

EXTENDED TO MAY 15, 2020  
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  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information

OMB No. 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

JUL 1, 2018

, and ending

JUN 30, 2019

Name of foundation

THE ALLERTON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

C/O VERITABLE LP 6022 WEST CHESTER PIKE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

NEWTOWN SQUARE, PA 19073

G Check all that apply

Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization

Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:  Cash  Accrual

(from Part II, col. (c), line 16)

Other (specify) \_\_\_\_\_

► \$ 66,973,672. (Part I, column (d) must be on cash basis.)

Part II

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	24,302.	24,302.		STATEMENT 1
4	Dividends and interest from securities	996,353.	996,353.		STATEMENT 12
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,534,421.			RECEIVED
b	Gross sales price for all assets on line 6a	12,446,261.			
7	Capital gain net income (from Part IV line 2)		1,534,421.		
8	Net short-term capital gain			C 3	MAY 20 2020
9	Income modifications				IRS OSC
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				OGDEN UT
11	Other income	-8,299.	-1,885.		STATEMENT 13
12	Total. Add lines 1 through 11	2,546,777.	2,553,191.		
13	Compensation of officers, directors, trustees, etc	35,000.	0.		35,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4	23,555.	11,773.	11,772.
c	Other professional fees	STMT 5	61,157.	61,157.	0.
17	Interest				
18	Taxes	STMT 6	45,458.	439.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7	38,952.	34,645.	4,307.
24	Total operating and administrative expenses. Add lines 13 through 23		204,122.	108,014.	51,079.
25	Contributions, gifts, grants paid		2,033,500.		2,993,500.
26	Total expenses and disbursements Add lines 24 and 25		2,237,622.	108,014.	3,044,579.
27	Subtract line 26 from line 12		309,155.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		2,445,177.		
c	Adjusted net income (if negative, enter -0-)			N/A	

30/08/2020

Not Received in  
Mail

SCANNED SEP 08 2020  
Operating and Administrative Expenses

Assets	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
1	Cash - non-interest-bearing	17,620.	16,631.	16,631.
2	Savings and temporary cash investments	1,432,018.	1,513,129.	1,513,129.
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		5,000.	5,000.
10a	Investments - U.S. and state government obligations	STMT 9	12,432,911.	12,097,913.
b	Investments - corporate stock	STMT 10	24,478,643.	27,891,829.
c	Investments - corporate bonds	STMT 11	4,948,707.	2,974,675.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 12	24,101,372.	22,243,018.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►	STATEMENT 13)	223,858.	231,477.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		67,635,129.	66,973,672.
17	Accounts payable and accrued expenses			
18	Grants payable		2,900,000.	1,940,000.
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►	STATEMENT 14)	490,159.	486,274.
23	Total liabilities (add lines 17 through 22)		3,390,159.	2,426,274.
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31			
			64,244,970.	64,547,398.
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg , and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances		64,244,970.	64,547,398.
31	Total liabilities and net assets/fund balances		67,635,129.	66,973,672.

## 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	64,244,970.
2	Enter amount from Part I, line 27a	2	309,155.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	64,554,125.
5	Decreases not included in line 2 (itemize) ►	5	6,727.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,547,398.

Form 990-PF (2018)

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

(a) List and describe the kind(s) of property sold (for example, 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					
<b>SEE ATTACHED STATEMENTS</b>					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e 12,446,261.		11,110,917.	1,534,421.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					1,534,421.
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	1,534,421.	
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 VI 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 doesn't 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))
2017	3,752,728.	67,209,890.	.055836
2016	2,855,582.	63,807,600.	.044753
2015	2,994,950.	61,025,679.	.049077
2014	3,734,220.	63,194,649.	.059091
2013	3,688,695.	59,742,806.	.061743

2 Total of line 1, column (d)

2 .270500

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years

3 .054100

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 65,687,194.

5 Multiply line 4 by line 3

5 3,553,677.

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

6 24,452.

7 Add lines 5 and 6

7 3,578,129.

8 Enter qualifying distributions from Part XII, line 4

8 3,044,579.

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.

