ON EXTENSION TO 5/15/2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation: THE ALLERTON FOUNDATION, INC.

A Employer identification number: 23-3035225

Number and street (or P O box number if mail is not delivered to street address): 300 BARR HARBOR DRIVE

Room/suite: 460

B Telephone number: 215-239-9003

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

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 58,435,984.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,133,390.	1,023,630.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,938,504.			STATEMENT 1
	b Gross sales price for all assets on line 6a 8,048,417.				
	7 Capital gain net income (from Part IV, line 2)		1,877,018.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	13,150.	18,965.		STATEMENT 3
	12 **Total** Add lines 1 through 11	3,085,044.	2,919,613.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,002.	4,500.		20,502.
	14 Other employee salaries and wages	10,579.	1,904.		8,675.
	15 Pension plans, employee benefits	3,135.	564.		2,571.
	16a Legal fees				
	b Accounting fees STMT 4	18,337.	3,301.		15,036.
	c Other professional fees STMT 5	64,358.	59,513.		4,845.
	17 Interest	19,082.	19,082.		0.
	18 Taxes STMT 6	108,179.	967.		1,606.
	19 Depreciation and depletion				
	20 Occupancy	1,139.	206.		933.
	21 Travel, conferences, and meetings	81.	15.		66.
	22 Printing and publications	84.	15.		69.
	23 Other expenses STMT 7	78,604.	76,336.		2,268.
	24 **Total operating and administrative expenses** Add lines 13 through 23	328,580.	166,403.		56,571.
	25 Contributions, gifts, grants paid	2,581,397.			3,101,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,909,977.	166,403.		3,158,071.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	175,067.			
	b **Net investment income** (if negative, enter -0-)		2,753,210.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	41,601.	46,395.	46,395.
	2	Savings and temporary cash investments	568,590.	3,072,036.	3,072,036.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		37,841.	37,841.
	10a	Investments - U.S. and state government obligations STMT 10	5,630,438.	6,431,565.	6,431,565.
	b	Investments - corporate stock STMT 11	25,552,394.	24,544,782.	24,544,782.
	c	Investments - corporate bonds STMT 12	6,123,641.	5,146,850.	5,146,850.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	17,019,351.	18,970,859.	18,970,859.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 14)	168,862.	185,656.	185,656.
	16	**Total assets** (to be completed by all filers)	55,104,877.	58,435,984.	58,435,984.
Liabilities	17	Accounts payable and accrued expenses		18,286.	
	18	Grants payable	1,496,671.	976,568.	
	19	Deferred revenue			
	20	Loans from officers, directors trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 15)	252,838.	323,172.	
	23	**Total liabilities** (add lines 17 through 22)	1,749,509.	1,318,026.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	53,355,368.	57,117,958.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings accumulated income endowment or other funds			
	30	**Total net assets or fund balances**	53,355,368.	57,117,958.	
	31	**Total liabilities and net assets/fund balances**	55,104,877.	58,435,984.	

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	53,355,368.
2	Enter amount from Part I, line 27a	2	175,067.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3,587,523.
4	Add lines 1, 2, and 3	4	57,117,958.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,117,958.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,724,846.		6,084,984.	1,639,862.
b	26,085.		24,929.	1,156.
c	35,919.		11,234.	24,685.
d	261,567.		50,252.	211,315.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				1,639,862.
b				1,156.
c				24,685.
d				211,315.
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 1,877,018.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,758,165.	55,551,222.	.049651
2010	2,794,518.	56,827,042.	.049176
2009	2,569,004.	50,828,683.	.050542
2008	3,058,216.	50,132,387.	.061003
2007	2,972,983.	61,370,059.	.048444

2	**Total** of line 1, column (d)	2	.258816
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	.051763
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	55,918,454.
5	Multiply line 4 by line 3	5	2,894,507.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,532.
7	Add lines 5 and 6	7	2,922,039.
8	Enter qualifying distributions from Part XII, line 4	8	3,158,071.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	27,532.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	27,532.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	27,532.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	37,847.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	57,847.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	21.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	30,294.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	30,294.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION MANAGEMENT Telephone no. ▶ 610-940-0910

Located at ▶ 300 BARR HARBOR DR. STE. 460, WEST CONSHOHOCKEN, ZIP+4 ▶ 19428

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **1b** No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? **1c** No: 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? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A **2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 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.)* N/A **3b**

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		25,002.	1,555.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501(C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC	3,101,500.
2 CHARITIES. SEE ATTACHED SCHEDULE - "GRANTS PAID"	0.
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	38,670,518.
b	Average of monthly cash balances			1b	1,759,806.
c	Fair market value of all other assets			1c	16,339,680.
d	**Total** (add lines 1a, b, and c)			1d	56,770,004.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e.	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	56,770,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	851,550.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	55,918,454.
6	**Minimum investment return** Enter 5% of line 5			6	2,795,923.

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

1	Minimum investment return from Part X, line 6			1	2,795,923.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,532.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	10,122.		
c	Add lines 2a and 2b			2c	37,654.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,758,269.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,758,269.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,758,269.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,158,071.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,158,071.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	27,532.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,130,539.

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				2,758,269.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,397,169.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,158,071.				
a Applied to 2011, but not more than line 2a			2,397,169.	
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				760,902.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,997,367.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

DIANE LENFEST MYER

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

NONE

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

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

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

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE - "GRANTS PAID"	N/A	PUBLIC CHARITY 501(C)(3)	SEE SCHEDULE	3,101,500.
Total			▶ 3a	3,101,500.
b *Approved for future payment*				
AUDUBON PENNSYLVANIA	N/A	PUBLIC CHARITY 501(C)(3)		1,000,000.
LESS DISCOUNT TO NET PRESENT VALUE	N/A		SEE SCHEDULE	<23,432.>
TOTAL BELOW AGREES TO PART II LINE 18				
Total			▶ 3b	976,568.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,133,390.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	13,150.	
8 Gain or (loss) from sales of assets other than inventory			18	1,938,504.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,085,044.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,085,044.

