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

2012

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

For calendar year 2012, or tax year beginning

, 2012, and ending

BARBARA ALLEN CHARITABLE FOUNDATION  
PO BOX 973  
EDWARDS, CO 81632

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)      J Accounting method       Cash       Accrual  
 \$ 174,977. (Part I, column (d) must be on cash basis) --

A Employer identification number  
 84-1435014

B Telephone number (see the instructions)  
 970-926-5253

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

## Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	108,342.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2.	2.	2.	
	4 Dividends and interest from securities	3,666.	3,666.	3,666.	
	5 a Gross rents b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	50,065.	769.	769.	769.
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	112,779.	4,437.	4,437.	
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule) b Accounting fees (attach sch) SEE ST 1 c Other prof fees (attach sch) SEE ST 2	600.	600.		
	17 Interest	1,572.	1,572.		
	18 Taxes (attach schedule) (see instr) 19 Depreciation (attach sch) and depletion	5.	5.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	5,791.	46.		
	24 Total operating and administrative expenses. Add lines 13 through 23	7,968.	2,223.		
	25 Contributions, gifts, grants paid PART XV	48,147.			48,147.
	26 Total expenses and disbursements. Add lines 24 and 25	56,115.	2,223.	0.	48,147.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter 0) c Adjusted net income (if negative, enter 0)	56,664.	2,214.	4,437.	

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<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>ASSETS</b>	1	Cash – non-interest-bearing	2.	19,862.	19,862.	
	2	Savings and temporary cash investments	14,296.			
	3	Accounts receivable				
		Less. allowance for doubtful accounts				
	4	Pledges receivable				
		Less. allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) STATEMENT 4	20,601.	30,949.	32,801.	
	c	Investments – corporate bonds (attach schedule) STATEMENT 5	80,617.	121,236.	122,314.	
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers – see the instructions Also, see page 1, item 1)</b>	115,516.	172,047.	174,977.		
<b>LIABILITIES</b>	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	133.			
	23	<b>Total liabilities (add lines 17 through 22)</b>	133.	0.		
<b>NET ASSETS</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	115,383.	172,047.		
	30	<b>Total net assets or fund balances (see instructions)</b>	115,383.	172,047.		
	31	<b>Total liabilities and net assets/fund balances (see instructions)</b>	115,516.	172,047.		

**Part III** Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	115,383.
2	Enter amount from Part I, line 27a	2	56,664.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	172,047.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	172,047.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
c CAP GAIN DIST / OTHER WO			P	VARIOUS	VARIOUS
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 38,516.			37,976.	540.	
b 11,505.			11,247.	258.	
c 44.			73.	-29.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a				540.	
b				258.	
c				-29.	
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	769.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3	769.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	22,114.	113,999.	0.193984
2010	11,002.	141,253.	0.077889
2009	17,972.	133,074.	0.135053
2008	33,990.	182,283.	0.186468
2007	28,371.	220,449.	0.128696

2 Total of line 1, column (d)

2 0.722090

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.144418

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 136,525.

5 Multiply line 4 by line 3

5 19,717.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 22.

7 Add lines 5 and 6

7 19,739.

8 Enter qualifying distributions from Part XII, line 4

8 48,147.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	(attach copy of letter if necessary – see instrs)	1	22.		
Date of ruling or determination letter					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	2	0.			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-					
6 Credits/Payments	6 a	2,192.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012					
b Exempt foreign organizations – tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld	6 b	6 c	6 d		
7 Total credits and payments Add lines 6a through 6d				7	2,192.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,170. Refunded ► 0.	8	9	0.		
► 10 2,170. Refunded ► 11 0.					

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
--	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

	X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0.	(2) On foundation managers ► \$ 0.
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e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

	X
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2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	X
--	---

If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

	X
--	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	X
--	---

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

	X
--	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	X
--	---

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

	X
--	---

- By language in the governing instrument, or

	X
--	---

- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

	X
--	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV

	X
--	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	X
--	---

CO

	X
--	---

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

	X
--	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	X
--	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	X
--	---

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

11		X
12		X
13	X	
14	Telephone no. ► 970-926-5253	ZIP + 4 ► 81632
15	N/A	► 15 N/A
16	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions )	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

0

BAA

TEEA0306L 12/25/12

Form 990-PF (2012)

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

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

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

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	<u>N/A</u>	
2		
3		
4		

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	127,280.
b Average of monthly cash balances	1 b	11,324.
c Fair market value of all other assets (see instructions)	1 c	
d <b>Total</b> (add lines 1a, b, and c)	1 d	138,604.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	138,604.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,079.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,525.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	6,826.