## THE ALLERTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV  
23-3035225 PAGE 1 OF 1

## 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	VERITABLE LONG BIASED DOMESTIC FUND LP			
b	NORTHWOOD REAL ESTATE PARTNERS TE (AIV ME) FEEDER			
c	NORTHWOOD REAL ESTATE PARTNERS TE (AIV PM) FEEDER			
d	CENTERBRIDGE CAPITAL PARTNERS LI, LP			
e	CCP II AIV II HOLDINGS LP			
f	CCP II DEBT AQUISITION LP			
g	CP FALCON AIV HOLDINGS, LP			
h	WP REAL ESTATE FUND IV, LP			
i	CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN), LP			
j	PUBLICLY TRADED SECURITIES	P		
k	PLEAIDES OFFSHORE	P	03/31/19	
l	VITTORIA OFFSHORE	P	03/31/19	
m	PLEAIDES OFFSHORE	P	06/30/19	
n	VITTORIA OFFSHORE	P	06/30/19	
o	CAPITAL GAINS DIVIDENDS			
	(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				188,810.
b				367.
c				68.
d				10,661.
e				602.
f				-329.
g				398.
h				4,029.
i				-5,529.
j	10,447,174.		10,369,903.	77,271.
k	450,000.		266,100.	183,900.
l	500,000.		107,819.	392,181.
m	450,000.		261,769.	188,231.
n	500,000.		105,326.	394,674.
o	99,087.			99,087.
	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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				188,810.
b				367.
c				68.
d				10,661.
e				602.
f				-329.
g				398.
h				4,029.
i				-5,529.
j				77,271.
k				183,900.
l				392,181.
m				188,231.
n				394,674.
o				99,087.
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		1,534,421.
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

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2018.05070 THE ALLERTON FOUNDATION, IN 76130\_01

**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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

1	48,904.
2	0.
3	48,904.
4	0.
5	48,904.
6a	33,628.
6b	0.
6c	20,000.
6d	0.
7	53,628.
8	373.
9	
10	4,351.
11	0.

**Part VII-A: Statements Regarding Activities**

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?

	Yes	No
1a	X	
1b	X	

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

1c	X	

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

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.

1d		

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

1e		

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?

b If "Yes," has it filed a tax return on Form 990-T for this year?

4a	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

8a		

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV

9	X	

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

10	X	

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions  
 11  Yes  No  
 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  Yes  No  
 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A**  
 13  Yes  No

14 The books are in care of ► **VERITABLE LP** Telephone no. ► **610-640-6615**  
 Located at ► **6022 WEST CHESTER PIKE, NEWTOWN SQUARE, PA** ZIP+4 ► **19073**

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**  
 15  Yes  No  
 16 At any time during calendar year 2018, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► **N/A**  
 16  Yes  No

## 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.

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  
 Organizations relying on a current notice regarding disaster assistance, check here ► **N/A**

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?

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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?  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**

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 2018 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 2018) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a**

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 2018? **4b**  Yes  No

	Yes	No
11	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
12	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
13	<input checked="" type="checkbox"/> X	<input type="checkbox"/>

	Yes	No
15	<input type="checkbox"/>	<input checked="" type="checkbox"/> N/A

	Yes	No
16	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
17	<input type="checkbox"/>	<input checked="" type="checkbox"/> N/A
18	<input type="checkbox"/>	<input checked="" type="checkbox"/> N/A
19	<input type="checkbox"/>	<input checked="" type="checkbox"/> N/A