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

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

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

223621
12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

▶ Signature of officer or trustee

Date 5/2/14

▶ ~~CPA~~ CFO
Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL S. KEHOE, CPA		4/30/14		P00096004

Firm's name ▶ PARENTEBEARD LLC, CPA'S

Firm's EIN ▶ 23-2932984

Firm's address ▶ 1800 BYBERRY ROAD SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

Phone no. 215-947-2100

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,724,846.	6,084,984.	0.	0.	1,639,862.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,085.	24,929.	0.	0.	1,156.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS FROM PARNTNERSHIP K-1'S	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,919.	0.	0.	0.	35,919.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS FROM PARNTNERSHIP K-1'S	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
261,567.	0.	0.	0.	261,567.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,938,504.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC ADVISORS DIVIDENDS	715,182.	0.	715,182.
PNC ADVISORS INTEREST	418,208.	0.	418,208.
TOTAL TO FM 990-PF, PART I, LN 4	1,133,390.	0.	1,133,390.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	13,040.	18,855.	
MISCELLANEOUS INCOME	110.	110.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,150.	18,965.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENTEBEARD LLC, CPA'S	18,337.	3,301.		15,036.
TO FORM 990-PF, PG 1, LN 16B	18,337.	3,301.		15,036.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	58,449.	58,449.		0.
OTHER	5,909.	1,064.		4,845.
TO FORM 990-PF, PG 1, LN 16C	64,358.	59,513.		4,845.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (CURRENT)	40,362.	0.		0.
FEDERAL EXCISE TAXES (DEFERRED)	65,244.	0.		0.
PAYROLL TAXES	1,958.	352.		1,606.
FOREIGN TAXES	615.	615.		0.
TO FORM 990-PF, PG 1, LN 18	108,179.	967.		1,606.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND SHIPPING	121.	22.		99.
PAYROLL SERVICE	184.	33.		151.
DUES & SUBSCRIPTIONS	395.	71.		324.
COMPUTER EXPENSES	105.	19.		86.
WORKERS COMP. INSURANCE	96.	17.		79.
ALARM/SECURITY SERVICE	27.	5.		22.
OFFICE SUPPLIES	1,037.	186.		851.
TELEPHONE	368.	66.		302.
BANK CHARGE	106.	19.		87.
MEETINGS, SEMINARS AND CONFERENCES	312.	56.		256.
MEALS AND ENTERTAINMENTS	13.	2.		11.
INVESTMENT EXPENSES FROM K-1S (NET)	75,840.	75,840.		0.
TO FORM 990-PF, PG 1, LN 23	78,604.	76,336.		2,268.

FOOTNOTES STATEMENT 8

EXPLANATION - PART VII-B QUESTION 1A(3)

THIS FOUNDATION ACCEPTS THE USE OF OFFICE SPACE AND SIMILAR OCCUPANCY EXPENSES FREE OF CHARGE FROM HAROLD F. LENFEST, WHO IS THE FATHER OF FOUNDATION MANAGER DIANE LENFEST MYER. ADDITIONALLY, THIS FOUNDATION SHARES OFFICE SPACE WITH TWO OTHER PRIVATE FOUNDATIONS WHOSE MANAGERS ARE THE PARENTS AND SIBLING OF THE MANAGER OF THIS FOUNDATION. THE THREE FOUNDATIONS SHARE CERTAIN PERSONNEL AND ADMINISTRATIVE COSTS AND HAVE AN ARRANGEMENT WHEREBY THESE COMMON COSTS ARE PAID FOR BY ONE OF THE FOUNDATIONS, WHICH IS THEN REIMBURSED BY THE OTHER TWO FOUNDATIONS. THE ALLOCATION OF EXPENSES IS ON A "BREAK-EVEN" BASIS SO THAT EACH FOUNDATION PAYS ONLY ITS FAIR SHARE OF THE COMMON COSTS, NO MORE AND NO LESS.

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

DESCRIPTION	AMOUNT
UNREALIZED CHANGE IN VALUE OF INVESTMENTS	3,587,523.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,587,523.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SCHEDULE ATTACHED	X		6,431,565.	6,431,565.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,431,565.	6,431,565.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,431,565.	6,431,565.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SCHEDULE ATTACHED	21,770,863.	21,770,863.
PIMCO COMMODITY REAL RETURN STRATEGY FD	946,107.	946,107.
GATEWAY FUND	601,392.	601,392.
PUTNAM CONVERTIBLE INCOME GROWTH	1,129,618.	1,129,618.
VANGUARD HIGH YIELD CORP	96,802.	96,802.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,544,782.	24,544,782.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SCHEDULE ATTACHED	3,390,259.	3,390,259.
VANGUARD SHORT TERM INVMT GRADE MUT FD	1,756,591.	1,756,591.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,146,850.	5,146,850.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE FUNDS LP	FMV	3,944,930.	3,944,930.
VITTORIA OFFSHORE FUNDS LP	FMV	9,192,329.	9,192,329.
VERITABLE WCP PARTNERS, LP	FMV	20,013.	20,013.
VERITABLE SILVER POINT PARTNERS, LP	FMV	54,843.	54,843.
PERCEVAL INVESTMENT PARTNERS, L.P.	FMV	3,190,797.	3,190,797.
VERITABLE REGIMENT PARTNERS	FMV	447,837.	447,837.
WP REAL ESTATE FUND IV	FMV	96,317.	96,317.
VERITABLE PRIVATE EQUITY PARTNERS	FMV	1,032,509.	1,032,509.
ARCHVIEW CREDIT OPPORTUNITIES	FMV	455,083.	455,083.
CENTERBRIDGE CAPITAL PARTNERS	FMV	240,394.	240,394.
GOLDENTREE PARTNERS	FMV	295,807.	295,807.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,970,859.	18,970,859.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS RECEIVABLE	168,862.	185,656.	185,656.
TO FORM 990-PF, PART II, LINE 15	168,862.	185,656.	185,656.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES PAYABLE	230,396.	295,640.
FEDERAL EXCISE TAX PAYABLE	22,442.	27,532.
TOTAL TO FORM 990-PF, PART II, LINE 22	252,838.	323,172.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE LENFEST MYER TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	PRESIDENT AND DIRECTOR 2.00	0.	0.	0.
MARGUERITE LENFEST TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	TREASURER AND DIRECTOR 0.50	0.	0.	0.
L. BRUCE MELGARY TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	DIR, EXEC DIR, ASST SEC'TY 5.00	19,152.	1,555.	0.
GRAHAME P. RICHARDS TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	SECRETARY 5.00	5,850.	0.	0.
JOY TARTAR 300 BARR HARBOR DR. SUITE 460 WEST CONSHOHOCKEN, PA 19428	CFO, ASS'T TREASURER 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,002.	1,555.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

215-239-9003

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE ALLERTON FOUNDATION, INC.

Employer identification number (EIN) or
23-3035225

Number, street, and room or suite no. If a P.O. box, see instructions.
5 TOWER BRIDGE 300 BARR HARBOR DRIVE, NO. 460

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
WEST CONSHOHOCKEN, PA 19428

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FOUNDATION MANAGEMENT - 300 BARR HARBOR DR. STE. 460 - WEST CONSHOHOCKEN, PA 19428

  Telephone No. ▶ 610-940-0910 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 57,847.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 37,847.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

Mailed 11-13-2013 William R. Deiss, CPA

attach to 990 PF
20 pgs.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE ALLERTON FOUNDATION, INC.

