.00	8.61	2,531.34
Macys Inc.	200.00	37.62	7,524.00
Madison Square Garden Co	25.00	40.27	1,006.75
Mckesson Corp.	200.00	86.03	17,206.00
Merck & Co Inc.	288.00	45.10	12,987.36
Motorola Solutions Inc.	114.00	50.55	5,762.70
NCR Corp.	700.00	23.31	16,317.00
National Oilwell Varco Inc.	200.00	80.11	16,022.00
Netapp Inc.	120.00	32.88	3,945.60
Nextera Energy Inc.	400.00	70.33	28,132.00
Nike Inc.	200.00	94.91	18,982.00
Nisource Inc.	700.00	25.48	17,836.00
Nordstrom Inc.	120.00	55.18	6,621.60
NV Energy Inc.	300.00	18.01	5,403.00
Parker Hannifin Corp.	150.00	83.58	12,537.00
Pepsico Inc.	25.00	70.77	1,769.25
PetSmart Inc.	300.00	68.98	20,694.00
Phillips 66	389.00	46.37	18,037.93
Price T. Rowe Group Inc.	100.00	63.30	6,330.00
Progress Software Corp.	150.00	21.39	3,208.50
Progressive Corp.	800.00	20.74	16,592.00
Qualcomm Inc.	700.00	62.47	43,729.00
Quanta Svcs Inc.	122.00	24.70	3,013.40
RPM Intl. Inc.	500.00	28.54	14,270.00
Raymond James Finl Inc.	375.00	36.65	13,743.75
Red Hat Inc.	120.00	56.94	6,832.80
Ross Stores Inc.	100.00	64.59	6,459.00
SLM Corp.	100.00	15.72	1,572.00
Smucker J M Co	21.00	86.33	1,812.93
Southern Co	300.00	46.09	13,827.00
TJX Companies Inc.	600.00	44.79	26,874.00
Thermo Fisher Scientific Inc.	224.00	58.83	13,177.92

ATTACHMENT A

Bridge of Allen Foundation

Corporate Stock	Quantity	Market Price	Market Value
Time Warner Cable Inc.	108.00	95.06	10,266.48
Torchmark Corp.	150.00	51.35	7,702.50
Travelers Cos Inc.	57.00	68.26	3,890.82
Union Pacific Corp.	100.00	118.70	11,870.00
United Technologies Corp.	400.00	78.29	31,316.00
UnitedHealth Group Inc.	598.00	55.41	33,135.18
VF Corp.	100.00	159.36	15,936.00
Viacom Inc.	100.00	53.59	5,359.00
Visa Inc.	100.00	134.28	13,428.00
Wells Fargo & Co	800.00	34.53	27,624.00
Williams Cos Inc.	360.00	34.97	12,589.20
WPX Energy Inc.	120.00	16.59	1,990.80
Wyndham Worldwide Corp.	100.00	52.48	5,248.00
Total Common Stocks			**1,589,345.22**
American Tower REIT	200.00	71.39	14,278.00
National Retail PPTYS Inc.	300.00	30.50	9,150.00
Rayonier Inc.	262.00	49.01	12,840.62
Simon PPTY Group Inc.	469.00	151.81	71,198.89
Total Real Estate Investment Trusts			**107,467.51**
Kinder Morgan Inc.	384.00	3.49	1,340.16
Total Rights and Warrants			**1,340.16**
Total Equities			**1,698,152.89**
Pennant Park Invt Corp	34.00	10.61	360.74
Vanguard Developed Foreign Mkts Fund	65,833.06	9.38	617,514.10
Total Mutual Funds			**617,874.84**
iShares Russell 3000 Index Fund	8,100.00	84.85	687,285.00
Total Exchange-Traded Products			**687,285.00**
Total Portfolio Holdings			**3,003,313**

ATTACHMENT A

ATTACHMENT 5

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PERSHING CUMULATIVE BASIS ADJUSTMENT	308.
TOTAL	308.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ANNA MANN C/O PIONEER SQUARE ADVISORS, LLC 1221 SECOND AVENUE, SUITE 320 SEATTLE, WA 98101	TRUSTEE	0	0	0
	GRAND TOTALS			

BRIDGE OF ALLEN FOUNDATION 13-4148389

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100 SHS MOTOROLA MOBILITY HOLDINGS INC C PROPERTY TYPE: SECURITIES				D	10/19/2011	05/22/2012
4,000.		3,877.					123.	
		100 SHS S1 CORP				D	03/01/2006	03/19/2012
662.							662.	
		0.64 SHS ACIW WORLDWIDE INC- CIL					03/01/2006	03/12/2012
25.		25.						
		260 SHS HARLEYVILLE GROUP					07/21/2004	05/02/2012
15,600.		4,815.					10,785.	
		0.22 SHS KINDER MORGAN INC DEL COM - CIL					05/17/2011	06/01/2012
7.		7.						
		600 SHS EL PASO CORP COM					05/17/2011	05/31/2012
8,790.		2,304.					6,486.	
TOTAL GAIN(LOSS)							18,056.	