1b	<input type="checkbox"/>
1c	<input checked="" type="checkbox"/> X

1c	<input checked="" type="checkbox"/> X
1d	<input type="checkbox"/>

1d	<input type="checkbox"/>
1e	<input type="checkbox"/>

1e	<input type="checkbox"/>
1f	<input type="checkbox"/>

1f	<input type="checkbox"/>
1g	<input type="checkbox"/>

1g	<input type="checkbox"/>
1h	<input type="checkbox"/>

1h	<input type="checkbox"/>
1i	<input type="checkbox"/>

1i	<input type="checkbox"/>
1j	<input type="checkbox"/>

1j	<input type="checkbox"/>
1k	<input type="checkbox"/>

1k	<input type="checkbox"/>
1l	<input type="checkbox"/>

1l	<input type="checkbox"/>
1m	<input type="checkbox"/>

1m	<input type="checkbox"/>
1n	<input type="checkbox"/>

1n	<input type="checkbox"/>
1o	<input type="checkbox"/>

1o	<input type="checkbox"/>
1p	<input type="checkbox"/>

1p	<input type="checkbox"/>
1q	<input type="checkbox"/>

1q	<input type="checkbox"/>
1r	<input type="checkbox"/>

1r	<input type="checkbox"/>
1s	<input type="checkbox"/>

1s	<input type="checkbox"/>
1t	<input type="checkbox"/>

1t	<input type="checkbox"/>
1u	<input type="checkbox"/>

1u	<input type="checkbox"/>
1v	<input type="checkbox"/>

1v	<input type="checkbox"/>
1w	<input type="checkbox"/>

1w	<input type="checkbox"/>
1x	<input type="checkbox"/>

1x	<input type="checkbox"/>
1y	<input type="checkbox"/>

1y	<input type="checkbox"/>
1z	<input type="checkbox"/>

1z	<input type="checkbox"/>
1aa	<input type="checkbox"/>

1aa	<input type="checkbox"/>
1ab	<input type="checkbox"/>

1ab	<input type="checkbox"/>
1ac	<input type="checkbox"/>

1ac	<input type="checkbox"/>
1ad	<input type="checkbox"/>

1ad	<input type="checkbox"/>
1ae	<input type="checkbox"/>

1ae	<input type="checkbox"/>
1af	<input type="checkbox"/>

1af	<input type="checkbox"/>
1ag	<input type="checkbox"/>

1ag	<input type="checkbox"/>
1ah	<input type="checkbox"/>

1ah	<input type="checkbox"/>
1ai	<input type="checkbox"/>

1ai	<input type="checkbox"/>
1aj	<input type="checkbox"/>

1aj	<input type="checkbox"/>
1ak	<input type="checkbox"/>

1ak	<input type="checkbox"/>
1al	<input type="checkbox"/>

1al	<input type="checkbox"/>
1am	<input type="checkbox"/>

1am	<input type="checkbox"/>
1an	<input type="checkbox"/>

1an	<input type="checkbox"/>
1ao	<input type="checkbox"/>

1ao	<input type="checkbox"/>
1ap	<input type="checkbox"/>

1ap	<input type="checkbox"/>
1aq	<input type="checkbox"/>

1aq	<input type="checkbox"/>
1ar	<input type="checkbox"/>

1ar	<input type="checkbox"/>
1as	<input type="checkbox"/>

<tr

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

		<b>Yes</b>	<b>No</b>
5a During the year, did the foundation pay or incur any amount to		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did 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	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Organizations relying on a current notice regarding disaster assistance, check here		<input checked="" type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and 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
DIANE L. MYER C/O VERITABLE LP 6022 WEST CHESTER PI NEWTOWN SQUARE, PA 19073	PRESIDENT & DIRECTOR 3.00	0.	0.	0.
MARGUERITE LENFEST C/O VERITABLE LP 6022 WEST CHESTER PI NEWTOWN SQUARE, PA 19073	TREASURER & DIRECTOR 1.00	0.	0.	0.
L. BRUCE MELGARY C/O VERITABLE LP 6022 WEST CHESTER PI NEWTOWN SQUARE, PA 19073	DIRECTOR, EXEC. DIRECTOR, 10.00	35,000.	0.	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

Form 990-PF (2018)

**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	
SEE STATEMENT 15	2,993,500.
2	
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	
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2018)

**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	41,691,536.	
b Average of monthly cash balances	1b	1,065,291.	
c Fair market value of all other assets	1c	23,930,680.	
d Total (add lines 1a, b, and c)	1d	66,687,507.	
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	66,687,507.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,000,313.	
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,687,194.	
6 Minimum investment return Enter 5% of line 5	6	3,284,360.	

