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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable	C Name of organization ALLOSOURCE		D Employer identification number 84-1327507
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (720) 873-0213
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 CENTENNIAL, CO 80111		
<input type="checkbox"/> Application pending			G Gross receipts \$ 130,233,590

F Name and address of principal officer THOMAS A CYCYOTA 6278 S TROY CIRCLE CENTENNIAL, CO 80111	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
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J Website: ► WWW ALLOSOURCE ORG	H(c) Group exemption number ►
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K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1994	M State of legal domicile IL
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Part I Summary

1 Briefly describe the organization's mission or most significant activities ALLOSOURCE RESPONSIBLY PROCESSES AND DISTRIBUTES HUMAN DONATED TISSUE THAT ENHANCES AND SAVES LIVES	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 7
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 6
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 525
6 Total number of volunteers (estimate if necessary)	6 1
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0
b Net unrelated business taxable income from Form 990-T, line 34	7b 0

8 Contributions and grants (Part VIII, line 1h)	Prior Year 0 8,764,932
9 Program service revenue (Part VIII, line 2g)	111,728,201 120,568,347
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	30,675 -10,015
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,530,748 895,258
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	113,289,624 130,218,522

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year 5,420,940 14,878,152
14 Benefits paid to or for members (Part IX, column (A), line 4)	0 0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	31,529,557 33,004,357
16a Professional fundraising fees (Part IX, column (A), line 11e)	0 0
b Total fundraising expenses (Part IX, column (D), line 25) ► 0	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	67,532,952 76,386,843
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	104,483,449 124,269,352
19 Revenue less expenses Subtract line 18 from line 12	8,806,175 5,949,170

20 Total assets (Part X, line 16)	Beginning of Current Year 94,975,597	End of Year 101,310,112
21 Total liabilities (Part X, line 26)	38,544,910	38,930,255
22 Net assets or fund balances Subtract line 21 from line 20	56,430,687	62,379,857

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here	***** Signature of officer OLIVIA M THOMPSON VP CHIEF FINANCIAL OFFICER Type or print name and title	2013-10-09 Date
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Paid Preparer Use Only	Print/Type preparer's name JOHN J ROMANO	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00227323
	Firm's name ► MCGLADREY LLP			Firm's EIN ► 42-0714325	
	Firm's address ► 201 N HARRISON STREET SUITE 300 DAVENPORT, IA 528011999			Phone no (563) 888-4000	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

HONORING THE GIFT OF DONATION, ALLOSOURCE RESPONSIBLY DEVELOPS, PROCESSES AND DISTRIBUTES LIFE-SAVING AND LIFE-ENHANCING HUMAN TISSUE FOR OUR COMMUNITIES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code) (Expenses \$ 94,400,182 including grants of \$ 0) (Revenue \$ 121,299,856)

PROCESSING AND DISTRIBUTION ALLOSOURCE MAXIMIZES THE MEDICAL USES OF ALL DONATED HUMAN TISSUE, ACHIEVING OUR MISSION TO HONOR THE WISHES OF DONORS AND THEIR FAMILIES. IN 2012, ALLOSOURCE FULFILLED THIS RESPONSIBILITY BY PROCESSING APPROXIMATELY 3500 MUSCULOSKELETAL AND BONE DONORS, AND APPROXIMATELY 3000 SKIN DONORS. MUSCULOSKELETAL DONORS PROVIDE LIFE-ENHANCING TISSUE USED FOR ORTHOPEDIC, NEUROLOGICAL AND DENTAL SURGICAL PROCEDURES. ALLOSOURCE ALSO DISTRIBUTES SKIN, A LIFE-SAVING DONATED TISSUE USED IN HEALING SEVERE BURNS. ALLOSOURCE IS ACCREDITED BY THE AATB AND IS REGISTERED WITH THE FDA

4b (Code) (Expenses \$ 14,878,152 including grants of \$ 14,878,152) (Revenue \$ 0)

CHARITABLE CONTRIBUTION ACTIVITY ALLOSOURCE SUPPORTS ITS MEMBER 501(C)(3) ORGANIZATIONS BY MAKING GRANTS TO SUCH ORGANIZATIONS TO PROMOTE DONATION AWARENESS AND EDUCATION IN THEIR RESPECTIVE COMMUNITIES. IN ADDITION, ALLOSOURCE MAKES GRANTS TO OTHER 501(C)(3) ORGANIZATIONS TO SUPPORT, AMONG OTHER RELATED CHARITABLE INITIATIVES, INCREASED DONOR AWARENESS. IN 2012, ALLOSOURCE MADE GRANTS TO 501(C)(3) ORGANIZATIONS IN EXCESS OF FOURTEEN MILLION DOLLARS

4c (Code) (Expenses \$ 4,472,056 including grants of \$ 0) (Revenue \$ 0)

RESEARCH, EDUCATION AND TRAINING ALLOSOURCE ACTIVELY ENGAGES IN ACTIVITIES THAT SUPPORT OUR MISSION OF MAXIMIZING THE GIFT OF DONATED HUMAN TISSUE. IN 2012, WE CONTINUED OUR RESEARCH PURSUITS IN THE AREAS OF CELLULAR ALLOGRAFT INNOVATION, ECONOMICAL ALTERNATIVES TO TRADITIONAL WOUND CARE THERAPIES, AND OTHERS. ALLOSOURCE WORKED WITH THE 501(C)(3) ORGANIZATIONS THAT RECOVER TISSUE ON OUR BEHALF IN AN EFFORT TO REDUCE DONOR CONTAMINATION BY COLLABORATING ON RECOVERY TECHNIQUES, DONOR PREPARATION AND EQUIPMENT STERILIZATION, AND OTHER AREAS. WE ALSO PROVIDE EDUCATION AND TRAINING TO PHYSICIANS AND NURSES TO ENSURE THAT THE ALLOGRAFT TISSUES WE PROVIDE MEET THE MEDICAL NEEDS OF THEIR PATIENTS

