Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

BARBARA ALLEN CHARITABLE FOUNDATION
PO BOX 973
EDWARDS, CO 81632

A Employer identification number: 84-1435014

B Telephone number (see 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 ► [ ]

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: [X] 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)* ► $ 468,386.

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

SCANNED APR 1 6 2015

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (attach schedule)	173,262.			
	2	Ck ► [ ] if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2.	2.	N/A	
	4	Dividends and interest from securities	11,553.	11,553.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,774.			
	b	Gross sales price for all assets on line 6a 158,661.				
	7	Capital gain net income (from Part IV, line 2)		9,774.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	194,591.	21,329.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	600.	600.		
	c	Other prof fees (attach sch) SEE ST 2	1,430.	1,430.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 3	505.	505.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,535.	2,535.		
	25	Contributions, gifts, grants paid PART XV	26,675.			26,675.
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,210.	2,535.		26,675.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	165,381.			
	b	**Net investment income** (if negative, enter -0-)		18,794.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	12,086.	8,391.	
	2	Savings and temporary cash investments			
	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	162,440.	304,804.	326,339.
	c	Investments – corporate bonds (attach schedule) STATEMENT 5	89,193.	145,506.	142,047.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	29,551.		
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	293,270.	458,701.	468,386.
LIABILITIES	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 ► SEE STATEMENT 6)		50.	
	23	**Total liabilities** (add lines 17 through 22)	0.	50.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	293,270.	458,651.	
	30	**Total net assets or fund balances** (see instructions)	293,270.	458,651.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	293,270.	458,701.	

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	293,270.
2	Enter amount from Part I, line 27a	2	165,381.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	458,651.
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	458,651.

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)
1a	SEE STMT CG DISTRIBUTIONS	P	VARIOUS	VARIOUS
b	LT CAPITAL GAIN / LOSS SEE STMT	P	VARIOUS	VARIOUS
c	OTHER GAINS	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	8,905.			8,905.
b	149,476.		148,887.	589.
c	280.			280.
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				8,905.
b				589.
c				280.
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** 9,774.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — **3** 9,774.

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))
2013	10,825.	232,727.	0.046514
2012	48,125.	136,525.	0.352500
2011	22,114.	113,999.	0.193984
2010	11,002.	141,253.	0.077889
2009	17,972.	133,074.	0.135053

2	**Total** of line 1, column (d)	2	0.805940
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	0.161188
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	382,260.
5	Multiply line 4 by line 3	5	61,616.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	188.
7	Add lines 5 and 6	7	61,804.
8	Enter qualifying distributions from Part XII, line 4	8	26,675.

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 ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b			1	376.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	376.
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	376.
6 Credits/Payments				
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6a	1,976.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,976.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,600.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ► 1,600.	**Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4 a 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	N/A	
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO			
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 2014 or the taxable year beginning in 2014 (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 ► BARBARA ALLEN Telephone no ► 970-926-5253

Located at ► PO BOX 973, EDWARDS, CO ZIP + 4 ► 81632

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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 2014, 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 FinCEN Form 114, (formerly 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
1 a	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)?		1 b	N/A	
	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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__				
3 a	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 2014 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 2014)*		3 b	N/A	
4 a	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 2014?		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

(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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

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

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** No: 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 (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, TREA 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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	1 a	370,804.
b	Average of monthly cash balances	1 b	17,277.
c	Fair market value of all other assets (see instructions)	1 c	
d	**Total** (add lines 1a, b, and c)	1 d	388,081.
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	388,081.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,821.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	382,260.
6	**Minimum investment return.** Enter 5% of line 5	6	19,113.

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	19,113.
2 a	Tax on investment income for 2014 from Part VI, line 5 — 2 a: 376.		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2 b:		
c	Add lines 2a and 2b	2 c	376.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	18,737.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,737.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	18,737.

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	26,675.
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	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	26,675.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,675.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				18,737.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009 — 11,346.				
b From 2010 — 3,952.				
c From 2011 — 16,416.				
d From 2012 — 41,343.				
e From 2013				
f **Total** of lines 3a through e	73,057.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 26,675.				
a Applied to 2013, but not more than line 2a			0.	
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 2014 distributable amount				18,737.
e Remaining amount distributed out of corpus	7,938.			
5 Excess distributions carryover applied to 2014 *(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	80,995.			
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 2013 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	11,346.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	69,649.			
10 Analysis of line 9				
a Excess from 2010 — 3,952.				
b Excess from 2011 — 16,416.				
c Excess from 2012 — 41,343.				
d Excess from 2013				
e Excess from 2014 — 7,938.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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).)

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 address 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
a Paid during the year				
SEE STATEMENT	N/A	PUBLIC	VARIOUS	26,675.
Total			► 3a	26,675.
b Approved for future payment				
Total			► 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) 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			14	2.	
4 Dividends and interest from securities			14	11,553.	
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					9,774.
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)				11,555.	9,774.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 21,329.

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

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

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

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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			

2 a 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

B Allen — Signature of officer or trustee | 3-26-15 — Date | PRESIDENT — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA MCDONOUGH, CPA	LINDA MCDONOUGH, CPA	3/20/15		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

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

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2014

Name of the organization	Employer identification number
BARBARA ALLEN CHARITABLE FOUNDATION	84-1435014

Organization type (check one)

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

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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 PO BOX 973 EDWARDS, CO 81632	$ 173,262.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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
1	PUBLIC TRADE SECURITIES	$ 148,262.	VARIOUS
		$	
		$	
		$	
		$	
		$	

TEEA0703L 07/14/14

Name of organization
BARBARA ALLEN CHARITABLE FOUNDATION

Employer identification number
84-1435014

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8) or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ 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

(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

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.		
TOTAL	$ 600.	$ 600.		$ 0.