Employer identification number (EIN) or
23-3035225

Number, street, and room or suite no. If a P.O box, see instructions
5 TOWER BRIDGE 300 BARR HARBOR DRIVE, NO. 460

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
WEST CONSHOHOCKEN, PA 19428

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ FOUNDATION MANAGEMENT - 300 BARR HARBOR DR. STE. 460 - WEST CONSHOHOCKEN, PA 19428

Telephone No. ▶ 610-940-0910 FAX No. ▶

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

4 I request an additional 3-month extension of time until MAY 15, 2014 .

5 For calendar year ______, or other tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 27,532.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 57,847.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

223842
01-21-13

The Allerton Foundation, Inc 23-3035225

Gains/(losses) for the fiscal year ended 06/30/13

PBC

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
13601	Principal (GNMA #595077)	24 78	03/11/04	26 49	07/16/12	24 78	(1 71)	LT
13601	Principal (GNMA #434307)	1,136 01	03/17/04	1,214 67	07/16/12	1,136 01	(78 66)	LT
13601	Principal (GNMA #537419)	1 64	03/11/04	2 08	07/16/12	1 64	(0 44)	LT
13601	Principal (GNMA #550851)	62 09	03/17/04	68 78	07/16/12	62 09	(6 69)	LT
13601	Principal (FNMA #559981)	23 98	03/29/04	24 59	07/25/12	23 98	(0 61)	LT
13601	US Treasury Due 07/15/12	550,000 00	01/17/07	631,963 21	07/15/12	703,444 50	71,481 29	LT
				633,299 82		704,693 00	71,393 18	
13601	FHLB 3 050 Due 08/24/20	250,000 00	08/24/12	252,427 50	08/24/12	250,000 00	(2,427 50)	LT
13601	Principal (GNMA #595077)	3 66	03/11/04	3 91	07/31/12	3 66	(0 25)	LT
13601	Principal (GNMA #434307)	14 38	03/17/04	15 38	07/31/12	14 38	(1 00)	LT
13601	Principal (GNMA #537419)	1 65	03/11/04	2 09	07/31/12	1 65	(0 44)	LT
13601	Principal (GNMA #550851)	5 64	03/17/04	6 25	07/31/12	5 64	(0 61)	LT
13601	Principal (FNMA #559981)	29 07	03/29/04	29 81	07/31/12	29 07	(0 74)	LT
				252,484 94		250,054 40	(2,430 54)	
13601	Principal (GNMA #595077)	37 15	03/11/04	39 71	09/17/12	37 15	(2 56)	LT
13601	Principal (GNMA #434307)	14 46	03/17/04	15 46	09/17/12	14 46	(1 00)	LT
13601	Principal (GNMA #537419)	1 66	03/11/04	2 11	09/17/12	1 66	(0 45)	LT
13601	Principal (GNMA #550851)	6 04	03/17/04	6 69	09/17/12	6 04	(0 65)	LT
13601	Principal (FNMA #559981)	29 26	03/29/04	30 01	09/25/12	29 26	(0 75)	LT
				93 98		88 57	(5 41)	
13601	FHLB 2 84% Due 10/05/21	300,000 00	10/05/11	299,700 00	10/05/12	300,000 00	300 00	LT
13601	Principal (GNMA #595077)	42 42	03/11/04	45 34	10/15/12	42 42	(2 92)	LT
13601	Principal (GNMA #434307)	14 55	03/17/04	15 56	10/15/12	14 55	(1 01)	LT
13601	Principal (GNMA #537419)	1 67	03/11/04	2 12	10/15/12	1 67	(0 45)	LT
13601	Principal (GNMA #550851)	6 18	03/17/04	6 85	10/15/12	6 18	(0 67)	LT
13601	Principal (FNMA #559981)	29 49	03/29/04	30 24	10/25/12	29 49	(0 75)	LT
				299,800 11		300,094 31	294 20	
13600	Abbott Laboratories	200,000 00	02/03/11	229,192 00	11/13/12	246,180 00	16,988 00	LT
13600	Abbott Laboratories	70,000 00	03/09/11	75,629 40	11/09/12	86,488 50	10,859 10	LT
13600	Abbott Laboratories	80,000 00	03/09/11	86,433 60	11/27/12	98,844 00	12,410 40	LT
13600	Honeywell International	215,000 00	03/29/11	234,554 25	11/16/12	257,957 00	23,402 75	LT
13601	Principal (GNMA #595077)	24 68	03/11/04	26 38	11/15/12	24 68	(1 70)	LT
13601	Principal (GNMA #434307)	14 63	03/17/04	15 64	11/15/12	14 63	(1 01)	LT
13601	Principal (GNMA #537419)	1 68	03/11/04	2 13	11/15/12	1 68	(0 45)	LT
13601	Principal (GNMA #550851)	5 55	03/17/04	6 15	11/15/12	5 55	(0 60)	LT
13601	Principal (FNMA #559981)	29 63	03/29/04	30 38	11/26/12	29 63	(0 75)	LT
				625,889 93		689,545 67	63,655 74	
13601	Principal (GNMA #595077)	63 88	03/11/04	68 28	12/17/12	63 88	(4 40)	LT
13601	Principal (GNMA #434307)	614 20	03/17/04	656 73	12/17/12	614 20	(42 53)	LT
13601	Principal (GNMA #537419)	1 69	03/11/04	2 14	12/17/12	1 69	(0 45)	LT
13601	Principal (GNMA #550851)	5 99	03/17/04	6 64	12/17/12	5 99	(0 65)	LT
13601	Principal (FNMA #559981)	29 82	03/29/04	30 58	12/26/12	29 82	(0 76)	LT
13602	Pimco Cap Gain Distribution				12/13/12	3,343 23	3,343 23	LT
13602	IVA Cap Gain Distribution				12/17/12	18,372 24	18,372 24	LT
13602	DFA Cap Gain Distribution				12/18/12	158,627 43	158,627 43	LT
				764 37		181,058 48	180,294 11	
13601	Principal (GNMA #595077)	34 87	03/11/04	37 27	01/15/13	34 87	(2 40)	LT
13601	Principal (GNMA #434307)	11 27	03/17/04	12 05	01/15/13	11 27	(0 78)	LT
13601	Principal (GNMA #537419)	1 70	03/11/04	2 16	01/15/13	1 70	(0 46)	LT
13601	Principal (GNMA #550851)	55 69	03/17/04	61 69	01/15/13	55 69	(6 00)	LT
13601	Principal (FNMA #559981)	30 01	03/29/04	30 77	01/25/13	30 01	(0 76)	LT
13600	Wells Fargo	100,000 00	09/27/10	107,027 00	01/31/13	100,000 00	(7027 00)	LT
13602	Vanguard Cap Gain Distribution				01/02/13	7,580 04	7,580 04	LT
				107,170 94		107,713 58	542 64	
13601	Principal (GNMA #595077)	20 81	03/11/04	22 24	02/15/13	20 81	(1 43)	LT
13601	Principal (GNMA #434307)	9 63	03/17/04	10 30	02/15/13	9 63	(0 67)	LT
13601	Principal (GNMA #537419)	1 71	03/11/04	2 17	02/15/13	1 71	(0 46)	LT
13601	Principal (GNMA #550851)	82 72	03/17/04	91 63	02/15/13	82 72	(8 91)	LT
13601	Principal (FNMA #559981)	25 26	03/29/04	25 90	02/15/13	25 26	(0 64)	LT
13602	Vanguard High Yield Corp	155,737 71	01/31/12	904,836 06	02/05/13	950,000 00	45,163 94	LT
				904,988 30		950,140 13	45,151 83	
13601	Principal (GNMA #595077)	55 16	03/11/04	58 96	03/15/13	55 16	(3 80)	LT
13601	Principal (GNMA #434307)	9 69	03/17/04	10 36	03/15/13	9 69	(0 67)	LT
13601	Principal (GNMA #537419)	1 73	03/11/04	2 19	03/15/13	1 73	(0 46)	LT
13601	Principal (GNMA #550851)	5 53	03/17/04	6 13	03/15/13	5 53	(0 60)	LT
13601	Principal (FNMA #559981)	25 42	03/29/04	26 07	03/25/13	25 42	(0 65)	LT
				103 71		97 53	(6 18)	
13601	Principal (GNMA #595077)	9 86	03/11/04	10 54	04/15/13	9 86	(0 68)	LT
13601	Principal (GNMA #434307)	759 62	03/17/04	812 22	04/15/13	759 62	(52 60)	LT
13601	Principal (GNMA #537419)	1 74	03/11/04	2 21	04/15/13	1 74	(0 47)	LT
13601	Principal (GNMA #550851)	6 24	03/17/04	6 91	04/15/13	6 24	(0 67)	LT
13601	Principal (FNMA #559981)	25 58	03/29/04	26 23	04/25/13	25 58	(0 65)	LT
13602	Vanguard ST Cap Gain distribution				04/02/13	823 92	823 92	ST
13602	Vanguard ST Cap Gain distribution				04/02/13	2,801 32	2,801 32	LT
				858 11		4,428 28	3,570 17	
13601	Principal (GNMA #595077)	74 09	03/11/04	79 19	05/15/13	74 09	(5 10)	LT