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

1 Minimum investment return from Part X, line 6	1	6,826.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	22.
b Income tax for 2012 (This does not include the tax from Part VI )	2 b	
c Add lines 2a and 2b	2 c	22.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	6,804.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	6,804.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	6,804.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	48,147.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	48,147.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	22.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	48,125.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,804.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only		0.		
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2012				
a From 2007 17,626.				
b From 2008 24,968.				
c From 2009 11,346.				
d From 2010 3,952.				
e From 2011 16,416.				
f Total of lines 3a through e 74,308.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 48,147.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions) 0.				
c Treated as distributions out of corpus (Election required – see instructions) 0.				
d Applied to 2012 distributable amount 6,804.				
e Remaining amount distributed out of corpus 41,343.				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) 0.				
6 Enter the net total of each column as indicated below:	115,651.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 0.				
b Prior years' undistributed income. Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.				
d Subtract line 6c from line 6b Taxable amount – see instructions 0.				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 17,626.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 98,025.				
10 Analysis of line 9				
a Excess from 2008 24,968.				
b Excess from 2009 11,346.				
c Excess from 2010 3,952.				
d Excess from 2011 16,416.				
e Excess from 2012 41,343.				

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

BARBARA ALLEN

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

**NONE**

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

**c Any submission deadlines.**

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

**Part XV | Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT	N/A	PUBLIC	VARIOUS	48,147.
<b>Total</b>				► 3a 48,147.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	3,666.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					769.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,668.	769.
13 Total. Add line 12, columns (b), (d), and (e)				13	4,437.

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets

## **b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If 'Yes,' complete the following schedule

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

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

**Sign  
Here**

Barbara A Allen  
Signature of officer or trustee

3-12-13  
Date

► PRESIDENT

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	LINDA MCDONOUGH, CPA	LINDA MCDONOUGH, CPA	3/06/13		P00185280
	Firm's name	► MC DONOUGH & ASSOCIATES CPA	Firm's EIN ► 20-5446266		
Firm's address	► 737 N VULCAN AVE ENCINITAS, CA 92024-2137				Phone no (760) 632-5800

**BAA**

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Form 990-PF (2012)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No. 1545 0047

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

**2012**

Name of the organization	Employer identification number
BARBARA ALLEN CHARITABLE FOUNDATION	84-1435014
<b>Organization type (check one).</b>	
<b>Filers of:</b> Form 990 or 990-EZ	<b>Section:</b> <input type="checkbox"/> 501(c)( ____ ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

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

**General Rule**

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

**Special Rules**

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

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

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

► \$ \_\_\_\_\_

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

BARBARA ALLEN CHARITABLE FOUNDATION

Employer identification number

84-1435014

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARBARA ALLEN	\$ 108,342	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
	PO BOX 973		(Complete Part II if there is a noncash contribution.)
	EDWARDS, CO 81632		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)

Name of organization

BARBARA ALLEN CHARITABLE FOUNDATION

Employer identification number

84-1435014

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

BARBARA ALLEN CHARITABLE FOUNDATION

Employer identification number

84-1435014

**Part III** Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10)

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

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

► \$ N/A

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			

2012

## FEDERAL STATEMENTS

PAGE 1

CLIENT B-ALLEN

BARBARA ALLEN CHARITABLE FOUNDATION

84-1435014

3/06/13

11 10AM

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	\$ 600.	\$ 600.	\$ 0.	\$ 0.
TOTAL	<u>\$ 600.</u>	<u>\$ 600.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 1,572.	\$ 1,572.	\$ 0.	\$ 0.
TOTAL	<u>\$ 1,572.</u>	<u>\$ 1,572.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUBA MISSION	\$ 4,235.			
FIDUCIARY FEES	46.	\$ 46.		
LICENSES AND PERMITS	10.			
TAXES	1,500.			
TOTAL	<u>\$ 5,791.</u>	<u>\$ 46.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE STOCKS</u>			
WELLS FARGO - CORPORATE EQUITIES	COST	\$ 0.	\$ 0.
BERNSTEIN - EQUITIES	COST	\$ 30,949.	\$ 32,801.
	TOTAL	<u>\$ 30,949.</u>	<u>\$ 32,801.</u>