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	$ 1,430.	$ 1,430.		
TOTAL	$ 1,430.	$ 1,430.		$ 0.

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
FIDUCIARY FEES	$ 302.	$ 302.		
OFFICE SUPPLIES	31.	31.		
TAXES / LICENSE	172.	172.		
TOTAL	$ 505.	$ 505.		$ 0.

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN - EQUITIES	COST	$ 304,804.	$ 326,339.
	TOTAL	$ 304,804.	$ 326,339.

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

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN - FIXED INCOME	COST	$ 145,506.	$ 142,047.
	TOTAL	$ 145,506.	$ 142,047.

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

OTHER DUE TO	$ 50.
TOTAL	$ 50.

CONTRIBUTION SCHEDULE

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

BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)
Portfolio Valuation

As of December 31, 2014
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
FIXED INCOME											
MUTUAL FUNDS											
		ABNOX									
25	AB BOND INFLATION STRATEGY CLASS I*		04/27/12	$11 08	$10 46	$279 15	$263 53	$5	0 86%*	0 1%	0 2%
63	AB BOND INFLATION STRATEGY CLASS I*		05/07/12	$11 08	$10 46	$700 00	$660 83	$13	0 86%*	0 1%	0 5%
10	AB BOND INFLATION STRATEGY CLASS I*		06/18/12	$10 99	$10.46	$106 95	$101 80	$2	0 86%*	0 0%	0 1%
2	AB BOND INFLATION STRATEGY CLASS I*		07/18/12	$11 07	$10 46	$22 24	$21 01	$0	0 86%*	0 0%	0 0%
1,212	AB BOND INFLATION STRATEGY CLASS I*		08/07/12	$11 14	$10 46	$13,500 00	$12,675 94	$240	0 86%*	2 7%	8 9%
7	AB BOND INFLATION STRATEGY CLASS I*		11/16/12	$11 31	$10 46	$82 55	$76 35	$1	0 86%*	0 0%	0 1%
3	AB BOND INFLATION STRATEGY CLASS I*		12/18/12	$11 33	$10 46	$34 38	$31 75	$1	0 86%*	0 0%	0 0%
7	AB BOND INFLATION STRATEGY CLASS I*		05/15/13	$11 29	$10 46	$75 62	$70 06	$1	0 86%*	0 0%	0 0%
3	AB BOND INFLATION STRATEGY CLASS I*		08/16/13	$10 70	$10.46	$30 17	$29 50	$1	0 86%*	0 0%	0 0%
2	AB BOND INFLATION STRATEGY CLASS I*		09/17/13	$10 49	$10 46	$18 65	$18 60	$0	0 86%*	0 0%	0 0%
1	AB BOND INFLATION STRATEGY CLASS I*		10/16/13	$10 69	$10 46	$6 80	$6 65	$0	0 86%*	0 0%	0 0%
269	AB BOND INFLATION STRATEGY CLASS I*		10/22/13	$10 78	$10 46	$2,900 00	$2,813 92	$53	0 86%*	0 6%	2 0%
1	AB BOND INFLATION STRATEGY CLASS I*		11/15/13	$10.67	$10 46	$5.93	$5 82	$0	0 86%*	0 0%	0 0%
3	AB BOND INFLATION STRATEGY CLASS I*		12/17/13	$10 60	$10 46	$30 79	$30 39	$1	0 86%*	0 0%	0 0%
285	AB BOND INFLATION STRATEGY CLASS I*		02/06/14	$10 71	$10 46	$3,050 00	$2,978 81	$56	0 86%*	0 6%	2 1%
3	AB BOND INFLATION STRATEGY CLASS I*		04/11/14	$10 73	$10 46	$34 80	$33 92	$1	0 86%*	0 0%	0 0%
8	AB BOND INFLATION STRATEGY CLASS I*		05/15/14	$10 80	$10 46	$90.19	$87 35	$2	0 86%*	0 0%	0 1%
8	AB BOND INFLATION STRATEGY CLASS I*		06/12/14	$10 85	$10 46	$90 02	$86 79	$2	0 86%*	0 0%	0 1%
6	AB BOND INFLATION STRATEGY CLASS I*		07/16/14	$10 93	$10 46	$64 60	$61 82	$1	0 86%*	0 0%	0 0%
5	AB BOND INFLATION STRATEGY CLASS I*		08/18/14	$10 91	$10 46	$55 98	$53 67	$1	0 86%*	0 0%	0 0%
255	AB BOND INFLATION STRATEGY CLASS I*		10/06/14	$10 70	$10 46	$2,730 00	$2,668 76	$51	0 86%*	0 6%	1 9%
1	AB BOND INFLATION STRATEGY CLASS I*		11/14/14	$10 70	$10 46	$6 53	$6 38	$0	0 86%*	0 0%	0 0%
12	AB BOND INFLATION STRATEGY CLASS I*		12/17/14	$10 52	$10 46	$127 21	$126 48	$2	0 86%*	0 0%	0 1%
521	AB BOND INFLATION STRATEGY CLASS I*		12/29/14	$10 44	$10.46	$5,440.00	$5,450 42	$103	0 86%*	1 2%	3 8%
2,711						$29,482 56	$28,360 54	$537	0 86%	6 1%	20 0%
		ANAYX									
1,151	AB GLOBAL BOND FUND- ADV *		06/07/13	$8 50	$8 42	$9,780 00	$9,687 95	$275	1 89%*	2 1%	6 8%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
1	AB GLOBAL BOND FUND- ADV *		07/02/13	$8.35	$8 42	$11.56	$11 65	$0	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		08/02/13	$8 33	$8 42	$22 24	$22 48	$1	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		09/04/13	$8 19	$8 42	$23 33	$23 99	$1	1 89% *	0 0%	0 0%
2	AB GLOBAL BOND FUND- ADV *		10/02/13	$8 25	$8 42	$19 13	$19 53	$1	1 89% *	0 0%	0 0%
229	AB GLOBAL BOND FUND- ADV *		10/22/13	$8 31	$8 42	$1,900 00	$1,925 15	$55	1 89% *	0 4%	1 4%
3	AB GLOBAL BOND FUND- ADV *		11/04/13	$8.32	$8 42	$24 13	$24 42	$1	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		12/03/13	$8 29	$8 42	$27.20	$27 63	$1	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		01/03/14	$8 23	$8 42	$27 00	$27 63	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		02/04/14	$8 33	$8 42	$31 15	$31 48	$1	1 89% *	0 0%	0 0%
220	AB GLOBAL BOND FUND- ADV *		02/06/14	$8 32	$8 42	$1,830 00	$1,852 00	$53	1 89% *	0 4%	1 3%
4	AB GLOBAL BOND FUND- ADV *		03/04/14	$8.38	$8 42	$30 30	$30 45	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		04/02/14	$8 38	$8 42	$32.24	$32 39	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		05/02/14	$8 42	$8 42	$32 73	$32 73	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		06/03/14	$8 49	$8 42	$34 28	$34 00	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		07/02/14	$8 49	$8 42	$30 83	$30 57	$1	1 89% *	0 0%	0 0%
5	AB GLOBAL BOND FUND- ADV *		08/04/14	$8 48	$8 42	$40 00	$39 72	$1	1 89% *	0 0%	0 0%
4	AB GLOBAL BOND FUND- ADV *		09/03/14	$8.56	$8 42	$32 60	$32 06	$1	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		10/02/14	$8 51	$8 42	$26 59	$26 31	$1	1 89% *	0 0%	0 0%
166	AB GLOBAL BOND FUND- ADV *		10/06/14	$8 53	$8 42	$1,415 00	$1,396 75	$40	1 89% *	0 3%	1 0%
4	AB GLOBAL BOND FUND- ADV *		11/04/14	$8 54	$8 42	$30 95	$30 51	$1	1 89% *	0 0%	0 0%
3	AB GLOBAL BOND FUND- ADV *		12/02/14	$8.59	$8 42	$29 40	$28 82	$1	1 89% *	0 0%	0 0%
39	AB GLOBAL BOND FUND- ADV *		12/10/14	$8 39	$8 42	$323 24	$324 40	$9	1 89% *	0 1%	0 2%
384	AB GLOBAL BOND FUND- ADV *		12/29/14	$8.41	$8 42	$3,230.00	$3,233 84	$92	1.89% *	0 7%	2 3%
2,248						$18,983 90	$18,926 46 $30 16 AI	$537	1 89%	4 0%	13 3%
		ALHYX									
920	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		06/07/13	$10 63	$10 24	$9,780 00	$9,421 19	$381	4 22% *	2 0%	6 6%
2	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		07/02/13	$10 47	$10 24	$22 17	$21 68	$1	4 22% *	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		08/02/13	$10 59	$10 24	$37.19	$35 96	$1	4 22% *	0 0%	0 0%

BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)
Portfolio Valuation

As of December 31, 2014
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		09/04/13	$10 53	$10 24	$42 43	$41 26	$2	4 22%*	0 0%	0 0%
3	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		10/02/13	$10 59	$10 24	$33 94	$32 82	$1	4 22%*	0 0%	0 0%
145	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		10/22/13	$10 68	$10 24	$1,550 00	$1,486 14	$60	4 22%*	0 3%	1 0%
3	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		11/04/13	$10 70	$10 24	$37 28	$35 68	$1	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		12/03/13	$10 72	$10 24	$38 58	$36 85	$1	4 22%*	0 0%	0 0%
5	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		12/11/13	$10 66	$10 24	$51 43	$49 40	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		01/03/14	$10 68	$10 24	$37 89	$36 33	$1	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		02/04/14	$10 66	$10 24	$40 85	$39 24	$2	4 22%*	0 0%	0 0%
172	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		02/06/14	$10 65	$10.24	$1,830 00	$1,759 55	$71	4 22%*	0 4%	1 2%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		03/04/14	$10.72	$10 24	$38 07	$36 36	$1	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		04/02/14	$10.72	$10 24	$41 37	$39 52	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		05/02/14	$10 72	$10 24	$42 08	$40 19	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		06/03/14	$10 73	$10 24	$44 80	$42 75	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		07/02/14	$10 73	$10 24	$40 75	$38 89	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		08/04/14	$10 61	$10 24	$44 59	$43 04	$2	4.22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		09/03/14	$10 68	$10 24	$46 11	$44 21	$2	4 22%*	0 0%	0 0%
4	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		10/02/14	$10 48	$10 24	$40 77	$39 83	$2	4 22%*	0 0%	0 0%
175	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		10/06/14	$10 53	$10 24	$1,840 00	$1,789 33	$72	4 22%*	0 4%	1 3%