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)**4e** Total program service expenses ► 113,750,390

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b	Yes	
11c		No
11d		No
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b	Yes	
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	No	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	No	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	No	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	No	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	No	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	No	
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	No	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	No	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	Yes	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	129	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	525	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	7	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b	6	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b		No
b Each committee with authority to act on behalf of the governing body?	9		No
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O			

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	Yes
a The organization's CEO, Executive Director, or top management official	15b	Yes
b Other officers or key employees of the organization		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed CA , IL , NY
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

OLIVIA M THOMPSON 6278 STROY CIRCLE CENTENNIAL, CO (720) 873-0213

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099- MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee Or director	Institutional Trustee	Officer	Key Employee	Highest Employee Compensated	Former			
(1) THOMAS A CYCOTTA PRESIDENT & CEO	40 00	X		X				623,819	0	119,892
(2) SUSAN DUNN BOARD MEMBER	3 00	X						0	0	0
(3) SUZANNE CONRAD BOARD CHAIRWOMAN	3 00	X		X				0	0	0
(4) JAROLD ANDERSON BOARD VICE CHAIRMAN	3 00	X		X				0	0	0
(5) MARY ROSENBERG SECRETARY/TREASURER	3 00	X		X				0	0	0
(6) DEAN KAPPEL BOARD MEMBER	3 00	X						0	0	0
(7) MARK SIMON BOARD MEMBER	3 00	X						0	0	0
(8) KEVIN SMITH SECRETARY/TREASURER	3 00	X		X				0	0	0
(9) JAMES K CMUNT EXECUTIVE VICE PRESIDENT	40 00			X				505,123	0	94,197
(10) OLIVIA M THOMPSON CHIEF FINANCIAL OFFICER	40 00			X				320,271	0	76,220
(11) JAMES T CZEPIEL V P STRATEGIC DEVELOPMENT	20 00 20 00				X			154,104	142,703	68,457
(12) ROBERT L BUNDY V P CUSTOMER DEVELOPMENT	40 00					X		254,096	0	17,182
(13) HANNIS W THOMPSON MEDICAL DIRECTOR	40 00					X		388,920	0	72,691
(14) BRENT ATKINSON V P R&D	40 00					X		334,204	0	17,514
(15) DALE M BINKE VP SALES/MARKETING	40 00					X		360,856	0	8,489
(16) SHELLEY ZELIN VP HR	40 00					X		204,740	0	42,233

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **57**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
LABS INC 6933-B S REVERE PARKWAY CENTENNIAL CO 80112	LABORATORY SERVICES	3,486,606
FEDEX PO BOX 371741 PITTSBURGH PA 15250	SHIPPING SERVICES	1,151,913
PRIMUS STERILIZATION 6565 SOUTH 118TH STREET OMAHA NE 68137	STERILIZATION SERVICES	943,921
WUXI APPTEC 24681 NETWORK PLACE CHICAGO IL 60673	TESTING LABORATORY	732,880
QUICK INTERNATIONAL COURIER 17528 148TH AVENUE JAMAICA NY 11434	COURIER SERVICES	658,253

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►23

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	8,764,932		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		8,764,932		
Program Service Revenue	2a TISSUE DIST & PROC	Business Code 900099	120,568,347	120,568,347	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		120,568,347		
	3 Investment income (including dividends, interest, and other similar amounts)		5,053		5,053
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(I) Real	(II) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss)					-15,068
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events					
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
11a INCOME(LOSS) FROM JRF	900099	712,054	712,054		
b MISCELLANEOUS INCOME	900099	225,049	225,049		
c INCOME(LOSS) FROM LABS, INC	900099	-41,845	-41,845		
d All other revenue					
e Total. Add lines 11a-11d		895,258			
12 Total revenue. See Instructions		130,218,522	121,463,605	0	-10,015