**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	3,284,360.
2a Tax on investment income for 2018 from Part VI, line 5	2a	48,904.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	48,904.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,235,456.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,235,456.
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	3,235,456.

**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	3,044,579.
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	3,044,579.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,044,579.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,235,456.
2 Undistributed income, if any, as of the end of 2018			422,764.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 3,044,579.			422,764.	
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2018 distributable amount				2,621,815.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2018 (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:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr		{	0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				613,641.
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 2013 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

<b>Part XIV</b> <b>Private Operating Foundations</b> (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 2018, enter the date of the ruling ► <input type="text"/>		
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
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			

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>		
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<b>1</b>	<b>Information Regarding Foundation Managers:</b>
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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))
---	--

<b>DIANE L. MYER</b>
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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.
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<b>NONE</b>
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<b>2</b>	<b>Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>
----------	--

Check here ► <input type="checkbox"/>	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., to individuals or organizations under other conditions, complete items 2a, b, c, and d
---------------------------------------	---

a	The name, address, and telephone number or email address of the person to whom applications should be addressed	SEE STATEMENT 17
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<b>SEE STATEMENT 16</b>
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b	The form in which applications should be submitted and information and materials they should include
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c	Any submission deadlines
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d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
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## 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 SCHEDULE ATTACHED		PC	SEE SCHEDULE	2,993,500.
<b>Total</b>			► 3a	2,993,500.
b Approved for future payment				
DREXEL UNIVERSITY	NONE	PC	FOR GENERAL SUPPORT OF ORGANIZATION	1,940,000.
<b>Total</b>			► 3b	1,940,000.

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

Enter gross amounts unless otherwise indicated.

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) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	24,302.	
4 Dividends and interest from securities			14	996,353.	
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	525990		18	1,534,421.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FROM K-1S - SEE ATTACHED	525990	-6,414.	16	-1,885.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total Add line 12, columns (b), (d), and (e)		-6,414.		2,553,191.	0.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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

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

**(1) Cash**

## (2) Other assets

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

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

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

in section 501(c) (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** 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

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>EDWARD W. DORAN, CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00841330</b>
	Firm's name ► <b>ISDANER &amp; COMPANY, LLC</b>			Firm's EIN ► <b>23-6410283</b>	
	Firm's address ► <b>THREE BALA PLAZA, SUITE 501 WEST BALA CYNWYD, PA 19004-3484</b>			Phone no <b>(610) 668-4200</b>	

THE ALLERTON FOUNDATION, INC.

23-3035225

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PNC BANK, N.A.	24,302.	24,302.	
TOTAL TO PART I, LINE 3	24,302.	24,302.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARCHAEN CAPITAL PARTNERS I, LP	8,768.	0.	8,768.	8,768.	
CCP II DEBT ACQUISITION, LP	2,179.	0.	2,179.	2,179.	
CCP II PWD-TFK AIV HOLDINGS	1,405.	0.	1,405.	1,405.	
CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN) LP	189.	0.	189.	189.	
CENTERBRIDGE CAPITAL PARTNERS LP	91.	0.	91.	91.	
GSO CDCG III FEEDER TRUST	524.	0.	524.	524.	
NORTHWOOD REAL ESTATE PARTNERS AIV PWP	3.	0.	3.	3.	
NORTHWOOD REAL ESTATE PARTNER AIV ME	1.	0.	1.	1.	
NORTHWOOD REAL ESTATE PARTNERS TE (AIV 9) FEEDER LP	1.	0.	1.	1.	
NORTHWOOD REAL ESTATE PARTNERS TE AIV BCP HOTEL	49.	0.	49.	49.	
NORTHWOOD REAL ESTATE PARTNERS TE LP	9,437.	0.	9,437.	9,437.	
PNC BANK, N.A.	1,045,895.	99,087.	946,808.	946,808.	
VERITABLE LONG BIASED DOMESTIC FUND, LP	26,665.	0.	26,665.	26,665.	

THE ALLERTON FOUNDATION, INC.