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
5	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		11/04/14	$10 53	$10 24	$55 70	$54.17	$2	4 22% *	0 0%	0 0%
5	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		12/02/14	$10 47	$10 24	$48.50	$47 43	$2	4 22% *	0 0%	0 0%
19	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		12/10/14	$10 29	$10 24	$197 43	$196 47	$8	4 22% *	0 0%	0 1%
340	AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS*		12/29/14	$10 24	$10 24	$3,480 00	$3,480 00	$141	4 22% *	0 7%	2 4%
1,845						$19,461 93	$18,888 29 $54 66 AI	$764	4 22%	4 0%	13 3%
		SNIDX									
2,580	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		08/07/12	$14 15	$13 53	$36,504 58	$34,905 07	$853	2 26% *	7 5%	24 6%
12	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		08/20/12	$14 07	$13 53	$175 16	$168 43	$4	2 26% *	0 0%	0 1%
17	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		09/20/12	$14 18	$13 53	$240 75	$229 71	$6	2 26% *	0 0%	0 2%
16	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		10/19/12	$14 25	$13 53	$227 95	$216 43	$5	2 26% *	0 0%	0 2%
15	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		11/20/12	$14 25	$13 53	$207 16	$196 70	$5	2 26% *	0 0%	0 1%
64	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/12/12	$14 09	$13 53	$905 19	$869 21	$21	2 26% *	0 2%	0 6%
14	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/20/12	$14 06	$13 53	$197 58	$190 14	$5	2 26% *	0 0%	0 1%
5	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/31/12	$14 09	$13 53	$73 38	$70 46	$2	2 26% *	0 0%	0 0%
10	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		01/18/13	$14 05	$13 53	$139 55	$134 38	$3	2 26% *	0 0%	0 1%
15	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		02/20/13	$13 94	$13 53	$205.68	$199 64	$5	2 26% *	0 0%	0 1%
14	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		03/20/13	$13 97	$13.53	$191 37	$185 35	$5	2 26% *	0 0%	0.1%
15	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		04/19/13	$14 09	$13 53	$215 43	$206 87	$5	2 26% *	0 0%	0 1%
14	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		05/20/13	$13 98	$13 53	$192 79	$186 58	$5	2 26% *	0 0%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
12	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		06/20/13	$13 54	$13 53	$158.08	$157 96	$4	2.26%*	0.0%	0 1%
0	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		07/08/13	$13 38	$13 53	$1 90	$1 92	$0	2 26%*	0 0%	0 0%
7	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		07/19/13	$13 54	$13 53	$88 27	$88 20	$2	2 26%*	0 0%	0 1%
7	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		08/20/13	$13 32	$13 53	$94 90	$96 40	$2	2 26%*	0 0%	0 1%
8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		09/20/13	$13 42	$13 53	$103.77	$104 61	$3	2 26%*	0 0%	0 1%
6	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		10/18/13	$13 53	$13 53	$82 17	$82 17	$2	2 26%*	0 0%	0 1%
542	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		10/22/13	$13 58	$13 53	$7,354 00	$7,326 93	$179	2 26%*	1 6%	5 2%
8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		11/20/13	$13 47	$13 53	$108 13	$108 61	$3	2 26%*	0 0%	0 1%
8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/10/13	$13 44	$13 53	$106.28	$107 00	$3	2 26%*	0 0%	0 1%
8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/20/13	$13.41	$13.53	$113.18	$114 19	$3	2 26%*	0 0%	0 1%
3	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/31/13	$13 35	$13 53	$34 43	$34 89	$1	2 26%*	0 0%	0 0%
5	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		01/17/14	$13 47	$13 53	$67 86	$68 16	$2	2 26%*	0 0%	0 0%
571	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		02/06/14	$13 52	$13 53	$7,720.00	$7,725 71	$189	2 26%*	1 6%	5 4%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		02/20/14	$13.51	$13 53	$118 41	$118 59	$3	2 26%*	0 0%	0 1%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		03/20/14	$13 51	$13 53	$123.14	$123 33	$3	2 26%*	0 0%	0 1%
10	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		04/17/14	$13 59	$13 53	$138 78	$138 17	$3	2 26%*	0 0%	0 1%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		05/20/14	$13 75	$13 53	$129 79	$127 71	$3	2 26%*	0 0%	0 1%
10	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		06/20/14	$13 72	$13 53	$136 70	$134 81	$3	2 26%*	0 0%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		07/18/14	$13 76	$13 53	$119 17	$117 18	$3	2 26%*	0 0%	0 1%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		08/20/14	$13 78	$13 53	$120 55	$118 36	$3	2 26%*	0 0%	0 1%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		09/19/14	$13 70	$13 53	$117 00	$115 55	$3	2 26%*	0 0%	0 1%
452	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		10/06/14	$13 77	$13 53	$6,220 00	$6,111 60	$149	2 26%*	1 3%	4 3%
8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		10/20/14	$13 88	$13 53	$108 62	$105 89	$3	2 26%*	0 0%	0 1%
10	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		11/20/14	$13 79	$13 53	$136 97	$134 39	$3	2 26%*	0 0%	0 1%
108	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/09/14	$13 51	$13 53	$1,465 01	$1,467 19	$36	2 26%*	0 3%	1 0%
9	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/19/14	$13 51	$13 53	$126 27	$126 45	$3	2 26%*	0 0%	0 1%
963	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO*		12/29/14	$13 51	$13 53	$13,007 68	$13,026 94	$318	2 26%*	2 8%	9 2%
5,598						$77,577 63	$75,741 89 $45 19 AI	$1,850	2 26%	16 2%	53 3%
TOTAL MUTUAL FUNDS						$145,506 02	$141,917 18	$3,688	2 19%	30 3%	99 9%
TOTAL FIXED INCOME						**$145,506.02**	**$142,047.19**	**$3,688**	**2.19%**	**30.3%**	**100%**

EQUITIES

DOMESTIC

MUTUAL FUNDS

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
		APGYX									
1,074	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		06/07/13	$34 14	$39 87	$36,675 00	$42,830 47	---	---	9 1%	13 1%
36	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		10/22/13	$39 03	$39 87	$1,400 00	$1,430 14	---	---	0 3%	0 4%
46	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		12/19/13	$38 89	$39 87	$1,786.41	$1,831 43	---	---	0 4%	0 6%
165	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		02/06/14	$38.95	$39 87	$6,410.00	$6,561 41	---	---	1 4%	2 0%

Portfolio Valuation Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
31	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		10/06/14	$42 92	$39 87	$1,350 00	$1,254 07	---	---	0 3%	0 4%
0	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		10/08/14	$43 33	$39 87	$4 81	$4 43	---	---	0 0%	0 0%
198	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		12/22/14	$39 13	$39 87	$7,745 63	$7,892 11	---	---	1 7%	2 4%
200	AB LARGE CAP GRWTH FUND- ADV GROWTH FD ADVISOR CL		12/29/14	$40 45	$39 87	$8,080 00	$7,964 15	---	---	1 7%	2 4%
1,750						$63,451 85	$69,768 19	---	---	14 9%	21 4%
		AUUYX									
1,688	AB SELECT US EQUITY PORT- ADV		06/07/13	$13 44	$15 41	$22,680 00	$26,004 38	---	---	5 6%	8 0%
159	AB SELECT US EQUITY PORT- ADV		06/10/13	$13 42	$15 41	$2,137 32	$2,454.26	---	---	0 5%	0 8%
1	AB SELECT US EQUITY PORT- ADV		08/30/13	$13 37	$15.41	$17.73	$20 43	---	---	0 0%	0 0%
164	AB SELECT US EQUITY PORT- ADV		10/22/13	$14 35	$15 41	$2,350 00	$2,523 59	---	---	0 5%	0 8%
49	AB SELECT US EQUITY PORT- ADV		12/23/13	$14 51	$15 41	$706 96	$750 82	---	---	0 2%	0 2%
335	AB SELECT US EQUITY PORT- ADV		02/06/14	$14 26	$15 41	$4,775 00	$5,160 08	---	---	1 1%	1 6%
39	AB SELECT US EQUITY PORT- ADV		10/06/14	$15 89	$15 41	$615 00	$596 43	---	---	0 1%	0 2%
209	AB SELECT US EQUITY PORT- ADV		12/22/14	$15 09	$15 41	$3,160 97	$3,227 99	---	---	0 7%	1 0%
382	AB SELECT US EQUITY PORT- ADV		12/29/14	$15 61	$15 41	$5,960.00	$5,883 65	---	---	1 3%	1.8%
3,025						$42,402 98	$46,621 63	---	---	10 0%	14 3%
		ABVYX									
3,145	AB VALUE FUND- ADV		06/07/13	$11.66	$14 37	$36,675 00	$45,198 95	$535	1 18%	9 6%	13 9%
302	AB VALUE FUND- ADV		10/22/13	$12 57	$14.37	$3,800.00	$4,344 15	$51	1 18%	0 9%	1 3%
46	AB VALUE FUND- ADV		12/26/13	$12 83	$14 37	$587 48	$658 00	$8	1 18%	0 1%	0 2%
612	AB VALUE FUND- ADV		02/06/14	$12 49	$14 37	$7,645 00	$8,795 73	$104	1 18%	1 9%	2 7%
43	AB VALUE FUND- ADV		10/06/14	$13 99	$14 37	$600 00	$616 30	$7	1 18%	0 1%	0 2%
74	AB VALUE FUND- ADV		12/23/14	$14 31	$14 37	$1,052 88	$1,057 30	$13	1 18%	0 2%	0 3%
647	AB VALUE FUND- ADV		12/29/14	$14 56	$14 37	$9,420 00	$9,297 07	$110	1 18%	2 0%	2 8%
4,869						$59,780 36	$69,967 52	$828	1 18%	14 9%	21 4%
		ARIIX									
2,365	ALLIANCEBERNSTEIN GLBL RE-II		06/07/13	$10 34	$10 69	$24,450 00	$25,277 61	$1,383	5 47%	5 4%	7 7%
21	ALLIANCEBERNSTEIN GLBL RE-II		06/19/13	$10 07	$10.69	$212 81	$225 91	$12	5 47%	0 0%	0 1%

BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)
Portfolio Valuation

As of December 31, 2014
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
2	ALLIANCEBERNSTEIN GLBL RE-II		08/29/13	$9.54	$10 69	$15.89	$17 81	$1	5 47%	0.0%	0 0%
9	ALLIANCEBERNSTEIN GLBL RE-II		09/16/13	$9 92	$10 69	$89 29	$96 22	$5	5 47%	0 0%	0 0%
351	ALLIANCEBERNSTEIN GLBL RE-II		10/22/13	$10 53	$10 69	$3,700 00	$3,756 22	$206	5 47%	0 8%	1 2%
115	ALLIANCEBERNSTEIN GLBL RE-II		12/20/13	$9 42	$10 69	$1,083 17	$1,229 20	$67	5 47%	0 3%	0 4%
663	ALLIANCEBERNSTEIN GLBL RE-II		02/06/14	$9 65	$10 69	$6,400 00	$7,089 74	$388	5 47%	1 5%	2 2%
35	ALLIANCEBERNSTEIN GLBL RE-II		03/14/14	$9.85	$10.69	$343.78	$373 10	$20	5 47%	0 1%	0 1%
16	ALLIANCEBERNSTEIN GLBL RE-II		06/13/14	$10 53	$10 69	$167 36	$169 91	$9	5 47%	0 0%	0 1%
15	ALLIANCEBERNSTEIN GLBL RE-II		09/12/14	$10 71	$10 69	$165 25	$164 95	$9	5 47%	0 0%	0 1%
238	ALLIANCEBERNSTEIN GLBL RE-II		10/06/14	$10 15	$10 69	$2,420 00	$2,548 75	$139	5 47%	0 5%	0 8%
86	ALLIANCEBERNSTEIN GLBL RE-II		12/23/14	$10 62	$10 69	$912 07	$918 08	$50	5 47%	0 2%	0 3%
463	ALLIANCEBERNSTEIN GLBL RE-II		12/29/14	$10.80	$10 69	$4,995.00	$4,944 13	$271	5 47%	1 1%	1 5%
4,379						$44,954 62	$46,811 62	$2,562	5 47%	10 0%	14 3%
TOTAL MUTUAL FUNDS						$210,589 81	$233,168 96	$3,389	1 45%	49 8%	71 4%
TOTAL DOMESTIC EQUITIES						**$210,589.81**	**$233,168.96**	**$3,389**	**1.45%**	**49.8%**	**71.4%**
INTERNATIONAL											
INTERNATIONAL EQUITY MUTUAL FUNDS											
		SIMTX									
2,478	BERNSTEIN INTERNATIONAL PORTFOLIO**		06/07/13	$14 80	$14 98	$36,675 00	$37,121 05	$686	1 85% **	7 9%	11 4%
138	BERNSTEIN INTERNATIONAL PORTFOLIO**		10/22/13	$16 62	$14 98	$2,300 00	$2,073 04	$38	1 85% **	0 4%	0 6%
46	BERNSTEIN INTERNATIONAL PORTFOLIO**		12/10/13	$15 87	$14 98	$723 97	$683 37	$13	1 85% **	0.1%	0 2%
610	BERNSTEIN INTERNATIONAL PORTFOLIO**		02/06/14	$15 66	$14 98	$9,550 00	$9,135 31	$169	1 85% **	2 0%	2 8%
483	BERNSTEIN INTERNATIONAL PORTFOLIO**		10/06/14	$15 70	$14 98	$7,590 00	$7,241 92	$134	1 85% **	1 5%	2 2%
80	BERNSTEIN INTERNATIONAL PORTFOLIO**		12/09/14	$15 33	$14 98	$1,233 62	$1,205.46	$22	1 85% **	0 3%	0 4%
816	BERNSTEIN INTERNATIONAL PORTFOLIO**		12/29/14	$15.18	$14 98	$12,385 00	$12,221 82	$226	1.85% **	2 6%	3 7%
4,652						$70,457 59	$69,681 97	$1,289	1 85%	14 9%	21 4%
EMERGING MARKETS											
EMERGING MARKETS MUTUAL FUNDS											
		SNEMX									
452	BERNSTEIN EMERGING MARKETS PORTFOLIO**		06/07/13	$27 03	$26 62	$12,225 00	$12,039.45	$134	1.12% **	2 6%	3 7%

BARBARA A. ALLEN CHARITABLE FOUNDATION (039-59772)

As of December 31, 2014

Portfolio Valuation

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
54	BERNSTEIN EMERGING MARKETS PORTFOLIO**		10/22/13	$28 77	$26 62	$1,550.00	$1,434 29	$16	1.12% **	0 3%	0 4%
5	BERNSTEIN EMERGING MARKETS PORTFOLIO**		12/10/13	$27 34	$26 62	$150.28	$146 33	$2	1 12% **	0 0%	0 0%
156	BERNSTEIN EMERGING MARKETS PORTFOLIO**		02/06/14	$25 86	$26 62	$4,021 23	$4,139 62	$46	1 12% **	0 9%	1 3%
14	BERNSTEIN EMERGING MARKETS PORTFOLIO**		12/09/14	$27 24	$26 62	$381 75	$373 05	$4	1 12% **	0 1%	0 1%
10	BERNSTEIN EMERGING MARKETS PORTFOLIO**		12/09/14	$27 24	$26.62	$268 13	$262 05	$3	1 12% **	0 1%	0 1%
191	BERNSTEIN EMERGING MARKETS PORTFOLIO**		12/29/14	$26 97	$26 62	$5,160 00	$5,093 07	$57	1 12% **	1 1%	1 6%
882						$23,756 39	$23,487 86	$262	1 12%	5 0%	7 2%
TOTAL EQUITIES						**$304,803.79**	**$326,338.79**	**$4,940**	**1.51%**	**69.7%**	**100%**
NET PORTFOLIO VALUE						**$450,309.81**	**$468,385.99**	**$8,628**	**1.72%**	**100.0%**	

AI = Accrued Income (interest and dividends)

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

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement

*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

**International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses These dividends are distributed annually Additionally, the funds may make annual distributions of short and long-term capital gains

Capital Gains Report

BARBARA A ALLEN CHARITABLE FOUNDATION (Account: 039-59772) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG-TERM								
02/04/2013	02/05/2014	15	***LYONDELLBASELL INDU-CL A	77 43	78 01	1,161 39	1,170 08	(8 69)
02/04/2013	02/05/2014	20	***LYONDELLBASELL INDU-CL A	77 43	78.00	1,548.53	1,560 10	(11 57)
02/04/2013	02/05/2014	5	BIOGEN IDEC INC	302 65	304 11	1,513 24	1,520 53	(7 29)
02/04/2013	02/05/2014	215	CITIGROUP INC	47 07	47 09	10,119 36	10,124 35	(4.99)
02/04/2013	02/05/2014	34	COGNIZANT TECH SOLUTIONS-A	92.68	96 03	3,151 12	3,265 02	(113 90)
02/04/2013	02/05/2014	20	COMCAST CORP-CLASS A	53 53	52 90	1,070 60	1,057 90	12 70
02/04/2013	02/05/2014	60	GILEAD SCIENCES INC	79 07	80 95	4,744 28	4,857 30	(113 02)
02/04/2013	02/05/2014	1	GOOGLE INC-CL A	1,146 18	1146 01	1,146 17	1,146 01	0 16
02/04/2013	02/05/2014	3	GOOGLE INC-CL A	1,146 18	1146 01	3,438 53	3,438 02	0 51
02/04/2013	02/05/2014	7	GOOGLE INC-CL A	1,146 18	1146 01	8,023 23	8,022 04	1 19
02/04/2013	02/05/2014	11	LINKEDIN CORP - A	212 78	212 09	2,340 58	2,332 99	7 59
02/04/2013	02/05/2014	20	TIME WARNER INC	63 17	62 97	1,263 49	1,259 30	4 19
02/04/2013	02/05/2014	25	VERTEX PHARMACEUTICALS INC	77 93	78 24	1,948 25	1,956 00	(7 75)
02/04/2013	02/05/2014	5	VIACOM INC-CLASS B	79 86	79 41	399 30	397 05	2 25
02/04/2013	02/05/2014	65	VIACOM INC-CLASS B	79 86	79 41	5,190.84	5,161.65	29 19
02/04/2013	02/05/2014	17	VISA INC - CLASS A SHRS	216.15	213 63	3,674 52	3,631 71	42 81
02/04/2013	02/05/2014	35	WALT DISNEY CO/THE	71 37	70 57	2,497 80	2,469 78	28 02
05/01/2013	10/03/2014	47	***LYONDELLBASELL INDU-CL A	102 20	103 06	4,803 25	4,843 82	(40.57)
06/12/2013	10/03/2014	55	GILEAD SCIENCES INC	107 03	104 97	5,886 72	5,773.35	113 37
04/23/2012	10/03/2014	20	KROGER CO	52 90	51 66	1,057 95	1,033 20	24 75
08/03/2012	10/03/2014	205	KROGER CO	52 90	51 66	10,843 94	10,590 30	253 64
04/23/2012	10/03/2014	20	UNION PACIFIC CORP	109 65	106 56	2,192 95	2,131 20	61 75
12/24/2013	12/26/2014	50	ALLERGAN INC	211 69	210 00	10,584 39	10,499 75	84 64
12/24/2013	12/26/2014	155	ELECTRONIC ARTS INC	48 47	48 09	7,512 85	7,453 18	59.67
12/24/2013	12/26/2014	30	FIDELITY NATIONAL INFORMATION	63 49	63 85	1,904 70	1,915 65	(10 95)
12/24/2013	12/26/2014	250	HEWLETT-PACKARD CO	40 84	40 63	10,210 35	10,158 75	51 60
12/24/2013	12/26/2014	275	HEWLETT-PACKARD CO	40 84	40 64	11,231 39	11,174 63	56 76
12/24/2013	12/26/2014	5	HOME DEPOT INC	103 81	103 97	519 06	519 85	(0 79)
12/24/2013	12/26/2014	15	HOME DEPOT INC	103 81	103 97	1,557 17	1,559 55	(2 38)
12/24/2013	12/26/2014	40	HOME DEPOT INC	103 81	103 97	4,152 45	4,158 80	(6 35)
12/24/2013	12/26/2014	3	SHERWIN-WILLIAMS CO/THE	265 09	264 13	795 28	792 39	2 89
12/24/2013	12/26/2014	12	SHERWIN-WILLIAMS CO/THE	265.09	264 13	3,181 11	3,169 56	11 55

Capital Gains Report

BARBARA A. ALLEN CHARITABLE FOUNDATION (Account: 039-59772) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/24/2013	12/26/2014	55	TIME WARNER INC	86 85	85 69	4,776.75	4,712 95	63 80
12/24/2013	12/26/2014	30	UNION PACIFIC CORP	120 64	120 68	3,619.18	3,620 40	(1 22)
12/24/2013	12/26/2014	3	VISA INC - CLASS A SHRS	267 39	267 12	802 16	801 35	0 81
12/24/2013	12/26/2014	35	VISA INC - CLASS A SHRS	267 39	267 12	9,358 57	9,349 03	9 54
12/24/2013	12/26/2014	10	WALT DISNEY CO/THE	95 23	94 75	952 25	947 45	4 80
08/07/2012	01/24/2014	3 038	BERNSTEIN INTERMEDIATE	13 51	14 15	41.04	42.99	(1 95)
08/07/2012	04/28/2014	3 626	BERNSTEIN INTERMEDIATE	13 62	14 15	49 39	51 31	(1 92)
08/07/2012	09/30/2014	6 880	BERNSTEIN INTERMEDIATE	13 72	14 15	94 39	97 35	(2 96)
08/07/2012	10/27/2014	8 482	BERNSTEIN INTERMEDIATE	13 84	14 15	117 39	120 02	(2 63)
		SUBTOTAL FOR LONG-TERM				149,475 91	148,886 66	589 25
TOTAL						$149,475 91	$148,886 66	$589 25

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	$589 25
LONG-TERM	$589 25

Barbara Allen Charitable Foundation
Transaction Detail By Account
January through December 2014

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
4 Eagle Foundation								
Check	05/22/2014	210	4 Eagle Foundation	The Basemen ..		Alpine Bank 73	5,000 00	5,000 00
Total 4 Eagle Foundation							5,000 00	5,000 00
Amerson Music Ministries								
Check	07/18/2014	226	Amerson Music Mini			Alpine Bank 73	100 00	100 00
Total Amerson Music Ministries							100 00	100 00
Boys & Girls Club of Coachella Valley Fdn								
Check	03/02/2014	207	Boys & Girls Club of			Alpine Bank 73	100 00	100 00
Total Boys & Girls Club of Coachella Valley Fdn							100 00	100 00
Calvary								
Check	02/16/2014	159	Calvary			Alpine Bank 73	100 00	100.00
Check	03/30/2014	162	Calvary			Alpine Bank 73	100 00	200 00
Check	04/09/2014	eft	Calvary	sponsor 2 kid		Alpine Bank 73 ..	2,400 00	2,600 00
Check	05/11/2014	164	Calvary	sponsor 2 kid		Alpine Bank 73	100 00	2,700 00
Check	05/25/2014	166	Calvary			Alpine Bank 73	100 00	2,800 00
Check	05/25/2014	167	Calvary	mission trip		Alpine Bank 73 .	1,000.00	3,800 00
Check	06/01/2014	168	Calvary	mission trip		Alpine Bank 73 .	100 00	3,900 00
Check	06/15/2014	169	Calvary	mission trip		Alpine Bank 73.	100 00	4,000 00
Check	06/29/2014	170	Calvary	mission trip		Alpine Bank 73 .	1,000 00	5,000 00
Check	07/19/2014	171	Calvary	mission trip		Alpine Bank 73	100.00	5,100 00
Check	08/02/2014	172	Calvary	mission trip		Alpine Bank 73	100 00	5,200 00
Check	08/10/2014	173	Calvary	mission trip		Alpine Bank 73 .	100 00	5,300 00
Check	08/24/2014	174	Calvary	mission trip		Alpine Bank 73 .	100 00	5,400 00
Check	09/14/2014	227	Calvary	mission trip		Alpine Bank 73..	100 00	5,500 00
Check	09/21/2014	228	Calvary	mission trip		Alpine Bank 73.	100 00	5,600 00
Check	12/14/2014	232	Calvary	mission trip		Alpine Bank 73	100 00	5,700 00
Total Calvary							5,700 00	5,700 00
Challenged Athletes								
Check	10/14/2014	visa	Challenged Athletes			Alpine Bank 73	500 00	500 00
Total Challenged Athletes							500 00	500 00
Desert Springs Church								
Check	01/19/2014	156	Desert Springs Chur .			Alpine Bank 73	100 00	100 00
Check	01/28/2014	157	Desert Springs Chur .			Alpine Bank 73	100 00	200 00
Check	03/02/2014	160	Desert Springs Chur...			Alpine Bank 73...	100.00	300 00
Check	03/09/2014	158	Desert Springs Chur			Alpine Bank 73 .	100 00	400 00
Check	03/16/2014	161	Desert Springs Chur			Alpine Bank 73	100 00	500 00
Check	04/26/2014	163	Desert Springs Chur ..	sponsor 2 kid		Alpine Bank 73 .	100 00	600 00
Check	11/16/2014	229	Desert Springs Chur .	sponsor 2 kid		Alpine Bank 73	100 00	700 00
Check	11/29/2014	230	Desert Springs Chur	sponsor 2 kid .		Alpine Bank 73	100 00	800 00
Check	12/07/2014	231	Desert Springs Chur	sponsor 2 kid		Alpine Bank 73	100.00	900.00
Check	12/28/2014	233	Desert Springs Chur .	sponsor 2 kid		Alpine Bank 73	100 00	1,000 00
Total Desert Springs Church							1,000 00	1,000 00

Barbara Allen Charitable Foundation
Transaction Detail By Account
January through December 2014

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Eagle Valley Religious Foundation								
Check	02/05/2014	eft	Eagle Valley Religiou			Alpine Bank 73 .	1,000 00	1,000 00
Total Eagle Valley Religious Foundation							1,000 00	1,000 00
Guardian Scholars Inc.								
Check	12/09/2014	211	Guardian Scholars I..			Alpine Bank 73	10,000 00	10,000 00
Total Guardian Scholars Inc							10,000 00	10,000 00
International Peace Initiative								
Check	02/12/2014	eft	International Peace I			Alpine Bank 73..	500 00	500 00
Total International Peace Initiative							500 00	500 00
New Spring Church								
Check	05/18/2014	165	New Spring Church			Alpine Bank 73	100.00	100 00
Total New Spring Church							100 00	100 00
Rocky Mountain PBS								
Check	05/05/2014	209	Rocky Mountain PBS			Alpine Bank 73	500 00	500 00
Total Rocky Mountain PBS							500 00	500 00
Starting Hearts								
Check	12/23/2014	visa	Starting Hearts			Alpine Bank 73	1,000 00	1,000 00
Total Starting Hearts							1,000 00	1,000 00
The Vail Church								
Check	12/17/2014	212	The Vail Church			Alpine Bank 73	1,000 00	1,000 00
Total The Vail Church							1,000 00	1,000 00
University Church								
Check	08/30/2014	175	University Church			Alpine Bank 73 .	50 00	50 00
Total University Church							50 00	50.00
Vail Breast Cancer Awareness								
Check	06/30/2014	visa	Vail Breast Cancer A..			Alpine Bank 73	125 00	125.00
Total Vail Breast Cancer Awareness							125 00	125 00
Young Life								
Check	04/30/2014	208	Young Life	VOID The Ba	X	Alpine Bank 73..	0.00	0 00
Total Young Life							0 00	0 00
TOTAL							**26,675.00**	**26,675.00**

Barbara Allen Charitable Foundation
Average Value Calculations
2014

TO TAX RETURN:

Total Average	**370,804**	**17,277**	**388,081**

	Alpine Bank Checking	3380007323	
January		12,486	12,486
February		10,736	10,736
March		9,687	9,687
April		7,137	7,137
May		28,857	28,857
June		22,482	22,482
July		22,232	22,232
August		21,841	21,841
September		21,541	21,541
October		20,992	20,992
November		20,842	20,842
December		8,492	8,492
Totals	-	207,324	207,324
Number of months	12	12	12
Average	-	17,277	17,277

Bernstein	Securities	039-59772 Cash	Total
January	287,180	-	287,180
February	352,885	-	352,885
March	352,590	-	352,590
April	355,262	-	355,262
May	364,007	-	364,007
June	368,742	-	368,742
July	365,234	-	365,234
August	373,727	-	373,727
September	364,206	-	364,206
October	396,232	-	396,232
November	401,195	-	401,195
December	468,386	-	468,386
Totals	4,449,645	-	4,449,645
Number of months	12	12	12
Average	370,804	-	370,804