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	14,878,152	14,878,152		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,945,701	1,007,274	938,427	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	23,963,183	21,102,641	2,860,542	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,501,342	1,367,695	133,647	
9 Other employee benefits	3,629,979	3,030,865	599,114	
10 Payroll taxes	1,964,152	1,734,187	229,965	
11 Fees for services (non-employees)				
a Management				
b Legal	842,992		842,992	
c Accounting	162,711		162,711	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	2,271,941	2,057,045	214,896	
12 Advertising and promotion	514,999	514,999		
13 Office expenses	1,061,171	903,082	158,089	
14 Information technology	113,619	85,214	28,405	
15 Royalties				
16 Occupancy	1,230,035	904,722	325,313	
17 Travel	1,564,669	1,458,986	105,683	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	159,870	146,763	13,107	
20 Interest	839,205		839,205	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,317,846	2,897,089	420,757	
23 Insurance	1,118,967	839,225	279,742	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a TISSUE PROCESSING COSTS	55,297,098	55,297,098		
b COST OF DISTRIBUTION	2,481,636	2,481,636		
c REPAIRS & MAINTENANCE E	1,879,784	1,409,838	469,946	
d BUSINESS RELATED PROCES	890,813		890,813	
e All other expenses	2,639,487	1,633,879	1,005,608	
25 Total functional expenses. Add lines 1 through 24e	124,269,352	113,750,390	10,518,962	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	1,115	1
2	Savings and temporary cash investments	3,806,386	2
3	Pledges and grants receivable, net	3	
4	Accounts receivable, net	11,525,326	4
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
7	Notes and loans receivable, net	7	
8	Inventories for sale or use	40,176,879	8
9	Prepaid expenses and deferred charges	236,159	9
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	53,536,407
b	Less accumulated depreciation	10b	20,501,145
		27,528,341	10c
			33,035,262
11	Investments—publicly traded securities	11	
12	Investments—other securities See Part IV, line 11	5,250,390	12
13	Investments—program-related See Part IV, line 11	1,222,804	13
14	Intangible assets	1,877,210	14
15	Other assets See Part IV, line 11	3,350,987	15
16	Total assets. Add lines 1 through 15 (must equal line 34)	94,975,597	16
			101,310,112
Liabilities			
17	Accounts payable and accrued expenses	20,149,811	17
18	Grants payable	18	
19	Deferred revenue	19	
20	Tax-exempt bond liabilities	17,349,729	20
21	Escrow or custodial account liability Complete Part IV of Schedule D	21	
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
23	Secured mortgages and notes payable to unrelated third parties	23	
24	Unsecured notes and loans payable to unrelated third parties	24	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,045,370	25
26	Total liabilities. Add lines 17 through 25	38,544,910	26
			38,930,255
Net Assets or Fund Balances			
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	56,430,687	27
28	Temporarily restricted net assets	28	
29	Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
30	Capital stock or trust principal, or current funds	30	
31	Paid-in or capital surplus, or land, building or equipment fund	31	
32	Retained earnings, endowment, accumulated income, or other funds	32	
33	Total net assets or fund balances	56,430,687	33
34	Total liabilities and net assets/fund balances	94,975,597	34
			101,310,112

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	130,218,522
2	Total expenses (must equal Part IX, column (A), line 25)	2	124,269,352
3	Revenue less expenses Subtract line 2 from line 1	3	5,949,170
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	56,430,687
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	62,379,857

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3a	No
	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization
ALLOSOURCE**Employer identification number**

84-1327507

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?	(v) Did you notify the organization in col (i) of your support?	(vi) Is the organization in col (i) organized in the U S ?	(vii) Amount of monetary support
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")					8,764,932	8,764,932
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	102,508,247	104,348,459	99,115,075	111,728,201	120,568,347	538,268,329
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	102,508,247	104,348,459	99,115,075	111,728,201	129,333,279	547,033,261
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	50,421,789	42,377,005	40,648,365	45,187,594	48,964,118	227,598,871
c Add lines 7a and 7b	50,421,789	42,377,005	40,648,365	45,187,594	48,964,118	227,598,871
8 Public support (Subtract line 7c from line 6)						319,434,390

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	102,508,247	104,348,459	99,115,075	111,728,201	129,333,279	547,033,261
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	98,863	51,861	164,283	31,223	5,053	351,283
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	98,863	51,861	164,283	31,223	5,053	351,283
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	525,585	2,060,333	2,407,666	1,530,748	895,258	7,419,590
13 Total support. (Add lines 9, 10c, 11, and 12)	103,132,695	106,460,653	101,687,024	113,290,172	130,233,590	554,804,134
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	57 580 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	55 120 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 060 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	0 160 %
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME MISCELLANEOUS INCOME JRF INCOME A 501C3 ENTITY
ALLOSOURCE IS ONE OF TWO MEMBERS LABS INCOME A TAXABLE NON-PROFIT ALLOSOURCE IS THE SOLE MEMBER LEGAL
SETTLEMENT COLUMN C 2010 ONLY

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
ALLOSOURCE**Employer identification number**

84-1327507

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
 ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
 ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,451,988			1,451,988
b Buildings		34,692,200	7,043,653		27,648,547
c Leasehold improvements		11,659		6,024	5,635
d Equipment		13,102,983		9,919,042	3,183,941
e Other		4,277,577		3,532,426	745,151
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					33,035,262

Part VII Investments—Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN LABS, INC	5,208,545	C
Total (Column (b) must equal Form 990, Part X, col. (B), line 12.)	5,208,545	