The Allerton Foundation, Inc 23-3035225

Gains/(losses) for the fiscal year ended 06/30/13

PBC

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT	
13601	Principal (GNMA #434307)	6 48	03/17/04	6 93	05/15/13	6 48	(0 45)	LT	
13601	Principal (GNMA #537419)	1 75	03/11/04	2 22	05/15/13	1 75	(0 47)	LT	
13601	Principal (GNMA #550851)	66 66	03/17/04	73 84	05/15/13	66 66	(7 18)	LT	
13601	Principal (FNMA #559981)	210 94	03/29/04	216 31	05/28/13	210 94	(5 37)	LT	
13600	Walmart Stores	200,000 00	07/02/07	190,052 00	05/01/13	200,000 00	9,948 00	LT	
13602	Merger FD CL 1	19,480 52	11/10/09	300,000 00	05/21/13	311,298 69	11,298 69	LT	
13602	Merger FD CL 1	0 37	12/30/09	6 43	05/21/13	5 88	(0 55)	LT	
13602	Merger FD CL 1	15,584 42	05/27/10	240,000 00	05/21/13	249,038 97	9,038 97	LT	
13602	Merger FD CL 1	644 04	12/31/10	10,162 98	05/21/13	10,291 79	128 81	LT	
13602	Merger FD CL 1	39,447 73	08/09/11	600,000 00	05/21/13	630,374 76	30,374 76	LT	
13602	Merger FD CL 1	1,779 70	01/03/12	27,727 00	05/21/13	28,439 57	712 57	LT	
13602	Merger FD CL 1	400 48	01/03/12	6,239 53	05/21/13	6,399 67	160 14	LT	
13602	Merger FD CL 1	1,580 82	01/02/13	24,929 45	05/21/13	25,261 47	332 02	ST	
13602	DFA US Small Cap	24,630 54	VARIOUS	440,377 42	05/23/13	650,000 00	209,622 58	LT	
13602	Ishares S&P Global Telecomm	850 00	08/08/11	47,991 37	05/23/13	54,567 83	6,576 46	LT	
13602	SPDR S&P Dividend ETF	1,900 00	03/19/04	93,095 49	05/23/13	133,066 74	39,971 25	LT	
13602	SPDR Secter Utilities ETF	2,000 00	08/09/11	64,347 66	05/23/13	80,190 40	15,842 74	LT	
13602	Vanguard High Dividend ETF	2,300 00	08/09/11	94,218 99	05/23/13	134,032 94	39,813 95	LT	
13602	SPDR Midcap Trust Series 1	3,600 00	03/19/04	391,176 00	05/24/13	797,500 99	406,324 99	LT	
13602	DFA US Small Cap	13,035 38	03/17/04	233,063 81	05/29/13	350,000 00	116,936 19	LT	
13602	SPDR Midcap Trust Series 1	925 00	09/19/04	100,510 50	05/31/13	201,551 77	101,041 27	LT	
				2,864,277 12		3,862,381 40	998,104 28		
13602	DFA US Small Cap	14,986 89	3/17/2004	267,955 38	06/10/13	400,000 00	132,044 62	LT	
13602	SPDR Midcap Trust Series 1	1,400 00	3/19/2004	152,124 00	06/12/13	300,542 00	148,418 00	LT	
13601	Principal (FNMA #559981)	18 42	03/29/04	18 89	06/25/13	18 42	(0 47)	LT	
13601	Principal (GNMA #595077)	18 23	03/11/04	19 49	06/17/13	18 23	(1 26)	LT	
13601	Principal (GNMA #434307)	6 52	03/17/04	6 97	06/17/13	6 52	(0 45)	LT	
13601	Principal (GNMA #537419)	1 85	03/11/04	2 35	06/17/13	1 85	(0 50)	LT	
13601	Principal (GNMA #550851)	49 29	03/17/04	54 60	06/17/13	49 29	(5 31)	LT	
				420,181 68		700,636 31	280,454 63		
	TOTAL			6,109,913 01		7,750,931 66	1,641,018 65		4501 01