23-3035225

WP REAL ESTATE FUND IV, LP	233.	0.	233.	233.
TO PART I, LINE 4	1,095,440.	99,087.	996,353.	996,353.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S - SEE ATTACHED	-8,299.	-1,885.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-8,299.	-1,885.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
J. MILLER & ASSOCIATES, LLC	13,500.	6,750.		6,750.
ISDANER & COMPANY, LLC	10,055.	5,023.		5,022.
TO FORM 990-PF, PG 1, LN 16B	23,555.	11,773.		11,772.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	61,157.	61,157.		0.
TO FORM 990-PF, PG 1, LN 16C	61,157.	61,157.		0.

## THE ALLERTON FOUNDATION, INC.

23-3035225

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	439.	439.		0.
EXCISE TAX - CURRENT	48,904.	0.		0.
EXCISE TAX - DEFERRED	-3,885.	0.		0.
TO FORM 990-PF, PG 1, LN 18	45,458.	439.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER INVESTMENT INTEREST EXPENSE FROM K-1S	49.	0.		49.
PORTFOLIO DEDUCTIONS FROM K-1S	609.	609.		0.
DUES AND SUBSCRIPTIONS	34,036.	34,036.		0.
INSURANCE	3,182.	0.		3,182.
TO FORM 990-PF, PG 1, LN 23	1,076.	0.		1,076.
	38,952.	34,645.		4,307.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

8

DESCRIPTION	AMOUNT
UNREALIZED DECREASE IN VALUE OF INVESTMENTS	6,727.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,727.

THE ALLERTON FOUNDATION, INC.

23-3035225

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		12,097,913.	12,097,913.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,097,913.	12,097,913.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,097,913.	12,097,913.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	27,891,829.	27,891,829.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,891,829.	27,891,829.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,974,675.	2,974,675.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,974,675.	2,974,675.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE FUNDS LP	FMV	5,451,356.	5,451,356.
VITTORIA OFFSHORE FUNDS LP	FMV	11,968,783.	11,968,783.
CENTERBRIDGE CAPITAL PARTNERS	FMV	163,764.	163,764.
NORTHWOOD REAL ESTATE PARTNERS LP	FMV	874,755.	874,755.
VERITABLE LONG BIASED DOMESTIC FUND	FMV	2,035,486.	2,035,486.
GSO CDCG III FEEDER TRUST	FMV	7,675.	7,675.
LONG POND OFFSHORE	FMV	1,522,471.	1,522,471.

THE ALLERTON FOUNDATION, INC.		23-3035225
ARCHEAN CAPITAL PARTNERS	FMV	218,728.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,243,018.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST & DIVIDENDS			
RECEIVABLE	187,462.	225,247.	225,247.
PREPAID EXCISE TAX	36,396.	6,230.	6,230.
TO FORM 990-PF, PART II, LINE 15	223,858.	231,477.	231,477.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES PAYABLE	490,159.	486,274.
TOTAL TO FORM 990-PF, PART II, LINE 22	490,159.	486,274.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 15
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#### ACTIVITY ONE

THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501(C) ORGANIZATIONS, PRINCIPALLY TO PUBLIC CHARITIES. SEE ATTACHED SCHEDULE - "GRANTS PAID"

TO FORM 990-PF, PART IX-A, LINE 1	EXPENSES
	2,993,500.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE ALLERTON FOUNDATION, C/O VERITABLE LP  
6022 WEST CHESTER PIKE  
NEWTOWN SQUARE, PA 19073

## TELEPHONE NUMBER

610-640-6615

## FORM AND CONTENT OF APPLICATIONS

THE ALLERTON FOUNDATION ONLY CONSIDERS REQUESTS FROM QUALIFIED TAX-EXEMPT, NONPROFIT 501(C)(3) ORGANIZATIONS. FUNDING DECISIONS FOR THE ALLERTON FOUNDATION ARE GENERALLY MADE TWICE A YEAR AT BOARD MEETINGS CONDUCTED IN THE FALL (NOVEMBER OR DECEMBER) AND SPRING (APRIL OR MAY).

IN ORDER TO APPLY FOR GRANT CONSIDERATION, PLEASE SUBMIT A SHORT LETTER AT ANY TIME THAT INCLUDES THE FOLLOWING:

- \* DESCRIPTION OF THE ORGANIZATION AND ITS MISSION
- \* AMOUNT REQUESTED FROM THE FOUNDATION AND PURPOSE
- \* IF REQUESTING FUNDS FOR A SPECIFIC PROGRAM OR PROJECT, THE TOTAL AMOUNT NEEDED FOR THE PROGRAM OR PROJECT
- \* THE ORGANIZATION'S TOTAL REVENUE AND EXPENSES FOR THE MOST RECENT FISCAL YEAR
- \* THE ORGANIZATION'S FEDERAL EMPLOYER IDENTIFICATION NUMBER (EIN)

## ANY SUBMISSION DEADLINES

NONE

## RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ALLERTON FOUNDATION IS PRIMARILY INTERESTED IN ANIMAL WELFARE AND LAND CONSERVATION TO PRESERVE ANIMAL HABITAT. THE FOUNDATION HAS DECIDED TO LIMIT ITS ANIMAL WELFARE AND ANIMAL HABITAT CONSERVATION SUPPORT TO ORGANIZATIONS THAT ARE LOCATED IN AND/OR DO SUBSTANTIAL WORK IN PHILADELPHIA OR ITS SUBURBS. GRANTS ARE OCCASSIONALLY MADE TO CHARITIES THAT SUPPORT OTHER CAUSES, BUT ON A VERY SELECTIVE BASIS.

THE ALLERTON FOUNDATION, INC.

23-3035225

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 17

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FORM AND CONTENT OF APPLICATIONS

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\* A COPY OF THE ORGANIZATION'S IRS DETERMINATION LETTER CONFIRMING  
501(C)(3) STATUS

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20560408 794445 76130.0

24 STATEMENT(S) 17  
2018.05070 THE ALLERTON FOUNDATION, IN 76130\_01

THE ALLERTON FOUNDATION, INC.  
SEE ATTACHED STATEMENT

06/30/19

**U.S. AND STATE GOVT OBLIGATIONS**

TREASURY BONDS - SEE ATTACHED	2,409,210 57
AGENCY BONDS	1,584,009.84
MUNICIPAL BONDS	<u>8,104,692 05</u>

**TOTAL U.S. AND STATE GOV'T OBLIGATIONS** **12,097,912.46**

**CORPORATE STOCK**

MUTUAL FUNDS - FIXED INCOME	809,014 38
EQUITIES	20,636,580 85
MUTUAL FUNDS - EQUITIES	<u>6,446,233 97</u>

**TOTAL CORPORATE STOCK** **27,891,829.20**

**CORPORATE BONDS**

CORPORATE BONDS	2,524,767 90
OTHER FIXED INCOME ASSETS	449,906 55

**TOTAL CORPORATE BONDS** **2,974,674.45**

**TOTAL ASSETS** **42,964,416.11**

Allerton Foundation Statement 3 Details	UBTI	
	Other Income	Ordinary
Veritable Long Biased Domestic Fund, LP	(3,463)	1
Northwood Real Estate Partners	(666)	(499)
Northwood Real Estate Partners AIV8	(1,014)	(461)
Northwood Real Estate Partners AIV9	(2,426)	(745)
Northwood Real Estate Partners AIV 2016	(532)	(210)
Northwood Real Estate Partners AIV KNE		
Northwood Real Estate Partners AIV PM	(2,393)	(1,504)
Northwood Real Estate Partners AIV PWP	(266)	(165)
Northwood Real Estate Partners TE AIV BCP Hotel Feeder LP	(2,831)	(2,831)
Centerbridge Capital Partners II		
CCP II AV II Holdings		
CCP II Debt Acquisition		
CP Falcon AIV Holdings		
CCP II PWD-TFK AIV Holdings		
GSO Community Development		
WP Real Estate Fund IV	(923)	
Archaen Capital Partners	2,454	
Centerbridge Capital Partners II - Cayman	3,761	
	(8,299)	(6,414)