Part VIII Investments—Program Related See Form 990, Part X, line 13

Part IX Other Assets See Form 990 Part X line 15

Part X Other Liabilities See Form 990, Part X, line 2E

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIII)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIII)	4b
c	Add lines 4a and 4b	4c
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIII)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIII)	4b
c	Add lines 4a and 4b	4c
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE FIN 48 FOOTNOTE PROVIDED BELOW IS FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF ALLOSOURCE AND LABS, INC. ALLOSOURCE IS A NOT-FOR-PROFIT CORPORATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE IRC. LABS IS A TAXABLE NOT-FOR-PROFIT ENTITY. LABS RECORDS DEFERRED TAX ASSETS OR LIABILITIES BASED ON THE DIFFERENCE BETWEEN THE FINANCIAL STATEMENT CARRYING AMOUNTS AND INCOME TAX BASIS OF ASSETS AND LIABILITIES AND CARRY FORWARDS USING ENACTED TAX LAWS. VALUATION ALLOWANCES ARE ESTABLISHED, IF NECESSARY, TO REDUCE DEFERRED TAX ASSETS TO THE AMOUNT THAT WILL, MORE LIKELY THAN NOT, BE REALIZED. MEASUREMENTS OF CURRENT AND DEFERRED TAX ASSETS AND LIABILITIES ARE BASED ON PROVISIONS OF ENACTED TAX RATES. THE ORGANIZATION APPLIES THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS GUIDANCE, THE ORGANIZATION MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THE GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ALSO ADDRESSES DE-RECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES ON INCOME TAXES, AND ACCOUNTING IN INTERIM PERIODS BASED ON MANAGEMENT'S REVIEW. NO UNCERTAIN TAX POSITIONS EXISTED AS OF DECEMBER 31, 2012 AND 2011. LABS FILES INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AND SIX STATE JURISDICTIONS, AND IS NO LONGER SUBJECT TO U.S. FEDERAL AND STATE INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR THE YEARS BEFORE 2009. WITH FEW EXCEPTIONS, ALLOSOURCE IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009. THE ORGANIZATION RECOGNIZES INTEREST ACCRUED RELATED TO UNRECOGNIZED TAX BENEFITS IN INTEREST EXPENSE AND PENALTIES IN GENERAL, ADMINISTRATIVE, AND OTHER EXPENSES ON THE ACCOMPANYING STATEMENTS OF OPERATIONS DURING THE FISCAL YEARS ENDED DECEMBER 31, 2012 AND 2011. THE ORGANIZATION RECOGNIZED \$0 IN INTEREST AND PENALTIES.

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
- Attach to Form 990. ► See separate instructions.

Name of the organization
ALLOSOURCE

Employer identification number

84-1327507

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE ORGANIZATION'S RESEARCH AND DEVELOPMENT VICE PRESIDENT COMMUNICATES ON AN ON-GOING BASIS WITH RECIPIENTS OF GRANT FUNDS TO ENSURE THAT THE OBJECTIVES AND GOALS OF THESE PROGRAMS ARE FULFILLED

Software ID:
Software Version:
EIN: 84-1327507
Name: ALLOSOURCE

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COLORADO STATE UNIVERSITY SPONSORED PROGRAMS 2002 CAMPUS DELIVERY FORT COLLINS, CO 80523	84-6000545	STATE OF COLORADO	154,992	0			CLINICAL TRIALS OF ALLOGRAFT TISSUE
MILE HIGH UNITED WAY 2505 18TH STREET DENVER, CO 80211	84-0404235	501(C)(3)	19,989	0			MATCHING FUNDS FOR EMPLOYEE CONTRIBUTIONS
ASSOCIATION OF ORGAN PROCUREMENT ORGANIZATION 1364 BEVERLY RD STE 100 MCLEAN, VA 22101	58-1652896	501(C)(3)	5,000	0			GENERAL SUPPORT FOR ORGAN AND TISSUE DONATION AWARENESS
ONELEGACY 221 S FIGUEROA ST STE 500 LOS ANGELES, CA 90012	95-3138799	501(C)(3)	11,480	0			CHARITABLE CONTRIBUTION TO SUPPORT DONOR AWARENESS
LIMB PRESERVATION FOUNDATION 1600 BROADWAY ST STE 2400 DENVER, CO 80202	84-1565464	501(C)(3)	220,900	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
UPSTATE NEW YORK TRANSPLANT SERVICES 110 BROADWAY BUFFALO, NY 14203	16-1172453	501(C)(3)	2,338,400	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
DONOR ALLIANCE 720 S COLORADO BLVD STE 800-N DENVER, CO 80246	84-1003771	501(C)(3)	3,607,384	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
MID-AMERICA TRANSPLANT SERVICES 1110 HIGHLANDS PLAZA DR EAST STE 100 ST LOUIS, MO 63110	23-7426306	501(C)(3)	3,607,384	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
IOWA DONOR NETWORK 550 MADISON AVENUE NORTH LIBERTY, IA 52317	42-1414092	501(C)(3)	391,944	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
GIFT OF HOPE ORGAN AND TISSUE DONOR NETWORK 97066 EAGLE WAY CHICAGO, IL 60678	36-3516431	501(C)(3)	3,607,384	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
CELL THERAPY 351 WEST 10TH STREET SUITE 505 INDIANAPOLIS, IN 46202	26-1108191	501(C)(3)	108,750	0			GRANT TO SUPPORT RESEARCH FOR ADULT STEM CELL TREATMENTS
LIFECENTER ORGAN DONOR NETWORK 615 ELSINORE PLACE SUITE 400 CINCINNATI, OH 45202	31-1040508	501(C)(3)	9,700	0			CHARITABLE CONTRIBUTION TO SUPPORT DONOR AWARENESS
NUVATIVE CHEETAH GIVES BACK FOUNDATION 7475 LUSK BLVD SAN DIEGO, CA 92121	26-4835245	501(C)(3)	10,000	0			CHARITABLE CONTRIBITION TO SUPPORT MISSION
NEW YORK ALLIANCE FOR DONATION 99 TROY ROAD SUITE 200 EAST GREENBUSH, NY 12061	51-0430374	501(C)(3)	29,704	0			CHARITABLE CONTRIBUTION TO SUPPORT DONOR AWARENESS
TRANSPLANT SPEAKERS INTERNATIONAL PO BOX 6395 FREEHOLD, NJ 07728	22-3599678	501(C)(3)	20,000	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
LIFEGIFT 2510 WESTRIDGE STREET HOUSTON, TX 77504	76-0231238	501(C)(3)	623,163	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
ORGAN DONATION AND TRANSPLANTATION ALLIANCE 401 N 3RD STREET PHILADELPHIA, PA 19123	56-2605747	501(C)(3)	10,000	0			CHARITABLE CONTRIBUTION TO SUPPORT DONOR AWARENESS
COLORADO NEUROLOGICAL INSTITUTE 701 E HAMPDEN AVE SUITE 415 ENGLEWOOD, CO 80113	84-1100975	501(C)(3)	25,250	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
BAYLOR COLLEGE OF MEDICINE 6620 MAIN ST SUITE 1325 HOUSTON, TX 77030	74-1613878	501(C)(3)	25,000	0			GRANT FOR PROGRAM ACTIVITIES AND EVENTS
CHILDREN'S BRAIN TUMOR FOUNDATION 274 MADISON AVE SUITE 1004 NEW YORK, NY 10016	13-3512123	501(C)(3)	15,030	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
MOBILE ASSOCIATION FOR RETARDED CITIZENS 2424 GORDON SMITH DRIVE MOBILE, AL 36617	63-0421791	501(C)(3)	5,000	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION
UNIVERSITY OF COLORADO FOUNDATION PO BOX 17126 DENVER, CO 80217	84-6049811	501(C)(3)	10,000	0			GRANT TO SUPPORT GRADUATE SCHOOL OF BIOINNOVATION
THE PHOENIX SOCIETY 1835 R W BERENDS DR SW GRAND RAPIDS, MI 49519	23-2062352	501(C)(3)	5,000	0			CHARITABLE CONTRIBUTION TO SUPPORT MISSION

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

2012**Open to Public Inspection**Name of the organization
ALLOSOURCE**Employer identification number**

84-1327507

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

4a Yes

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b Yes

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c No

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

5a No

b Any related organization?

5b No

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

6a No

b Any related organization?

6b No

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7 Yes

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

8 No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) THOMAS A CYCYOTA PRESIDENT & CEO	(i) 521,080 (ii) 0	(i) 102,000 (ii) 0	(i) 739 (ii) 0	(i) 95,385 (ii) 0	(i) 24,507 (ii) 0	(i) 743,711 (ii) 0	(i) 0 (ii) 0
(2) JAMES K CMUNT EXECUTIVE VICE PRESIDENT	(i) 450,709 (ii) 0	(i) 53,622 (ii) 0	(i) 792 (ii) 0	(i) 67,722 (ii) 0	(i) 26,475 (ii) 0	(i) 599,320 (ii) 0	(i) 0 (ii) 0
(3) OLIVIA M THOMPSON CHIEF FINANCIAL OFFICER	(i) 282,643 (ii) 0	(i) 36,300 (ii) 0	(i) 1,328 (ii) 0	(i) 53,822 (ii) 0	(i) 22,398 (ii) 0	(i) 396,491 (ii) 0	(i) 0 (ii) 0
(4) JAMES T CZEPIEL VP STRATEGIC DEVELOPMENT	(i) 128,435 (ii) 128,435	(i) 25,282 (ii) 13,881	(i) 387 (ii) 387	(i) 46,943 (ii) 11,250	(i) 5,132 (ii) 5,132	(i) 206,179 (ii) 159,085	(i) 0 (ii) 0
(5) ROBERT L BUNDY VP CUSTOMER DEVELOPMENT	(i) 167,488 (ii) 0	(i) 31,419 (ii) 0	(i) 55,189 (ii) 0	(i) 15,913 (ii) 0	(i) 1,269 (ii) 0	(i) 271,278 (ii) 0	(i) 0 (ii) 0
(6) HANNIS W THOMPSON MEDICAL DIRECTOR	(i) 340,737 (ii) 0	(i) 46,812 (ii) 0	(i) 1,371 (ii) 0	(i) 52,031 (ii) 0	(i) 20,660 (ii) 0	(i) 461,611 (ii) 0	(i) 0 (ii) 0
(7) BRENT ATKINSON VP R&D	(i) 292,620 (ii) 0	(i) 41,050 (ii) 0	(i) 534 (ii) 0	(i) 5,785 (ii) 0	(i) 11,729 (ii) 0	(i) 351,718 (ii) 0	(i) 0 (ii) 0
(8) DALE M BINKE VP SALES/MARKETING	(i) 360,659 (ii) 0	(i) 0 (ii) 0	(i) 197 (ii) 0	(i) 0 (ii) 0	(i) 8,489 (ii) 0	(i) 369,345 (ii) 0	(i) 0 (ii) 0
(9) SHELLEY ZELIN VP HR	(i) 180,176 (ii) 0	(i) 24,150 (ii) 0	(i) 414 (ii) 0	(i) 35,389 (ii) 0	(i) 6,844 (ii) 0	(i) 246,973 (ii) 0	(i) 0 (ii) 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINES 4A-B	<p>PART I, LINE 4A THE FOLLOWING INDIVIDUALS RECEIVED SEVERANCE PAYMENTS FROM ALLOSOURCE DALE BINKE - \$210,000 AND BRENT L ATKINSON - \$211,407 THIS INFORMATION IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990, PART VII AND SCHEDULE J, PART II PART I, LINE 4B THE FOLLOWING INDIVIDUALS PARTICIPATED IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN IN 2012 SPONSORED BY ALLOSOURCE THOMAS A CYCYOTA - \$76,500, JAMES K CMUNT - \$53,622, OLIVIA M THOMPSON - \$36,300, JAMES T CZEPIEL - \$35,693, SHELLEY ZELIN - \$24,150, AND HANNIS W THOMPSON - \$35,109 THE DOLLAR AMOUNT REPRESENTS THE CURRENT YEAR CONTRIBUTION MADE BY ALLOSOURCE ON BEHALF OF THE INDIVIDUALS TO THE PLAN IN 2012 THIS INFORMATION IS INCLUDED IN DEFERRED COMPENSATION ON THE FORM 990, PART VII AND SCHEDULE J, PART II THE FOLLOWING INDIVIDUAL ALSO PARTICIPATED IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN IN 2012 SPONSORED BY ALLOSOURCE JAMES K CMUNT - \$192,224 THE DOLLAR AMOUNT REPRESENTS THE CURRENT YEAR DISTRIBUTION MADE BY THE PLAN TO THE INDIVIDUAL THIS INFORMATION IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990, PART VII AND SCHEDULE J, PART II</p>
	PART I, LINE 7	<p>THE BOARD OF DIRECTORS ANNUALLY ESTABLISHES GOALS AND OBJECTIVES FOR THE CEO, EXECUTIVE VICE PRESIDENT, AND CFO THESE GOALS AND OBJECTIVES ARE FOCUSED ON MEETING BOTH THE MISSION OF THE ORGANIZATION AND KEY FINANCIAL METRICS, WHICH ALLOW ALLOSOURCE TO PAY CHARITABLE CONTRIBUTIONS TO THE MEMBER 501(C)(3) ORGAN PROCUREMENT ORGANIZATIONS POTENTIAL BONUS AWARD DISTRIBUTIONS WERE FACTORED INTO THE DETERMINATION AND ANALYSIS OF WHETHER SUCH INDIVIDUALS' COMPENSATION IS REASONABLE UNDER THE REBUTTABLE PRESUMPTION OF REASONABLENESS PROVISION IN THE TREASURY REGULATIONS IN 2012, THESE METRICS INCLUDED GROWTH (MISSION EXPANSION MEASURED BY GROWTH IN REVENUE AND NET INCOME), ENGAGEMENT (EXCEPTIONAL SERVICE TO OUR MEMBER 501(C)(3) ORGAN PROCUREMENT ORGANIZATIONS, EMPLOYEES AND CUSTOMERS AS MEASURED BY SURVEYS), AND INTERNAL QUALITY IMPROVEMENTS (REDUCED NON-CONFORMANCES AND OSHA RECORDABLE RATES) UPON ATTAINING THESE PREDETERMINED METRICS, BONUSES ARE PAID ANNUALLY UPON APPROVAL BY THE BOARD OF DIRECTORS AND ARE BASED ON A PERCENTAGE OF THE CEO'S AND OFFICERS' RESPECTIVE SALARIES</p>