2012

## FEDERAL STATEMENTS

PAGE 2

CLIENT B-ALLEN

BARBARA ALLEN CHARITABLE FOUNDATION

84-1435014

3/06/13

11 10AM

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN - FIXED INCOME	COST	\$ 121,236.	\$ 122,314.
WELLS FARGO - CORPORATE BONDS	COST	0.	0.
	TOTAL	<u>\$ 121,236.</u>	<u>\$ 122,314.</u>

2012

**FEDERAL SUPPLEMENTAL INFORMATION**

**PAGE 1**

CLIENT B-ALLEN

BARBARA ALLEN CHARITABLE FOUNDATION

84-1435014

3/06/13

11 10AM

**CONTRIBUTION SCHEDULE**

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

11:39 AM  
01/31/13  
Accrual Basis

**Barbara Allen Charitable Foundation**  
**Transaction Detail By Account**

	Type	Date	January Through December 2012 Name	Amount
Bravo! Vail Valley Music Festival, 2271 N Frontage Road, Vail CO 81658				
Arts - General	Check	05/18/2012	136	Bravo! Vail Valley Music Festival
Arts - Education	Check	07/31/2012	visa	Bravo! Vail Valley Music Festival
Total Bravo! Vail Valley Music Festival				9,547.00

**Calvary Chapel Vail Valley, PO Box 933, Vail CO 81658**

Religious - General	Check	03/26/2012	129	Calvary
Religious - General	Check	06/03/2012	176	Calvary
Religious - General	Check	07/22/2012	177	Calvary
Religious - General	Check	07/29/2012	180	Calvary
Religious - General	Check	08/26/2012	181	Calvary
Religious - General	Check	10/14/2012	184	Calvary
Total Calvary				600.00

**Desert Springs Church, 43-435 Monterrey Ave, Palm Desert CA 92260**

Religious - General	Check	01/29/2012	119	Desert Springs Church
Religious - General	Check	02/05/2012	121	Desert Springs Church
Religious - General	Check	02/12/2012	122	Desert Springs Church
Religious - General	Check	03/11/2012	128	Desert Springs Church
Religious - General	Check	04/07/2012	125	Desert Springs Church
Religious - General	Check	04/15/2012	130	Desert Springs Church
Religious - General	Check	04/20/2012	131	Desert Springs Church
Religious - General	Check	04/29/2012	132	Desert Springs Church
Religious - General	Check	05/06/2012	133	Desert Springs Church
Religious - General	Check	11/18/2012	182	Desert Springs Church
Religious - General	Check	12/02/2012	139	Desert Springs Church
Religious - General	Check	12/09/2012	141	Desert Springs Church
Total Desert Springs Church				1,200.00

**East West Ministries, 2001 West Plano Pkwy, Suite 3000, Plano TX 75075**

Religious - General	Check	03/12/2012	127	East West Ministries
Religious - General	Check	09/13/2012	visa	East West Ministries
Religious - General	Check	11/09/2012	179	East West Ministries

11:39 AM  
01/31/13  
Accrual Basis

**Barbara Allen Charitable Foundation**  
**Transaction Detail By Account**

Accrual Basis	Type	Date	January through December Name	Amount
Total East West Ministries				<u>20,500 00</u>
Kingdom Building Ministries, 14485 E Evans Ave, Aurora CO 80014				
Religious - General	Check	04/27/2012	152	Kingdom Building Ministries
Total Kingdom Building Ministries				<u>5,000 00</u>
5,000 00				
Liberty Institute, 2001 W Plaza Pkwy, Suite 1600, Plano TX 75075				
Religious - General	Check	02/16/2012	123	Liberty Institute
Total Liberty Institute				<u>10,000 00</u>
10,000 00				
Loving all Animals, 73-550 Alessandro Drive, Palm Desert CA 92260				
Public - General	Check	02/02/2012	120	Loving all Animals
Total Loving all Animals				<u>100 00</u>
100 00				
New Spring Church, 12200 E 21st Street N, Wichita KS 67206				
Religious - General	Check	03/17/2012	124	New Spring Church
Religious - General	Check	11/25/2012	183	New Spring Church
Total New Spring Church				<u>200 00</u>
200 00				
The Living Desert, 47-900 Portola Ave, Palm Desert CA, 92260				
Public - General	Check	05/18/2012	135	The Living Desert
Total The Living Desert				<u>500 00</u>
500 00				
The Vail Church, PO Box 955, Avon, CO 81620				
Religious - General	Check	01/01/2012	117	Vail Bible Church
Religious - General	Check	01/22/2012	111	Vail Bible Church
Religious - General	Check	02/19/2012	126	Vail Bible Church
Religious - General	Check	07/01/2012	134	Vail Bible Church
Religious - General	Check	09/09/2012	178	Vail Bible Church
Total Vail Bible Church				<u>500 00</u>
500 00				
<b>TOTAL</b>				<b><u>48,147.00</u></b>