Partnership Income G/L from K-1's		297,486 00	4517
PAGE 1 COL (a)	Total Gains	1,938,504 65	D03
	Total Proceeds	8,048,417 66	

As reported on 2012 Form K-1		Short Term	Long Term	Total
K-1	**Veritable WCP Partners, LP**	15 00	48 00	
K-1	**Veritable Silver Point Partners, LP**	1,321 00	2,957 00	
K-1	**Perceval Investment Partners, LP**	28,886 00	93,033 00	
K-1	**Veritable Regiment Partners**	-	(4,363 00)	
K-1	**WP Real Estate Fund IV**	-	3,342 00	
K-1	**Veritable Private Equity Partners**	2,003 00	166,390 00	
K-1	**CCP II Debt Acquisition, LP**	3,694 00	160 00	
		35,919 00	261,567 00	297,486 00
	Less Capital Gains Reported on Form 990-T	(11,234 00)	(50,252 00)	(61,486 00)
	K-1 Capital Gains to Form 990-PF Part IV	24,685 00	211,315 00	236,000 00
	Regular Capital Gains to Form 990-PF Part IV per above			1,641,018 65
	PAGE 1 COL (b)			1,877,018 65

Detail

Portfolio - income

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BLACKROCK LIQUIDITY FUNDS FEDFUND INSTITUTIONAL SHARES #30	$617,076.87 563,151.580	$563,151 58 $1.0000	1 44 %	$563,151.58 $1.00		0.02 %	$56.32	$4.86

Portfolio - principal

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BLACKROCK LIQUIDITY FUNDS FEDFUND INSTITUTIONAL SHARES #30	$4,673,478 65 2,508,882.090	$2,508,882.09 $1.0000	6.41 %	$2,508,882.09 $1.00		0.02 %	$250.91	$22.45

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ARCHER DANIELS SR UNSECURED 05.450% DUE 03/15/2018 RATING: A2 (039483AY8)	$293,642.50 250,000	$288,102.50 $115.2410	0 74 %	$259,070.00 $103.63	$29,032 50	4 73 %	$13,625 00	$4,011 81

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BERKSHIRE HATHAWAY FIN SR NOTES SERIES WI 04.850% DUE 01/15/2015 RATING· AA2 (084664AT8)	267,470.00 250,000	266,105 00 106 4420	0 68 %	242,257.50 96.90	23,847 50	4.56 %	12,125 00	5,590.97
GENERAL ELECTRIC CO SR UNSECURED 05.250% DUE 12/06/2017 RATING. AA3 (369604BC6)	404,362.00 350,000	395,202 50 112.9150	1.01 %	387,145 50 110 61	8,057.00	4.65 %	18,375 00	1,276.04
GLAXOSMITHKLINE CAP INC COMP GUARNT 04.375% DUE 04/15/2014 RATING: A1 (377372AA5)	258,487.50 250,000	257,740 00 103 0960	0 66 %	236,500.25 94.60	21,239.75	4.25 %	10,937.50	2,309.03
HONEYWELL INTERNATIONAL SR UNSEC 05.000% DUE 02/15/2019 RATING: A2 (438516AZ9)	157,991 85 135,000	154,309.05 114 3030	0.40 %	147,278.25 109 10	7,030.80	4.38 %	6,750.00	2,550.00
IBM CORP NOTES 07 625% DUE 10/15/2018 RATING: AA3 (459200GM7)	422,565.00 325,000	413,539.75 127 2430	1.06 %	410,133.75 126.20	3,406.00	6 00 %	24,781 25	5,231.60
JP MORGAN CHASE & CO NOTES 06.000% DUE 01/15/2018 RATING· A2 (46625HGY0)	291,720 00 250,000	285,290 00 114 1160	0.73 %	277,505 00 111.00	7,785 00	5.26 %	15,000.00	6,916 67

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
JPMORGAN CHASE & CO SR UNSEC VAR% DUE 07/30/2015 RATING: A2 (48124AYW1)	99,810.00 100,000	100,020.00 100 0200	0 26 %	100,000.00 100.00	20 00	1.00 %	997.20	916.87
PHILLIPS PETE CO DEB 06.650% DUE 07/15/2018 RATING: A1 (718507BH8)	306,397.50 250,000	299,662.50 119 8650	0.77 %	270,095 00 108.04	29,567 50	5.55 %	16,625.00	7,665.97
PROCTER & GAMBLE CO NTS 04.950% DUE 08/15/2014 RATING: AA3 (742718DA4)	263,632.50 250,000	262,480.00 104.9920	0 67 %	247,312.50 98.93	15,167 50	4 72 %	12,375.00	4,675.00
TARGET CORP SR UNSEC 03 875% DUE 07/15/2020 RATING. A2 (87612EAV8)	137,586 25 125,000	133,621 25 106.8970	0 35 %	142,797 50 114.24	- 9,176.25	3.63 %	4,843.75	2,233.51
TARGET CORP SR UNSECURED SERIES MTNI 04.875% DUE 05/15/2018 RATING: A2 (87612FAB9)	198,430.75 175,000	194,160.75 110 9490	0.50 %	190,319.50 108.75	3,841.25	4 40 %	8,531.25	1,090.10
WALMART STORES 07.550 % DUE 02/15/2030 RATING: AA2 (931142BF9)	28,238.20 20,000	27,436 00 137.1800	0 07 %	24,878.80 124.39	2,557.20	5 51 %	1,510.00	570.44

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
WELLS FARGO COMPANY SR UNSEC 05.625% DUE 12/11/2017 RATING: A2 (949746NX5)	320,355 75 275,000	312,589 75 113 6690	0 80 %	301,474 25 109 63	11,115 50	4 95 %	15,468 75	859.38
Total corporate bonds STMT 12		$3,390,259.05	8.65 %	$3,236,767.80	$153,491.25	4.78 %	$161,944.70	$45,897.39

Treasury bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY BOND TREASURY INFLATION PROTECTN SECS 02.000% DUE 01/15/2014 RATING: AAA (912828BW9)	$223,592 11 175,000	$223,488 21 $127.7076	0.58 %	$183,595.10 $104.91	$39,893 11	1.96 %	$4,372 23	$2,017 03
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02.125% DUE 01/15/2019 RATING: AAA (912828JX9)	633,472 75 500,000	612,493 15 122 4986	1 57 %	506,600.02 101.32	105,893.13	1.87 %	11,422 83	5,269 65
USA TREASURY NOTE 01.875% DUE 04/30/2014 RATING· AAA (912828KN9)	761,722 50 750,000	760,545.00 101.4060	1 95 %	770,546 87 102 74	- 10,001.87	1.85 %	14,062 50	2,382 17
USA TREASURY NOTES 02.625% DUE 12/31/2014 RATING: AAA (912828ME7)	311,238 00 300,000	310,641 00 103 5470	0 80 %	319,652 34 106 55	- 9,011.34	2 54 %	7,875 00	3,959.25

Detail

Treasury bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY NOTES 01.250% DUE 10/31/2015 RATING: AAA (912828PE4)	204,110 00 200,000	203,688 00 101.8440	0.52 %	192,734.37 96.37	10,953.63	1.23 %	2,500.00	421.20
Total treasury bonds	①	$2,110,855.36	5.39 %	$1,973,128.70	$137,726.66	1.91 %	$40,232.56	$14,049.30

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL FARM CREDIT BANK BONDS CALL 08/21/13 @100 02.980% DUE 08/21/2026 RATING. AAA (3133EAM62)	$247,365.00 250,000	$235,080.00 $94.0320	0 60 %	$250,000.00 $100.00	- $14,920 00	3.17 %	$7,450.00	$2,690.28
FEDERAL HOME LOAN BANK BDS 05.000% DUE 12/08/2017 RATING. AAA (3133XN5N5)	116,957.00 100,000	115,061 00 115 0610	0 30 %	113,910 00 113.91	1,151.00	4.35 %	5,000.00	319.44
FEDERAL HOME LOAN BANK BDS CALL 12/10/12 @ 100 03.000% DUE 09/10/2027 RATING: AAA (313380MR5)	172,611.25 175,000	165,649.75 94 6570	0.43 %	174,781 25 99.88	- 9,131.50	3.17 %	5,250 00	1,618.75
FEDERAL NATL MTG ASSN POOL #559981 07.000% DUE 12/01/2015 RATING: N/A (31386DCS7)	460.09 420.630	436 09 103 6750	0.01 %	431.34 102.55	4 75	6.76 %	29.44	2.54

Detail

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GOVT NATL MTG ASSN POOL #595077 06.000% DUE 10/15/2032 RATING: N/A (36200ACN7)	1,130 77 983.061	1,102.75 112.1750	0.01 %	1,050.78 106.89	51.97	5.35 %	58.98	5 08
GOVERNMENT NATL MTG ASSN POOL #434307 06.500% DUE 04/15/2029 RATING. N/A (36207KNY2)	2,357.14 2,178.259	2,350 71 107 9170	0 01 %	2,329 09 106.92	21.62	6.03 %	141.59	12.19
GOVT NATL MTG ASSN POOL #537419 07.500% DUE 03/15/2031 RATING. N/A (36212MAU3)	762 50 736.610	761.39 103 3640	0 01 %	934.02 126 80	- 172.63	7.26 %	55.25	4.76
GOVT NATL MTG ASSN POOL #550851 07.000% DUE 09/15/2031 RATING. N/A (36213C5L0)	2,254.19 1,863.231	2,176.76 116 8270	0.01 %	2,063.80 110.76	112.96	6 00 %	130 43	11 23
Total agency bonds	①	$522,618.45	1.33 %	$545,500.28	- $22,881.83	3.47 %	$18,115.69	$4,664.27

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BERGEN CNTY N J SER B GO CALL 11/1/18 @ 100 06.000% DUE 11/01/2019 RATING: AAA (083763DP4)	$297,080.00 250,000	$288,572 50 $115.4290	0 74 %	$249,992 50 $100 00	$38,580.00	5 20 %	$15,000.00	$2,500.00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EAST CAROLINA UNIV N C UNIV RE BUILD AMERICA BONDS-TAXABLE REV 04.481% DUE 10/01/2019 RATING: AA2 (271371TT3)	161,554.50 150,000	156,397.50 104.2650	0.40 %	159,393.00 106.26	- 2,995.50	4.30 %	6,721.50	1,680.37
JOHNSON CNTY KANS UNI SCH DIST BUILD AMERICA BONDS 2009A 04.200% DUE 10/01/2016 RATING: AAA (478700H59)	277,377.50 250,000	273,975.00 109.5900	0.70 %	268,770.00 107.51	5,205.00	3 84 %	10,500.00	2,625 00
LEHIGH CNTY PA TAXABLE CALL 06/15/17 @100 MBIA 05.480% DUE 12/15/2017 RATING: AA1 (524786VP2)	217,296.30 195,000	212,819.10 109.1380	0.55 %	198,812.25 101 96	14,006.85	5.03 %	10,686 00	474.93
MUKWONAGO WIS SCH DIST TAXABLE REF GO 03.350% DUE 04/01/2019 NOT RATED (625070HV2)	132,441 25 125,000	128,395 00 102 7160	0.33 %	125,000 00 100 00	3,395 00	3 27 %	4,187 50	1,046 87
NEW YORK N Y CITY TRANSITIONAL AUTH REV TAXABLE FUTURE SER A-2 05.190% DUE 08/01/2016 RATING: AA1 (64971MDC3)	283,155.00 250,000	279,697.50 111.8790	0.72 %	247,785 00 99.11	31,912 50	4.64 %	12,975.00	5,406 25
NEW YORK ST DORM AUTH ST PERS TAXABLE GEN PURP SER B REV 03.400% DUE 03/15/2019 NOT RATED (6499024S9)	105,482 00 100,000	102,293.00 102.2930	0 27 %	100,000 00 100.00	2,293 00	3 33 %	3,400.00	1,001 11
NORWOOD MASS TAXABLE MUN PURP LN SER B 04.000% DUE 08/15/2015 NOT RATED (669555QL1)	265,525 00 250,000	263,215.00 105.2860	0 68 %	258,947 50 103.58	4,267.50	3.80 %	10,000.00	3,777.78

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PENNSYLVANIA ST HSG FIN AGY SF AMT-SER 114AREV 02.400% DUE 10/01/2019 RATING: AA2 (708796F93)	250,177.50 250,000	245,632.50 98.2530	0 63 %	250,000 00 100 00	- 4,367 50	2.45 %	6,000 00	1,500.00
QUEEN ANNES CNTY MD BLD AMER BNDS PUB FACS-S GO 04.300% DUE 10/01/2018 RATING: AA2 (748233NF6)	139,135.00 125,000	135,502.50 108 4020	0 35 %	143,866 25 115 09	- 8,363.75	3.97 %	5,375 00	1,343 75
SEATTLE WA WTR SYS REVENUE BLD AMER BNDS TAXABLE SE 05.470% DUE 08/01/2027 RATING: AA1 (812728QP1)	245,722.00 200,000	232,604 00 116.3020	0 60 %	252,894 00 126 45	- 20,290 00	4 71 %	10,940 00	4,558 33
UNIVERSITY MINN TAXABLE SER B CALL 04/01/19 @100 05.375% DUE 04/01/2022 RATING· AA1 (914460DX5)	298,807 60 260,000	290,526 60 111.7410	0 75 %	262,511.60 100 97	28,015.00	4.82 %	13,975 00	10,481.25
Total municipal bonds	①	**$2,609,630.20**	**6.66 %**	**$2,517,972.10**	**$91,658.10**	**4.21 %**	**$109,760.00**	**$36,395.64**

Etf - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
NUVEEN BUILD AMERICAN BOND FUND (NBB)	 9,500	$183,920.00 $19 3600	0 47 %	$186,953.92 $19.68	- $3,033 92	7 04 %	$12,939 00	$350.26
NUVEEN BUILD AMERICA BOND (NBD) OPPORTUNITY FUND	 3,000	60,000.00 20 0000	0 16 %	63,278.95 21.09	- 3,278.95	6 64 %	3,978 00	331.50
Total etf - fixed income	①	**$243,920.00**	**0.62 %**	**$250,232.87**	**- $6,312.87**	**6.94 %**	**$16,917.00**	**$681.76**

Detail

Σ ① Gov't Bonds 6,431,565

Mutual funds - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BLACKROCK FUND II FLOATING RATE (BFRIX) INCOME PORTFOLIO CLASS I FUND #801	$954,549.81 90,996.169	① $944,540.23 $10.3800	2.41 %	$950,000.00 $10.44	- $5,459.77	4.35 %	$41,039.27	$3,338.00
PUTNAM CONVERTIBLE INCOME GROWTH (PCGYX) TRUST CLASS Y	1,159,995.37 51,486.701	1,129,618.22 21.9400	2.89 %	1,000,000.00 19 42	129,618 22	2.83 %	31,921.75	
VANGUARD HIGH YIELD CORP (VWEAX) ADM FD # 529	100,241.53 16,379.335	96,801 87 5.9100	0 25 %	95,163.94 5 81	1,637 93	6.21 %	6,011.22	448.04
VANGUARD SHORT TERM INVMT GRADE (VFSUX) ADMR SHS FD #539	1,774,717 51 164,783.427	1,756,591.33 10 6600	4 49 %	1,750,000 00 10.62	6,591.33	2.01 %	35,263 65	2,375 66
Total mutual funds - fixed income		**$3,927,551.65**	**10.02 %**	**$3,795,163.94**	**$132,387.71**	**2.91 %**	**$114,235.89**	**$6,161.70**

Total fixed income		**$12,804,834.71**	**32.67 %**	**$12,318,765.69**	**$486,069.02**	**3.60 %**	**$461,205.84**	**$107,850.06**

Equities

Stocks

Unclassified

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
STARWOOD PROPERTY TRUST INC (STWD)	$720,508.00 28,400	$702,900 00 $24.7500	1.80 %	$548,333.83 $19.31	$154,566.17	7.44 %	$52,256 00	$13,064.00

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES GLOBAL TELECOMM (IXP) ETF	$274,542.45 4,550	$270,224.50 $59.3900	0.69 %	$256,894.97 $56.46	$13,329.53	4 19 %	$11,306.75	$6,121.12
THE JPMORGAN ALERIAN MLP INDEX (AMJ) ETN ETF	427,230.00 9,400	438,416.00 46 6400	1.12 %	298,262.49 31.73	140,153.51	4 47 %	19,580.20	

Detail

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
SPDR S&P 500 ETF TRUST (SPY)	7,278,205.85 44,530	7,143,502.60 160 4200	18.23 %	4,957,607.75 111 33	2,185,894 85	2.08 %	148,463 02	37,365 12
SPDR S&P DIVIDEND (SDY) ETF	283,500 00 4,200	278,460.00 66 3000	0.72 %	205,790.02 49.00	72,669.98	2.77 %	7,686 00	1,750 56
SPDR MIDCAP TRUST SERIES 1 (MDY) ETF	4,265,287 00 18,365	3,858,486.50 210 1000	9 85 %	1,995,540.90 108.66	1,862,945 60	1 18 %	45,159.54	13,516 64
SPDR ENERGY SELECT FUND (XLE) ETF	708,400 00 8,800	689,040 00 78 3000	1 76 %	500,098.87 56 83	188,941.13	1.84 %	12,636 80	3,293 84
SPDR SECTOR TR (XLU) SHS BEN INT-UTILITIES ETF	271,296 00 7,200	270,936 00 37 6300	0.70 %	231,651.58 32.17	39,284.42	3.94 %	10,663.20	2,666.88
VANGUARD HIGH DIVIDEND YIELD (VYM) ETF	284,350.00 5,000	281,850.00 56 3700	0 72 %	204,823 88 40 96	77,026 12	2.98 %	8,375 00	
Total etf - equity		**$13,230,915.60**	**33.76 %**	**$8,650,670.46**	**$4,580,245.14**	**1.99 %**	**$263,870.51**	**$64,714.16**

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DFA US SMALL CAP PORTFOLIO (DFSTX) FUND #031	$2,870,275 26 93,170 444	$2,469,016.77 $26.5000	6 30 %	$1,667,710 54 $17 90	$801,306.23	1.28 %	$31,398 44	
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011	1,453,389.20 22,250.294	1,387,305.83 62.3500	3.54 %	948,900.18 42.65	438,405 65	2.02 %	27,946.37	
HARRIS ASSOC INVT TR (OAKIX) CLASS I OAKMARK INTL FD FUND #109	1,624,311.59 68,248.386	1,561,523.07 22 8800	3.99 %	1,129,659.49 16 55	431,863.58	1.92 %	29,961 04	
IVA INTERNATIONAL (IVIQX) FUND CLASS I	1,073,281 45 64,850 843	1,067,444 88 16.4600	2 73 %	1,000,000 00 15.42	67,444 88	2.90 %	30,869.00	
DREYFUS INTERNATIONAL (DISRX) STOCK FUND CL I	1,385,527 29 93,806 858	1,351,756 82 14 4100	3.45 %	1,129,922.23 12.05	221,834.59	1.66 %	22,419 84	

Detail

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
Total mutual funds - equity		$7,837,047.37	20.00 %	$5,876,192.44	$1,960,854.93	1.82 %	$142,594.69	
Total equities	STMT 11	$21,770,862.97	55.55 %	$15,075,196.73	$6,695,666.24	2.11 %	$458,721.20	$77,778.16

Alternative investments

Mutual funds - alternative invest

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GATEWAY FUND (GTEYX) FUND CLASS Y FD #1986	$605,862 46 21,562.992	$601,391.85 $27.8900	1.54 %	$537,739.88 $24 94	$63,651 97	1 89 %	$11,320 57	
PIMCO COMMODITY REAL RETURN (PCRIX) STRATEGY FUND INSTITUTIONAL CL FD #045	1,033,082.70 171,086.203	946,106 70 5.5300	2.42 %	1,856,142.60 10.85	- 910,035.90	2 65 %	24,978.59	
Total mutual funds - alternative invest		$1,547,498.55	3.95 %	$2,393,882.48	- $846,383.93	2.35 %	$36,299.16	
Total alternative investments		$1,547,498.55	3.95 %	$2,393,882.48	- $846,383.93	2.35 %	$36,299.16	
Total portfolio		$39,195,229.90	100.00 %	$32,859,878.57	$6,335,351.33	2.44 %	$956,533.43	$185,655.53

Pending Trades

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 07/01/12	Newly Allocated 2013	Amount Paid 2013	Ending Balance 06/30/13
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103-1195 *general operating support*	501c(3)	$0 00	$25,000 00	$25,000 00	$0 00
Audubon Pennsylvania John James Audubon Center Audubon, PA 19403 *Leadership and Conservation Center in Fairmount Park*	501c(3)	$1,000,000 00	$0 00	$0.00	$1,000,000 00
Autism Speaks 1 East 33rd Street New York, NY 10016 *autism research*	501c(3)	$0 00	$1,000,000 00	$1,000,000 00	$0.00
Becker College 61 Sever Street Worcester, MA 01609 *Allerton Chair of Animal Health Sciences*	501c(3)	$500,000 00	$0.00	$500,000.00	$0.00
Bucks County SPCA P O Box 277 Lahaska, PA 18931 *general operating support*	501c(3)	$0 00	$15,000 00	$15,000 00	$0 00
Canine Partners for Life P.O Box 170 Cochranville, PA 19330-0170 *general operating support*	501c(3)	$0.00	$10,000 00	$10,000 00	$0.00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 07/01/12	Newly Allocated 2013	Amount Paid 2013	Ending Balance 06/30/13
Children's Hospital Foundation Center for Autism Research 3535 Market Street, Suite 860 Philadelphia, PA 19104 *Unrestricted grant for the Center for Autism Research*	501c(3)	$0 00	$500,000.00	$500,000 00	$0 00
The Conservation Fund 5807 Kennett Pike Centreville, DE 19807 *Delaware Bay Habitat Conservation Fund* *and operating expenses*	501c(3)	$0 00	$350,000.00	$350,000.00	$0 00
Norristown Zoological Society 1661 Harding Boulevard Norristown, PA 19401 *general operating support*	501c(3)	$0.00	$114,000 00	$114,000 00	$0 00
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103-1194 *educational programs*	501c(3)	$0 00	$25,000 00	$25,000 00	$0 00
Hope Springs Equestrian Therapy, Inc. P O. Box 156 Chester Springs, PA 19425 *general operating support*	501c(3)	$0 00	$10,000.00	$10,000 00	$0.00
Large Animal Protection Society P.O Box 243 West Grove, PA 19390 *general operating support*	501c(3)	$0.00	$5,000 00	$5,000 00	$0.00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2013

Recipient and/or Purpose	**Tax Status**	**Beginning Balance 07/01/12**	**Newly Allocated 2013**	**Amount Paid 2013**	**Ending Balance 06/30/13**
Main Line Animal Rescue, Inc. P.O Box 89 Chester Springs, PA 19425 *general operating support*	501c(3)	$0 00	$20,000 00	$20,000 00	$0.00
Marine Mammal Stranding Center P.O. Box 773 Brigantine, NJ 08203 *Marine Mammal and Sea Turtle Rescue Program*	501c(3)	$0.00	$25,000 00	$25,000 00	$0 00
Morris Animal Refuge 1242 Lombard Street Philadelphia, PA 19147 *general operating support*	501c(3)	$0 00	$10,000 00	$10,000 00	$0 00
Pals for Life 939 Radnor Road Wayne, PA 19087 *general operating support*	501c(3)	$0.00	$5,000 00	$5,000.00	$0.00
Pennsylvania Environmental Council 800 North Third Street Harrisburg, PA 17102 *development of trail and greenway infrastructure*	501c(3)	$0 00	$50,000.00	$50,000 00	$0 00
Pennsylvania Society for the Prevention of Cruelty to Animals 350 E Erie Avenue Philadelphia, PA 19134 *Humane Law Enforcement Department and facilities*	501c(3)	$0 00	$100,000 00	$100,000 00	$0 00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 07/01/12	Newly Allocated 2013	Amount Paid 2013	Ending Balance 06/30/13
Philadelphia Animal Welfare Society 2900 Grays Ferry Avenue Philadelphia, PA 19106 *operating support*	501c(3)	$0 00	$25,000 00	$25,000 00	$0 00
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101-7646 *operating support*	501c(3)	$0 00	$50,000 00	$50,000 00	$0 00
Ryerss Farm for Aged Equines 1710 Ridge Road Pottstown, PA 19465 *general operating support*	501c(3)	$0 00	$10,000 00	$10,000 00	$0 00
Teach for America, Inc. 1714 Memphis Street Philadelphia, PA 19125 *general operating support*	501c(3)	$0.00	$25,000 00	$25,000.00	$0 00
Temple University Ambler Center for Sustainable Communities Ambler, PA 19002-3999 *EarthFest 2013*	509a(1)	$0 00	$12,500 00	$12,500.00	$0 00
Tri-State Bird Rescue and Research, Inc. 110 Possum Hollow Road Newark, DE 19711 *Wild Bird Clinic*	501c(3)	$0 00	$15,000 00	$15,000 00	$0.00

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2013

Recipient and/or Purpose	**Tax Status**	**Beginning Balance 07/01/12**	**Newly Allocated 2013**	**Amount Paid 2013**	**Ending Balance 06/30/13**
Wayne Art Center 413 Maplewood Avenue Wayne, PA 19087-4792 *building improvements*	501c(3)	$0 00	$150,000 00	$150,000 00	$0 00
Woodford Cedar Run Wildlife Refuge 4 Sawmill Road Medford, NJ 08055-8133 *wildlife rescue and rehabilitation*	501c(3)	$0 00	$25,000 00	$25,000 00	$0 00
Woodmere Art Museum, Inc. 9201 Germantown Avenue Philadelphia, PA 19118-2618 *general operating support*	501c(3)	$0 00	$25,000.00	$25,000 00	$0.00
Total		$ 1,500,000 00	$ 2,601,500 00	$ 3,101,500 00	$ 1,000,000 00
Present Value Adjustments		(3,329)	(20,103)		(23,432)
Adjusted Totals		1,496,671	2,581,397	3,101,500	976,568
		To Part II Line 18 Col (a)	To Part I Line 25 Col (a)	To Part XV Line 3a	To Part II Line 18 Col (b)