Software ID:
Software Version:
EIN: 84-1327507
Name: ALLOSOURCE

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
THOMAS A CYCYOTA	(i) 521,080 (ii) 0	102,000 0	739 0	95,385 0	24,507 0	743,711 0	0 0
JAMES K CMUNT	(i) 450,709 (ii) 0	53,622 0	792 0	67,722 0	26,475 0	599,320 0	0 0
OLIVIA M THOMPSON	(i) 282,643 (ii) 0	36,300 0	1,328 0	53,822 0	22,398 0	396,491 0	0 0
JAMES T CZEPIEL	(i) 128,435 (ii) 128,435	25,282 13,881	387 387	46,943 11,250	5,132 5,132	206,179 159,085	0 0
ROBERT L BUNDY	(i) 167,488 (ii) 0	31,419 0	55,189 0	15,913 0	1,269 0	271,278 0	0 0
HANNIS W THOMPSON	(i) 340,737 (ii) 0	46,812 0	1,371 0	52,031 0	20,660 0	461,611 0	0 0
BRENT ATKINSON	(i) 292,620 (ii) 0	41,050 0	534 0	5,785 0	11,729 0	351,718 0	0 0
DALE M BINKE	(i) 360,659 (ii) 0	0 0	197 0	0 0	8,489 0	369,345 0	0 0
SHELLEY ZELIN	(i) 180,176 (ii) 0	24,150 0	414 0	35,389 0	6,844 0	246,973 0	0 0

**Schedule K
(Form 990)****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Supplemental Information on Tax Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
ALLO SOURCEEmployer identification number
84-1327507**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A COLORADO HEALTH FACILITIES AUTHORITY REV	84-0752932		03-21-2012	22,500,874	RE-ISSUANCE OF SERIES 2010 BOND ISSUED ON DECEMBER 29, 2010		X		X		X

Part II Proceeds

1	Amount of bonds retired	A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
2	Amount of bonds legally defeased								
3	Total proceeds of issue		22,500,874						
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds		39,346						
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds		247,691						
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds		6,800,729						
11	Other spent proceeds		10,881,000						
12	Other unspent proceeds		5,199,271						
13	Year of substantial completion		2012						
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?									
c Are there any research agreements that may result in private business use of bond-financed property?		X							
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?									
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►			%			%			%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►			%			%			%
6 Total of lines 4 and 5			%			%			%
7 Does the bond issue meet the private security or payment test?		X							
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X							
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of			%			%			%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?									
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X								

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Identifier	Return Reference	Explanation
		AN AGREEMENT WAS PUT IN PLACE WITH THE ISSUER AT THE TIME THE BONDS WERE ISSUED WITH RESPECT TO PERMITTED USE OF BOND-FINANCED ASSETS AND REMEDIAL ACTIONS UNDER TREAS REG SS 1 145-2(A) AND 1 141(12) THAT WILL BE UNDERTAKEN IF THERE IS AN IMPERMISSIBLE CHANGE IN USE OF SUCH ASSETS. ADDITIONALLY, THE ALLOSOURCE BOARD OF DIRECTORS HAS ADOPTED A RESOLUTION EFFECTIVE JULY 31, 2012, ESTABLISHING PROCEDURES TO ENSURE ANY VIOLATIONS THAT CANNOT BE "SELF-CORRECTED" UNDER TREAS REG SS 1 141(12) WILL BE REMEDIATED THROUGH THE IRS'S VOLUNTARY CLOSING AGREEMENT PROGRAM AS DESCRIBED IN NOTICE 2008-31

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

2012**Open to Public
Inspection**Name of the organization
ALLOSOURCE**Employer identification number**

84-1327507

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	ALLOSOURCE AMENDED ITS BYLAWS TO INCLUDE AN ADDITIONAL CORPORATE MEMBER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS ONE CLASS OF MEMBERSHIP. EACH CORPORATE MEMBER IS A 501(C)(3), TAX EXEMPT ORGANIZATION. EACH CORPORATE MEMBER HAS THE EXCLUSIVE POWER TO ELECT AND TO REMOVE, WITH OR WITHOUT CAUSE, THE VOTING DIRECTORS OF THE CORPORATION, EXCLUDING EX-OFFICIO VOTING DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	EACH CORPORATE MEMBER HAS THE EXCLUSIVE POWER TO ELECT AND TO REMOVE, WITH OR WITHOUT CAUSE, THE VOTING DIRECTORS OF THE CORPORATION, EXCLUDING EX-OFFICIO VOTING DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 8B	THE ORGANIZATION DOES NOT HAVE ANY COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS PROVIDED TO AND REVIEWED BY KEY OFFICERS OF THE ORGANIZATION. SUBSEQUENT TO THIS REVIEW, ALLOSOURCE'S CHIEF COMPLIANCE OFFICER AND OUTSIDE COUNSEL ARE ENGAGED TO REVIEW AND COMMENT ON BOTH DESCRIPTIONS AND NUMERIC CONTENT. THE AUDIT COMMITTEE THEN REVIEWS IN DETAIL THE FORM 990 AND MAKES RECOMMENDATIONS TO MANAGEMENT ON BOTH DESCRIPTIONS AND NUMERIC CONTENT. BASED ON THE INCORPORATION OF THE AUDIT COMMITTEE RECOMMENDATIONS INTO THE FORM 990, THE COMMITTEE ADOPTS A RESOLUTION TO RECOMMEND THE FORM 990 TO THE BOARD. THEREAFTER, THE FORM 990 IS SUBMITTED TO THE BOARD FOR THEIR REVIEW AND ACCEPTANCE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>THE ORGANIZATION MONITORS THE POLICY BY REVIEWING THE ANNUAL CONFLICT OF INTEREST POLICY STATEMENTS RECEIVED FROM ITS DIRECTORS, OFFICERS AND KEY EMPLOYEES IN ACCORDANCE WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY IN CONNECTION WITH ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST, AN INTERESTED PERSON IMMEDIATELY MUST DISCLOSE IN WRITING OR AT A NOTICED MEETING OF THE BOARD OF DIRECTORS THE EXISTENCE AND NATURE OF THE CONFLICT AND OF HIS OR HER FINANCIAL INTEREST TO THE BOARD OF DIRECTORS. IN ALL EVENTS, SUCH WRITTEN DISCLOSURE MUST BE MADE IN SUFFICIENT TIME TO PERMIT THE BOARD, WHILE CONSIDERING THE PERTINENT ALLOSOURCE BUSINESS ACTIVITY, TO CONSIDER THE DISCLOSURE, MAKE NECESSARY OR APPROPRIATE INQUIRY, AND TAKE SUITABLE ACTION IN RESPECT TO AND IN LIGHT OF THE DISCLOSURE DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS AFTER DISCLOSURE OF THE ACTUAL OR POTENTIAL CONFLICT OF INTEREST IN FULL DETAIL, THE INTERESTED PERSON SHALL LEAVE THE BOARD MEETING WHILE THE QUESTION OF THE EXISTENCE AND MATERIALITY OF THE DISCLOSED CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON BY THE REMAINING BOARD MEMBERS PRESENT AT THE MEETING. NO SUCH DEPARTURE BY A DISCLOSING INTERESTED PERSON SHALL DEFEAT THE EXISTENCE OF A QUORUM TO CONDUCT THE BUSINESS UNDER CONSIDERATION. THE REMAINING BOARD MEMBERS SHALL DECIDE BY MAJORITY VOTE, UNLESS OTHERWISE PRESCRIBED BY THE BY LAWS, WHETHER A CONFLICT OF INTEREST EXISTS AND, IF A CONFLICT DOES EXIST, WHETHER IT IS MATERIAL AND THEREFORE IMPERMISSIBLE CONDUCT FOR THE DISCLOSING INTERESTED PERSON. THE CHAIRPERSON OF THE BOARD OF DIRECTORS SHALL, IN HIS OR HER DISCRETION, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE THE IMPACT OF THE DISCLOSED CONFLICT IN THE CONTEXT OF THE PROPOSED TRANSACTION, ARRANGEMENT, BUSINESS RELATIONSHIP, OR CONTRACT. AFTER EXERCISING DUE DILIGENCE IN SUCH INVESTIGATION, THE BOARD SHALL DETERMINE WHETHER ALLOSOURCE MAY ACHIEVE A MORE ADVANTAGEOUS TRANSACTION, ARRANGEMENT, BUSINESS RELATIONSHIP, OR CONTRACT WITH REASONABLE EFFORT, FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION, ARRANGEMENT, BUSINESS RELATIONSHIP, OR CONTRACT MAY NOT REASONABLY BE ACHIEVED UNDER CIRCUMSTANCES WHICH WOULD AVOID THE CONFLICT OF INTEREST, THE BOARD SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION, ARRANGEMENT, BUSINESS RELATIONSHIP, OR CONTRACT IS IN ALLOSOURCE'S BEST INTEREST AND WHETHER THE RESULT IS FAIR AND REASONABLE TO ALLOSOURCE. NOTWITHSTANDING THE CONFLICT OF INTEREST, THE BOARD ALSO SHALL EVALUATE THE POSSIBLE APPEARANCE OF IMPROPRIETY AND POTENTIAL FOR ADVERSE IMPACT ON DONATION IN ITS DELIBERATIONS. THE BOARD SHALL BE GUIDED IN ITS DECISION BY THE PRINCIPLES ARTICULATED ABOVE. IF THE BOARD HAS REASONABLE CAUSE TO BELIEVE THAT AN INTERESTED PERSON HAS FAILED TO DISCLOSE AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST, IT SHALL INFORM THE INTERESTED PERSON OF THE BASIS FOR THE BOARD'S BELIEF AND AFFORD THE INTERESTED PERSON AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE RESPONSE FROM THE INTERESTED PERSON AND MAKING SUCH FURTHER INVESTIGATION AS THE BOARD MAY WISH, THE BOARD DETERMINES THAT THE INTERESTED PERSON HAS FAILED TO DISCLOSE AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST, THE BOARD SHALL TAKE ANY DISCIPLINARY AND CORRECTIVE ACTION IT DEEMS APPROPRIATE, INCLUDING RECOMMENDATION TO THE CORPORATE MEMBER THAT THE INTERESTED PERSON, IF A DIRECTOR OF ALLOSOURCE, BE REMOVED OR EXPELLED BY FURTHER ACTION OF THE PERTINENT CORPORATE MEMBER PURSUANT TO THE ALLOSOURCE BY LAWS, EXPULSION OF AN INTERESTED PERSON OTHER THAN A DIRECTOR, AND PURSUIT OF A CLAIM FOR RESTITUTION OR DAMAGES, AS THE BOARD MAY DECIDE.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE PROCESS FOR SETTING COMPENSATION FOR THE CEO, EXECUTIVE VICE PRESIDENT AND CFO BEGINS BY ESTABLISHING GOALS AND OBJECTIVES EACH YEAR. THE BOARD OF DIRECTORS EVALUATES THESE POSITIONS' PERFORMANCE TO THE GOALS AND OBJECTIVES FOR PERFORMANCE EVALUATIONS. THE CEO'S AND THESE INDIVIDUALS' PERFORMANCE, ALONG WITH BENCHMARK DATA SUPPLIED FROM A THIRD-PARTY ON COMPARABLE SALARIES AND BENEFIT PACKAGES, ARE UTILIZED TO ARRIVE AT THEIR RESPECTIVE COMPENSATION. THIS PROCESS WAS LAST COMPLETED APRIL, 2012.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS ARE MADE AVAILABLE FOR PUBLIC INSPECTION AT THE ORGANIZATION'S OFFICE IN CENTENNIAL, COLORADO, ALONG WITH THE ORGANIZATION'S EXEMPTION APPLICATION, FORM 1023. THE CONFLICT OF INTEREST POLICY IS NOT MADE AVAILABLE FOR PUBLIC INSPECTION. THE FINANCIAL STATEMENTS ARE AUDITED BY INDEPENDENT ACCOUNTANTS. THE FINANCIAL STATEMENTS INCLUDE THE STATEMENT OF REVENUE AND EXPENSES AND BALANCE SHEET, AND ARE REPORTED ON THE ORGANIZATION'S FORM 990 IN PARTS VIII, IX, AND X, AND SCHEDULE D. THE FORM 990 AND SCHEDULES ARE MADE AVAILABLE UPON REQUEST AT THE OFFICE OF THE ORGANIZATION IN CENTENNIAL, COLORADO

Identifier	Return Reference	Explanation
	FORM 990, PART VII, COLUMN B	JAMES CZEPIEL IS THE VP OF STRATEGIC DEVELOPMENT OF ALLOSOURCE AND THE EXECUTIVE DIRECTOR FOR JOINT RESTORATION FOUNDATION, A RELATED ORGANIZATION HIS TIME IS SPLIT APPROXIMATELY 50/50 BETWEEN THE TWO ORGANIZATIONS

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

Name of the organization ALLOSOURCE	Employer identification number 84-1327507
--	--

Employer identification number

84-1327507

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a	Yes	
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n		No
1o	Yes	
1p		No
1q	Yes	
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) LABS INC	M	3,526,397	FAIR MARKET VALUE
(2) JOINT RESTORATION FOUNDATION	A	22,926	FAIR MARKET VALUE
(3) JOINT RESTORATION FOUNDATION	O	850,847	FAIR MARKET VALUE
(4) LABS INC	Q	100,294	FAIR MARKET VALUE

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 84-1327507

Name: ALLOSOURCE

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