**BERNSTEIN**  
Global Wealth Management

**Holdings By Lot**

Account: BARBARAA ALLEN CHARITABLE FOUNDATION (039-59772)  
As of December 31, 2012

**Managed Assets**

**Cash Balances**

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Yield	Account Number	Portfolio
0 02	CASH	N/A	\$1.00	\$1.00	\$0	\$0	\$0	0.1%	N/A	Intermediate Duration Fund
<b>TOTAL</b>	<b>Cash Balances</b>				<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0.1%</b>		

**Fixed Income**

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Yield	Account Number	Portfolio
3 035	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	12/18/2012	\$11.33	\$11.32	\$34	\$34	(\$0)	0.4%	039-59772	Bond Inflation Strategy
7 299	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	11/16/2012	\$11.31	\$11.32	\$83	\$83	\$0	0.4%	039-59772	Bond Inflation Strategy
1,211 849	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	08/07/2012	\$11.14	\$11.32	\$13,500	\$13,718	\$218	0.4%	039-59772	Bond Inflation Strategy
2 009	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	07/18/2012	\$11.07	\$11.32	\$22	\$23	\$1	0.4%	039-59772	Bond Inflation Strategy
9 732	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	06/18/2012	\$10.99	\$11.32	\$107	\$110	\$3	0.4%	039-59772	Bond Inflation Strategy
63 177	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	05/07/2012	\$11.08	\$11.32	\$700	\$715	\$15	0.4%	039-59772	Bond Inflation Strategy
31 588	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	04/27/2012	\$11.08	\$11.32	\$350	\$358	\$8	0.4%	039-59772	Bond Inflation Strategy
439 71	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	04/13/2012	\$11.03	\$11.32	\$4,850	\$4,978	\$128	0.4%	039-59772	Bond Inflation Strategy
942 126	AB BOND INFLATION STRATEGY CLASS 1 (ABNOX)	10/25/2011	\$10.72	\$11.32	\$10,100	\$10,665	\$565	0.4%	039-59772	Bond Inflation Strategy
<b>Total</b>	<b>2,710,525</b>				<b>\$29,746</b>	<b>\$30,683</b>	<b>\$337</b>	<b>0.4%</b>		
14 053	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/20/2012	\$14.06	\$14.09	\$198	\$198	\$0	1.7%	039-59772	Intermediate Duration Fund
64 243	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/12/2012	\$14.09	\$14.09	\$905	\$905	(\$0)	1.7%	039-59772	Intermediate Duration Fund
14 538	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/20/2012	\$14.25	\$14.09	\$207	\$205	(\$2)	1.7%	039-59772	Intermediate Duration Fund
15 996	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	10/19/2012	\$14.25	\$14.09	\$228	\$225	(\$3)	1.7%	039-59772	Intermediate Duration Fund
16 978	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	09/20/2012	\$14.18	\$14.09	\$241	\$239	(\$2)	1.7%	039-59772	Intermediate Duration Fund



**BERNSTEIN**  
Global Wealth Management

Fixed Income

**Holdings By Lot**

Account: BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)  
As of December 31, 2012

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
12,449	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	08/20/2012	\$14.07	\$14.09	\$175	\$175	\$0	1.7%	039-59772	Intermediate Duration Fund
2,840,341	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	08/07/2012	\$14.15	\$14.09	\$40,191	\$40,020	(\$170)	1.7%	039-59772	Intermediate Duration Fund
10,725	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	07/20/2012	\$14.20	\$14.09	\$152	\$151	(\$1)	1.7%	039-59772	Intermediate Duration Fund
10,571	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	06/20/2012	\$14.01	\$14.09	\$148	\$149	\$1	1.7%	039-59772	Intermediate Duration Fund
10,451	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	05/18/2012	\$13.98	\$14.09	\$146	\$147	\$1	1.7%	039-59772	Intermediate Duration Fund
148,139	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	05/07/2012	\$13.98	\$14.09	\$2,071	\$2,087	\$16	1.7%	039-59772	Intermediate Duration Fund
65,806	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	04/27/2012	\$13.95	\$14.09	\$918	\$927	\$9	1.7%	039-59772	Intermediate Duration Fund
1,066,81	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	04/13/2012	\$13.92	\$14.09	\$14,850	\$15,031	\$181	1.7%	039-59772	Intermediate Duration Fund
8,601	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	03/23/2012	\$13.82	\$14.09	\$119	\$121	\$2	1.7%	039-59772	Intermediate Duration Fund
8,675	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	02/22/2012	\$13.89	\$14.09	\$121	\$122	\$2	1.7%	039-59772	Intermediate Duration Fund
6,821	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	01/24/2012	\$13.81	\$14.09	\$94	\$96	\$2	1.7%	039-59772	Intermediate Duration Fund
4,393	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	01/04/2012	\$13.82	\$14.09	\$61	\$62	\$1	1.7%	039-59772	Intermediate Duration Fund
124,614	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/14/2011	\$13.86	\$14.09	\$1,727	\$1,756	\$29	1.7%	039-59772	Intermediate Duration Fund
3,047	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/16/2011	\$14.14	\$14.09	\$43	\$43	(\$0)	1.7%	039-59772	Intermediate Duration Fund
1,467	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/02/2011	\$14.19	\$14.09	\$21	\$21	(\$0)	1.7%	039-59772	Intermediate Duration Fund
2,049,346	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	10/25/2011	\$14.09	\$14.09	\$28,875	\$28,875	(\$0)	1.7%	039-59772	Intermediate Duration Fund
<b>Total</b>	<b>6,498,064</b>				<b>\$91,491</b>	<b>\$91,558</b>	<b>\$67</b>	<b>1.7%</b>		
<b>TOTAL Fixed Income</b>					<b>\$121,236</b>	<b>\$122,314</b>	<b>\$1,004</b>	<b>1.4%</b>		

# BERNSTEIN

Global Wealth Management

## Holdings By Lot

Account: BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)  
As of December 31, 2012

### Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
32 559	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	12/19/2012	\$11.96	\$12.15	\$389	\$396	\$6	0.0%	039-59772	Wealth Appreciation Strategy
1,072 351	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	08/07/2012	\$11.61	\$12.15	\$12,450	\$13,029	\$579	0.0%	039-59772	Wealth Appreciation Strategy
9 198	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	05/17/2012	\$10.91	\$12.15	\$100	\$112	\$11	0.0%	039-59772	Wealth Appreciation Strategy
119 863	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	05/07/2012	\$11.68	\$12.15	\$1,400	\$1,456	\$56	0.0%	039-59772	Wealth Appreciation Strategy
11 173	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	04/25/2012	\$11.94	\$12.15	\$133	\$136	\$2	0.0%	039-59772	Wealth Appreciation Strategy
0 518	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	04/23/2012	\$11.74	\$12.15	\$6	\$6	\$0	0.0%	039-59772	Wealth Appreciation Strategy
449 534	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	04/13/2012	\$11.79	\$12.15	\$5,300	\$5,462	\$162	0.0%	039-59772	Wealth Appreciation Strategy
64 362	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	12/22/2011	\$10.78	\$12.15	\$694	\$782	\$88	0.0%	039-59772	Wealth Appreciation Strategy
12 898	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	11/22/2011	\$10.60	\$12.15	\$137	\$157	\$20	0.0%	039-59772	Wealth Appreciation Strategy
0 514	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	11/03/2011	\$11.44	\$12.15	\$6	\$6	\$0	0.0%	039-59772	Wealth Appreciation Strategy
926 721	ALLIANCERNSTEIN WLT APP-AD(AWAXX)	10/25/2011	\$11.15	\$12.15	\$10,333	\$11,260	\$927	0.0%	039-59772	Wealth Appreciation Strategy
<b>Total</b>	<b>2,699 691</b>				<b>\$30,949</b>	<b>\$32,801</b>	<b>\$1,853</b>	<b>0.0%</b>		
<b>TOTAL</b>	<b>Equities</b>									
<b>NET PORTFOLIO VALUE</b>										
Quantity	Holding	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	<b>NET PORTFOLIO VALUE</b>				<b>\$152,185</b>	<b>\$155,116</b>	<b>\$2,937</b>	<b>1.1%</b>		

# AB BERNSTEIN

Global Wealth Management

## Holdings By Lot

Account: BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)  
As of December 31, 2012

### Notes

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

# Capital Gains Report

BARBARA A ALLEN CHARITABLE FOUNDATION (Account: 039-597772)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
<b>SHORT - TERM NON-COVERED</b>								
10/25/2011	01/20/2012	837	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.82	14.09	11,57	11,79	-0.22
10/25/2011	02/03/2012	205	ALLIANCEBERNSTEIN WLT APP-AD	11.93	11.17	2,44	2,29	0.15
10/25/2011	03/06/2012	335	AB BOND INFLATION STRATEGY	11.02	10.72	3,700.00	3,599.27	100.73
10/25/2011	03/06/2012	753	CLASS 1					
10/25/2011	03/06/2012	486	ALLIANCEBERNSTEIN WLT APP-AD	11.71	11.15	5,700.00	5,427.41	272.59
10/25/2011	03/06/2012	763	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.94	14.09	10,600.00	10,714.06	-114.06
10/25/2011	04/03/2012	247	ALLIANCEBERNSTEIN WLT APP-AD	12.22	11.13	3,02	2,75	0.27
10/25/2011	05/21/2012	203	AB BOND INFLATION STRATEGY	11.03	10.72	2,250.00	2,186.76	63.24
10/25/2011	05/21/2012	989	CLASS 1					
10/25/2011	05/21/2012	68	ALLIANCEBERNSTEIN WLT APP-AD	11.01	11.15	750.00	759.54	-9.54
10/25/2011	05/21/2012	120	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.97	14.09	7,000.00	7,060.13	-60.13
10/25/2011	09/28/2012	501	AB BOND INFLATION STRATEGY	11.27	10.72	1,580.00	1,502.89	77.11
10/25/2011	09/28/2012	074	CLASS 1					
10/25/2011	09/28/2012	140	ALLIANCEBERNSTEIN WLT APP-AD	11.93	11.15	2,504.72	2,340.95	163.77
10/25/2011	09/28/2012	195	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.24	14.09	4,415.00	4,368.49	46.51
10/25/2011	09/28/2012	209	ALLIANCEBERNSTEIN WLT APP-AD					
10/25/2011	09/28/2012	951	310					
10/25/2011	09/28/2012	042	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO					
<b>SUBTOTAL FOR SHORT-TERM NON-COVERED</b>								
		38,516.75		37,976.33		540.42		
<b>LONG - TERM NON-COVERED</b>								
10/25/2011	11/07/2012	14	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.28	14.10	4,98	4,92	0.06
10/25/2011	11/15/2012	349	AB BOND INFLATION STRATEGY	11.29	10.72	2,565.00	2,435.50	129.50
10/25/2011	11/15/2012	227	CLASS 1					
10/25/2011	11/15/2012	192	75 ALLIANCEBERNSTEIN WLT APP-AD	11.43	11.15	860.00	838.94	21.06
10/25/2011	11/15/2012	241	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.28	14.09	8,075.00	7,967.56	107.44
<b>SUBTOTAL FOR LONG-TERM NON-COVERED</b>								
		11,504.98		11,246.92		258.06		
<b>TOTAL</b>								
		50,021.73		49,223.25		798.48		

## Capital Gains Report

BARBARA A. ALLEN CHARITABLE FOUNDATION (Account: 039-59772)

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
** ACCOUNT TOTALS **								
SHORT TERM	- COVERED (COST BASIS REPORTED ON 1099-B)				CURRENT PERIOD - G/L		798	48
SHORT TERM	- NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			0.00				
SHORT TERM	TOTAL			540	42		540	42
LONG TERM	- COVERED (COST BASIS REPORTED ON 1099-B)			0.00				
LONG TERM	- NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			258	06		258	06
LONG TERM	TOTAL						258	06

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I.R.S forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant