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

**2009**

Department of the Treasury  
Internal Revenue Service

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

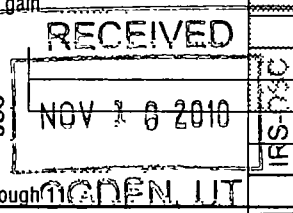
For calendar year **2009**, or tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE FRANKLIN FUND</b> <b>C/O FARKOUH, FURMAN &amp; FACCIO, LLP</b>	A Employer identification number <b>13-6160092</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>460 PARK AVENUE, 12TH FLOOR</b>	B Telephone number <b>212-245-5900</b>
	City or town, state, and ZIP code <b>NEW YORK, NY 10022</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,261,155.</b> (Part I, column (d) must be on cash basis.)		

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	17.	17.		STATEMENT 1
	4 Dividends and interest from securities	31,944.	31,944.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,183.			
	b Gross sales price for all assets on line 6a <b>1,038,640.</b>				
	7 Capital gain net income (from Part IV, line 2)		27,183.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	59,144.	59,144.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	291.	97.		194.
	b Accounting fees STMT 4	7,000.	2,333.		4,667.
	c Other professional fees STMT 5	6,776.	6,776.		0.
	17 Interest				
	18 Taxes STMT 6	282.	282.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	370.	0.		370.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,719.	9,488.		5,231.
	25 Contributions, gifts, grants paid	74,500.			74,500.
	26 Total expenses and disbursements. Add lines 24 and 25	89,219.	9,488.		79,731.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<30,075.>			
	b Net investment income (if negative, enter -0-)		49,656.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	49,914.	30,981.	30,981.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	1,198,228.	1,187,086.	1,230,174.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,248,142.</b>	<b>1,218,067.</b>	<b>1,261,155.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,248,142.	1,218,067.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
<b>30 Total net assets or fund balances</b>	<b>1,248,142.</b>	<b>1,218,067.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,248,142.</b>	<b>1,218,067.</b>		

**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	1,248,142.
2 Enter amount from Part I, line 27a	2	<30,075.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,218,067.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>1,218,067.</b>

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c CASH-IN-LIEU	P	VARIOUS	VARIOUS
d CORPORATE LITIGATION SETTLEMENT	P		06/30/10
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 510,747.		477,138.	33,609.
b 526,998.		534,319.	<7,321.>
c 10.			10.
d 885.			885.
e			

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			33,609.
b			<7,321.>
c			10.
d			885.
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	27,183.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	92,523.	1,251,132.	.073951
2007	102,000.	1,835,153.	.055581
2006	96,250.	1,878,574.	.051236
2005	95,750.	1,812,903.	.052816
2004	119,236.	1,732,396.	.068827

2 Total of line 1, column (d)	2	.302411
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	.060482
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,309,209.
5 Multiply line 4 by line 3	5	79,184.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	497.
7 Add lines 5 and 6	7	79,681.
8 Enter qualifying distributions from Part XII, line 4	8	79,731.

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.

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**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	497.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	497.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	497.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,090.
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	1,090.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	593.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 593. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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**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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ FARKOUH, FURMAN & FACCIO, LLP Telephone no ▶ 212-245-5900 Located at ▶ 460 PARK AVENUE, 12TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10022			
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			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 2009?	1c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870. 6b X

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?  Yes  No  
 N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	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

**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 N/A	
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 All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,303,570.
b	Average of monthly cash balances	1b	25,576.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,329,146.
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	1,329,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,309,209.
6	Minimum investment return. Enter 5% of line 5	6	65,460.

**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	65,460.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	497.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	497.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,963.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,963.
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	64,963.

**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	79,731.
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	79,731.
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	497.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,234.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				64,963.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				3,282.
f Total of lines 3a through e	3,282.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 79,731.				
a Applied to 2008, 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 2009 distributable amount				64,963.
e Remaining amount distributed out of corpus	14,768.			
5 Excess distributions carryover applied to 2009 (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	18,050.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	18,050.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				3,282.
e Excess from 2009				14,768.

**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 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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) )
- NONE
- 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 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

THE FRANKLIN FUND

Form 990-PF (2009)

C/O FARKOUH, FURMAN & FACCIO, LLP

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**Part XV** Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i> SEE STATEMENT ATTACHED</p>	NONE	EXEMPT	VARIOUS SEE STATEMENT ATTACHED	74,500.
<b>Total</b>				▶ 3a 74,500.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				▶ 3b 0.



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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

Signature and identification section. Includes signature of officer or trustee, date (November 10, 2010), preparer's signature (Fred C. Farkouh), date (11/3/10), firm's name (FARKOUH, FURMAN & FACCIIO, LLP), address (460 PARK AVENUE, NEW YORK, NY 10022), EIN (11-2318995), and phone number (212-245-5900).

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	31,944.	0.	31,944.
TOTAL TO FM 990-PF, PART I, LN 4	31,944.	0.	31,944.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	291.	97.		194.
TO FM 990-PF, PG 1, LN 16A	291.	97.		194.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,000.	2,333.		4,667.
TO FORM 990-PF, PG 1, LN 16B	7,000.	2,333.		4,667.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELING FEES	6,776.	6,776.		0.
TO FORM 990-PF, PG 1, LN 16C	6,776.	6,776.		0.

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	282.	282.		0.
TO FORM 990-PF, PG 1, LN 18	282.	282.		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
NEW YORK FILING FEES	370.	0.		370.
TO FORM 990-PF, PG 1, LN 23	370.	0.		370.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT ATTACHED	1,187,086.	1,230,174.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,187,086.	1,230,174.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELENA E. FRANKLIN 63 COVE NECK ROAD OYSTER BAY, NY 11771	TRUSTEE 0.00	0.	0.	0.
HELENA F. ROZIER 35 COMPO BEACH ROAD WESTPORT, CT 068806814	TRUSTEE 1.00	0.	0.	0.
CYNTHIA F. FRANKLIN 131 WOODBINE DRIVE MILL VALLEY, CA 94941	TRUSTEE 1.00	0.	0.	0.
SHEILA F. LIEBER 61 COVE NECK ROAD OYSTER BAY, NY 11771	TRUSTEE 1.00	0.	0.	0.
GEORGE S. FRANKLIN III 141 UNION STREET BROOKLYN, NY 11231	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**THE FRANKLIN FUND (888-06862)**

Portfolio Valuation

As of June 30, 2009

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
<b>CASH</b>										
14,799	CASH	---	\$1.00	\$1.00	\$14,798.72	\$14,798.72	\$40	0.27%	1.3%	100.0%
<b>TOTAL CASH</b>					<b>\$14,798.72</b>	<b>\$14,798.72</b>	<b>\$40</b>	<b>0.27%</b>	<b>1.3%</b>	<b>100%</b>
<b>FIXED INCOME</b>										
<b>MUTUAL FUNDS</b>										
SNIDX										
19,220	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	04/07/03	\$13.26	\$12.46	\$254,860.06	\$239,483.89	\$11,840	5.21%**	20.6%	71.9%
555	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	05/06/04	\$13.15	\$12.46	\$7,300.00	\$6,916.96	\$342	5.21%**	0.6%	2.1%
751	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	06/01/04	\$13.12	\$12.46	\$9,850.00	\$9,354.49	\$462	5.21%**	0.8%	2.8%
10	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	12/07/05	\$13.10	\$12.46	\$126.83	\$120.64	\$6	5.21%**	0.0%	0.0%
1,152	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	07/27/06	\$12.90	\$12.46	\$14,861.67	\$14,354.62	\$710	5.21%**	1.2%	4.3%
781	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	10/20/06	\$13.06	\$12.46	\$10,200.14	\$9,731.40	\$481	5.21%**	0.8%	2.9%
854	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	04/25/07	\$13.23	\$12.46	\$11,300.00	\$10,642.32	\$526	5.21%**	0.9%	3.2%
2,655	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	05/04/07	\$13.22	\$12.46	\$35,100.00	\$33,082.15	\$1,636	5.21%**	2.8%	9.9%
318	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	12/09/08	\$11.46	\$12.46	\$3,638.94	\$3,956.47	\$196	5.21%**	0.3%	1.2%
131	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	03/20/09	\$11.63	\$12.46	\$1,527.34	\$1,636.35	\$81	5.21%**	0.1%	0.5%
129	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	04/20/09	\$12.07	\$12.46	\$1,558.17	\$1,608.51	\$80	5.21%**	0.1%	0.5%
139	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	06/19/09	\$12.36	\$12.46	\$1,717.46	\$1,731.35	\$86	5.21%**	0.1%	0.5%
26,695					\$352,040.61	\$332,619.15	\$16,444	5.21%	28.6%	99.9%
						\$424.59 AI				
<b>TOTAL FIXED INCOME</b>					<b>\$352,040.61</b>	<b>\$333,043.74</b>	<b>\$16,444</b>	<b>5.21%</b>	<b>28.6%</b>	<b>100%</b>
<b>EQUITIES</b>										

**THE FRANKLIN FUND (888-06862)**

As of June 30, 2009

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
<b>DOMESTIC</b>										
<b>NON-FINANCIAL</b>										
BUILDING MATERIAL - HEAT/PLUMB/AIR										
	MAS	06/11/09	\$10.08	\$9.58	\$1,613.12	\$1,532.80	\$48	3.13%	0.1%	0.2%
<b>FINANCIAL</b>										
PROPERTY - CASUALTY INSURANCE										
	ACE	04/20/09	\$44.37	\$44.23	\$2,883.93	\$2,874.95	\$72	2.49%	0.2%	0.4%
	ALL	03/11/08	\$48.30	\$24.40	\$2,173.58	\$1,098.00	\$36	3.28%	0.1%	0.1%
	75 ALLSTATE CORP	02/06/09	\$22.03	\$24.40	\$1,652.29	\$1,830.00	\$60	3.28%	0.2%	0.2%
120					\$3,825.87	\$2,928.00	\$96	3.28%	0.3%	0.4%
	TRV	01/01/50	\$39.06	\$41.04	\$2,733.99	\$2,872.80	\$84	2.92%	0.2%	0.4%
	XL	01/19/06	\$70.71	\$11.46	\$3,535.30	\$573.00	\$29	5.06%	0.0%	0.1%
	55 XL CAPITAL LTD -CLASS A	08/22/08	\$18.91	\$11.46	\$1,040.06	\$630.30	\$32	5.06%	0.1%	0.1%
	70 XL CAPITAL LTD -CLASS A	09/17/08	\$16.66	\$11.46	\$1,166.46	\$802.20	\$41	5.06%	0.1%	0.1%
175					\$5,741.82	\$2,005.50	\$102	5.06%	0.2%	0.2%
	Total				\$15,185.61	\$10,681.25	\$353	3.30%	0.9%	1.3%
<b>MISC. FINANCIAL</b>										
	CME	09/14/06	\$457.35	\$311.12	\$2,286.77	\$1,555.60	\$23	1.48%	0.1%	0.2%
	2 CME GROUP INC	04/25/07	\$330.45	\$311.12	\$1,060.90	\$622.24	\$9	1.48%	0.1%	0.1%
	5 CME GROUP INC	04/09/08	\$512.45	\$311.12	\$2,562.26	\$1,555.60	\$23	1.48%	0.1%	0.2%
	5 CME GROUP INC	05/19/08	\$481.48	\$311.12	\$2,407.41	\$1,555.60	\$23	1.48%	0.1%	0.2%
	7 CME GROUP INC	10/03/08	\$395.31	\$311.12	\$2,767.18	\$2,177.84	\$32	1.48%	0.2%	0.3%
24					\$11,084.52	\$7,466.88	\$110	1.48%	0.6%	0.9%
	CS	05/07/09	\$38.01	\$45.73	\$1,520.45	\$1,829.20	\$2	0.13%	0.2%	0.2%
	10 DEUTSCHE BANK AG REGISTERED	02/11/08	\$109.40	\$61.00	\$1,093.99	\$610.00	\$7	1.14%	0.1%	0.1%
	30 DEUTSCHE BANK AG REGISTERED	06/06/08	\$101.06	\$61.00	\$3,031.85	\$1,830.00	\$21	1.14%	0.2%	0.2%
	35 DEUTSCHE BANK AG REGISTERED	03/03/09	\$24.72	\$61.00	\$865.33	\$2,135.00	\$24	1.14%	0.2%	0.3%
	45 DEUTSCHE BANK AG REGISTERED	05/14/09	\$53.90	\$61.00	\$2,425.55	\$2,745.00	\$31	1.14%	0.2%	0.3%
120					\$7,416.72	\$7,320.00	\$84	1.14%	0.6%	0.9%

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009  
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
25	FRANKLIN RESOURCES INC				\$1,728.35	\$1,800.25	\$21	1.17%	0.2%	0.2%
3	GOLDMAN SACHS GROUP INC				\$217.35	\$442.32	\$4	0.95%	0.0%	0.1%
14	GOLDMAN SACHS GROUP INC				\$1,014.30	\$2,064.16	\$20	0.95%	0.2%	0.3%
1	GOLDMAN SACHS GROUP INC				\$104.64	\$147.44	\$1	0.95%	0.0%	0.0%
14	GOLDMAN SACHS GROUP INC				\$2,272.86	\$2,064.16	\$20	0.95%	0.2%	0.3%
24	GOLDMAN SACHS GROUP INC				\$1,868.83	\$3,538.56	\$34	0.95%	0.3%	0.4%
10	GOLDMAN SACHS GROUP INC				\$778.68	\$1,474.40	\$14	0.95%	0.1%	0.2%
41	GOLDMAN SACHS GROUP INC				\$2,627.28	\$6,045.04	\$57	0.95%	0.5%	0.7%
55	GOLDMAN SACHS GROUP INC				\$7,381.23	\$8,109.20	\$77	0.95%	0.7%	1.0%
7	GOLDMAN SACHS GROUP INC				\$999.98	\$1,032.08	\$10	0.95%	0.1%	0.1%
169					\$17,265.15	\$24,917.36	\$237	0.95%	2.1%	3.1%
10	MORGAN STANLEY				\$64.12	\$285.10	\$3	0.94%	0.0%	0.0%
20	MORGAN STANLEY				\$63.21	\$1,264.21	\$5	0.94%	0.0%	0.1%
25	MORGAN STANLEY				\$53.90	\$712.75	\$7	0.94%	0.1%	0.1%
50	MORGAN STANLEY				\$19.10	\$1,425.50	\$13	0.94%	0.1%	0.2%
105					\$4,207.80	\$2,993.55	\$28	0.94%	0.3%	0.4%
25	VISA INC - CLASS A SHRS				\$67.09	\$1,556.50	\$10	0.67%	0.1%	0.2%
40	VISA INC - CLASS A SHRS				\$66.91	\$2,490.40	\$17	0.67%	0.2%	0.3%
65					\$4,353.47	\$4,046.90	\$27	0.67%	0.3%	0.5%
	Total				\$47,576.46	\$50,374.14	\$509	1.01%	4.3%	6.2%
FINANCE - PERSONAL LOANS										
145	CAPITAL ONE FINANCIAL CORP				\$2,485	\$3,172.60	\$29	0.91%	0.3%	0.4%
LIFE INSURANCE										
100	GENWORTH FINANCIAL INC-CL A				\$31.08	\$699.00	\$0	0.00%	0.1%	0.1%
75	GENWORTH FINANCIAL INC-CL A				\$32.92	\$524.25	\$0	0.00%	0.0%	0.1%
175					\$5,576.89	\$1,223.25	\$0	0.00%	0.1%	0.1%
60	METLIFE INC				\$26.50	\$1,800.60	\$44	2.47%	0.2%	0.2%
85	METLIFE INC				\$17.32	\$2,550.85	\$63	2.47%	0.2%	0.3%
145					\$3,062.50	\$4,351.45	\$107	2.47%	0.4%	0.5%

**THE FRANKLIN FUND (888-06862)**  
Portfolio Valuation

As of June 30, 2009  
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
105	UNUM GROUP	04/30/09	\$16.31	\$15.86	\$1,712.21	\$1,665.30	\$32	1.89%	0.1%	0.2%
Total										
MULTI-LINE INSURANCE										
15	HARTFORD FINANCIAL SVCS GRP	02/18/04	\$66.16	\$11.87	\$992.34	\$178.05	\$3	1.68%	0.0%	0.0%
20	HARTFORD FINANCIAL SVCS GRP	07/07/08	\$65.14	\$11.87	\$1,302.74	\$237.40	\$4	1.68%	0.0%	0.0%
35	HARTFORD FINANCIAL SVCS GRP	07/25/08	\$61.27	\$11.87	\$2,144.35	\$415.45	\$7	1.68%	0.0%	0.1%
25	HARTFORD FINANCIAL SVCS GRP	07/29/08	\$62.37	\$11.87	\$1,559.16	\$296.75	\$5	1.68%	0.0%	0.0%
Total										
BANKS - NYC										
45	BANK OF NEW YORK MELLON CORP	04/17/09	\$30.57	\$29.31	\$1,375.80	\$1,318.95	\$16	1.23%	0.1%	0.2%
56	JPMORGAN CHASE & CO	01/18/06	\$39.24	\$34.11	\$2,197.52	\$1,910.16	\$11	0.59%	0.2%	0.2%
44	JPMORGAN CHASE & CO	01/18/06	\$39.24	\$34.11	\$1,726.63	\$1,500.84	\$9	0.59%	0.1%	0.2%
100	JPMORGAN CHASE & CO	01/15/08	\$39.34	\$34.11	\$3,933.62	\$3,411.00	\$20	0.59%	0.3%	0.4%
175	JPMORGAN CHASE & CO	10/21/08	\$40.65	\$34.11	\$7,114.56	\$5,989.25	\$35	0.59%	0.5%	0.7%
81	JPMORGAN CHASE & CO	05/01/09	\$32.93	\$34.11	\$2,667.46	\$2,762.91	\$16	0.59%	0.2%	0.3%
150	JPMORGAN CHASE & CO	05/06/09	\$36.08	\$34.11	\$5,411.72	\$5,116.50	\$30	0.59%	0.4%	0.6%
50	JPMORGAN CHASE & CO	05/15/09	\$35.24	\$34.11	\$1,761.80	\$1,705.50	\$10	0.59%	0.1%	0.2%
2	JPMORGAN CHASE & CO	05/27/09	\$36.29	\$34.11	\$72.58	\$68.22	\$0	0.59%	0.0%	0.0%
67	JPMORGAN CHASE & CO	05/27/09	\$36.29	\$34.11	\$2,431.31	\$2,285.37	\$13	0.59%	0.2%	0.3%
27	JPMORGAN CHASE & CO	06/12/09	\$34.99	\$34.11	\$944.68	\$920.97	\$5	0.59%	0.1%	0.1%
Total										
MAJOR REGIONAL BANKS										
105	US BANCORP	05/21/09	\$18.00	\$17.92	\$1,889.71	\$1,881.60	\$21	1.12%	0.2%	0.2%
145	US BANCORP	05/27/09	\$18.62	\$17.92	\$2,699.62	\$2,598.40	\$29	1.12%	0.2%	0.3%
Total										
200	WELLS FARGO & COMPANY	05/08/09	\$22.00	\$24.26	\$4,400.00	\$4,852.00	\$40	0.82%	0.4%	0.6%
Total										
TOTAL FINANCIAL UTILITIES										
						\$8,989.33	\$9,332.00	\$90	0.96%	1.1%
						\$121,342.72	\$108,897.31	\$1,306	1.20%	13.3%

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009

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
<b>TELEPHONE</b>										
	T									
50	AT&T INC	08/27/07	\$40.21	\$24.84	\$2,010.59	\$1,242.00	\$82	6.60%	0.1%	0.2%
75	AT&T INC	09/07/07	\$39.00	\$24.84	\$2,925.33	\$1,863.00	\$123	6.60%	0.2%	0.2%
50	AT&T INC	09/12/07	\$39.94	\$24.84	\$1,996.95	\$1,242.00	\$82	6.60%	0.1%	0.2%
100	AT&T INC	10/15/07	\$42.34	\$24.84	\$4,233.78	\$2,484.00	\$164	6.60%	0.2%	0.3%
50	AT&T INC	11/06/07	\$39.78	\$24.84	\$1,989.02	\$1,242.00	\$82	6.60%	0.1%	0.2%
50	AT&T INC	01/18/08	\$36.20	\$24.84	\$1,809.94	\$1,242.00	\$82	6.60%	0.1%	0.2%
175	AT&T INC	06/24/09	\$24.81	\$24.84	\$4,342.52	\$4,347.00	\$287	6.60%	0.4%	0.5%
550					\$19,308.13	\$13,662.00	\$902	6.60%	1.2%	1.7%
100	SPRINT NEXTEL CORP	01/01/50	\$17.17	\$4.81	\$1,717.30	\$481.00	\$0	0.00%	0.0%	0.1%
525	SPRINT NEXTEL CORP	04/11/08	\$6.53	\$4.81	\$3,428.15	\$2,525.25	\$0	0.00%	0.2%	0.3%
200	SPRINT NEXTEL CORP	09/15/08	\$6.81	\$4.81	\$1,361.50	\$962.00	\$0	0.00%	0.1%	0.1%
825					\$6,506.95	\$3,968.25	\$0	0.00%	0.3%	0.5%
100	VODAFONE GROUP PLC-SP ADR	04/27/09	\$18.30	\$19.49	\$1,830.14	\$1,949.00	\$114	5.85%	0.2%	0.2%
65	VODAFONE GROUP PLC-SP ADR	05/01/09	\$18.83	\$19.49	\$1,223.74	\$1,266.85	\$74	5.85%	0.1%	0.2%
165					\$3,053.88	\$3,215.85	\$188	5.85%	0.3%	0.4%
Total					\$28,868.96	\$20,846.10	\$1,090	5.23%	1.8%	2.6%
<b>ELECTRIC COMPANIES</b>										
135	RRI ENERGY INC	09/22/08	\$13.95	\$5.01	\$1,883.13	\$676.35	\$0	0.00%	0.1%	0.1%
215	RRI ENERGY INC	05/18/09	\$4.68	\$5.01	\$1,006.48	\$1,077.15	\$0	0.00%	0.1%	0.1%
350					\$2,889.61	\$1,753.50	\$0	0.00%	0.2%	0.2%
Total					\$31,758.57	\$22,599.60	\$1,090	4.82%	1.9%	2.8%
<b>TOTAL UTILITIES</b>										
<b>CONSUMER GROWTH ENTERTAINMENT</b>										
200	CBS CORP-CLASS B	03/23/06	\$24.92	\$6.92	\$4,983.80	\$1,384.00	\$40	2.89%	0.1%	0.2%
50	CBS CORP-CLASS B	05/12/06	\$25.87	\$6.92	\$1,293.41	\$346.00	\$10	2.89%	0.0%	0.0%
125	CBS CORP-CLASS B	11/12/08	\$6.99	\$6.92	\$873.63	\$865.00	\$25	2.89%	0.1%	0.1%
125	CBS CORP-CLASS B	02/06/09	\$6.46	\$6.92	\$807.79	\$865.00	\$25	2.89%	0.1%	0.1%
500					\$7,958.63	\$3,460.00	\$100	2.89%	0.3%	0.4%
55	THE WALT DISNEY CO.	12/02/08	\$20.55	\$23.33	\$1,130.15	\$1,283.15	\$19	1.50%	0.1%	0.2%

Bernstein Global Wealth Management

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009

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
80	THE WALT DISNEY CO.	12/19/08	\$22.84	\$23.33	\$1,827.50	\$1,866.40	\$28	1.50%	0.2%	0.2%
40	THE WALT DISNEY CO.	02/26/09	\$17.41	\$23.33	\$696.28	\$933.20	\$14	1.50%	0.1%	0.1%
50	THE WALT DISNEY CO.	03/31/09	\$18.07	\$23.33	\$903.64	\$1,166.50	\$18	1.50%	0.1%	0.1%
225					\$4,557.57	\$5,249.25	\$79	1.50%	0.5%	0.6%
85	TIME WARNER INC	04/14/04	\$36.44	\$25.19	\$3,097.69	\$2,141.15	\$64	2.98%	0.2%	0.3%
116	TIME WARNER INC	11/10/08	\$22.23	\$25.19	\$2,578.19	\$2,922.04	\$87	2.98%	0.3%	0.4%
33	TIME WARNER INC	12/01/08	\$19.40	\$25.19	\$640.31	\$831.27	\$25	2.98%	0.1%	0.1%
66	TIME WARNER INC	01/07/09	\$22.91	\$25.19	\$1,511.93	\$1,662.54	\$50	2.98%	0.1%	0.2%
33	TIME WARNER INC	03/17/09	\$18.42	\$25.19	\$607.74	\$831.27	\$25	2.98%	0.1%	0.1%
42	TIME WARNER INC	04/17/09	\$23.27	\$25.19	\$977.33	\$1,057.98	\$32	2.98%	0.1%	0.1%
375					\$9,413.19	\$9,446.25	\$281	2.98%	0.8%	1.2%
130	VIACOM INC-CLASS B	12/22/08	\$17.14	\$22.70	\$2,227.62	\$2,951.00	\$0	0.00%	0.3%	0.4%
	<b>Total</b>				\$24,157.01	\$21,106.50	\$460	2.18%	1.8%	2.6%
	<b>RADIO - TV BROADCASTING</b>									
75	LIBERTY ENTERTAINMENT-CLA	04/24/09	\$24.12	\$26.70	\$1,808.81	\$2,002.50	\$0	0.00%	0.2%	0.2%
22	TIME WARNER CABLE	04/14/04	\$49.79	\$31.67	\$1,095.36	\$696.74	\$0	0.00%	0.1%	0.1%
29	TIME WARNER CABLE	11/10/08	\$31.44	\$31.67	\$911.66	\$918.43	\$0	0.00%	0.1%	0.1%
8	TIME WARNER CABLE	12/01/08	\$28.30	\$31.67	\$226.42	\$253.36	\$0	0.00%	0.0%	0.0%
16	TIME WARNER CABLE	01/07/09	\$33.41	\$31.67	\$534.63	\$506.72	\$0	0.00%	0.0%	0.1%
8	TIME WARNER CABLE	03/17/09	\$26.86	\$31.67	\$214.90	\$253.36	\$0	0.00%	0.0%	0.0%
50	TIME WARNER CABLE	05/06/09	\$33.64	\$31.67	\$1,681.92	\$1,583.50	\$0	0.00%	0.1%	0.2%
133					\$4,664.89	\$4,212.11	\$0	0.00%	0.4%	0.5%
	<b>Total</b>				\$6,473.70	\$6,214.61	\$0	0.00%	0.5%	0.8%
	<b>PUBLISHING - NEWSPAPERS</b>									
450	NEWS CORP	01/15/09	\$7.91	\$9.11	\$3,559.46	\$4,099.50	\$54	1.32%	0.4%	0.5%
450	NEWS CORP	02/17/09	\$6.15	\$9.11	\$2,769.08	\$4,099.50	\$54	1.32%	0.4%	0.5%
900					\$6,328.54	\$8,199.00	\$108	1.32%	0.7%	1.0%
	<b>PUBLISHING</b>									
25	GOOGLE INC-CLA	12/16/04	\$178.90	\$421.59	\$4,472.54	\$10,539.75	\$0	0.00%	0.9%	1.3%
19	GOOGLE INC-CLA	05/27/05	\$262.92	\$421.59	\$4,995.47	\$8,010.21	\$0	0.00%	0.7%	1.0%

**THE FRANKLIN FUND (888-06862)**  
**Portfolio Valuation**

As of June 30, 2009  
 Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	Portfolio %	Asset Class
6	GOOGLE INC-CLA	07/27/06	\$379.83	\$421.59	\$2,278.98	\$2,529.54	\$0	0.00%	0.2%	0.3%
50					\$11,746.99	\$21,079.50	\$0	0.00%	1.8%	2.6%
<b>DRUGS</b>										
30	AMGEN INC	04/09/09	\$48.21	\$52.94	\$1,446.44	\$1,588.20	\$0	0.00%	0.1%	0.2%
40	CELGENE CORP	05/07/07	\$62.66	\$47.84	\$2,506.30	\$1,913.60	\$0	0.00%	0.2%	0.2%
30	CELGENE CORP	08/28/07	\$59.86	\$47.84	\$1,795.84	\$1,435.20	\$0	0.00%	0.1%	0.2%
30	CELGENE CORP	11/14/07	\$63.97	\$47.84	\$1,919.12	\$1,435.20	\$0	0.00%	0.1%	0.2%
50	CELGENE CORP	03/06/08	\$56.14	\$47.84	\$2,807.15	\$2,392.00	\$0	0.00%	0.2%	0.3%
25	CELGENE CORP	03/13/08	\$57.08	\$47.84	\$1,427.06	\$1,196.00	\$0	0.00%	0.1%	0.1%
175					\$10,455.47	\$8,372.00	\$0	0.00%	0.7%	1.0%
135	ELI LILLY & CO	04/23/09	\$32.51	\$34.64	\$4,388.30	\$4,676.40	\$265	5.66%	0.4%	0.6%
100	GILEAD SCIENCES INC	07/11/05	\$22.83	\$46.84	\$2,282.54	\$4,684.00	\$0	0.00%	0.4%	0.6%
100	GILEAD SCIENCES INC	02/10/06	\$29.12	\$46.84	\$2,912.29	\$4,684.00	\$0	0.00%	0.4%	0.6%
70	GILEAD SCIENCES INC	06/13/06	\$28.34	\$46.84	\$1,983.96	\$3,278.80	\$0	0.00%	0.3%	0.4%
75	GILEAD SCIENCES INC	07/27/06	\$30.71	\$46.84	\$2,302.89	\$3,513.00	\$0	0.00%	0.3%	0.4%
345					\$9,481.68	\$16,159.80	\$0	0.00%	1.4%	2.0%
50	GLAXOSMITHKLINE PLC-SPON AD	04/09/09	\$29.64	\$35.34	\$1,481.96	\$1,767.00	\$95	5.37%	0.2%	0.2%
70	MERCK & CO. INC.	08/18/05	\$30.51	\$27.96	\$2,135.63	\$1,957.20	\$106	5.44%	0.2%	0.2%
40	MERCK & CO. INC.	04/21/08	\$39.69	\$27.96	\$1,587.55	\$1,118.40	\$61	5.44%	0.1%	0.1%
30	MERCK & CO. INC.	06/03/08	\$38.33	\$27.96	\$1,149.96	\$838.80	\$46	5.44%	0.1%	0.1%
125	MERCK & CO. INC.	06/27/08	\$37.18	\$27.96	\$4,648.10	\$3,495.00	\$190	5.44%	0.3%	0.4%
50	MERCK & CO. INC.	07/08/08	\$37.14	\$27.96	\$1,856.98	\$1,398.00	\$76	5.44%	0.1%	0.2%
50	MERCK & CO. INC.	01/27/09	\$28.43	\$27.96	\$1,421.49	\$1,398.00	\$76	5.44%	0.1%	0.2%
365					\$12,799.71	\$10,205.40	\$555	5.44%	0.9%	1.3%
375	PFIZER INC	06/09/06	\$23.57	\$15.00	\$8,838.30	\$5,625.00	\$240	4.27%	0.5%	0.7%
150	PFIZER INC	06/13/06	\$23.24	\$15.00	\$3,486.45	\$2,250.00	\$96	4.27%	0.2%	0.3%
75	PFIZER INC	11/24/06	\$26.96	\$15.00	\$2,022.01	\$1,125.00	\$48	4.27%	0.1%	0.1%
100	PFIZER INC	03/27/07	\$25.51	\$15.00	\$2,550.73	\$1,500.00	\$64	4.27%	0.1%	0.2%
45	PFIZER INC	05/23/07	\$27.41	\$15.00	\$1,233.42	\$675.00	\$29	4.27%	0.1%	0.1%

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009

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
80	PRIZER INC	06/09/09	\$14.25	\$15.00	\$1,139.80	\$1,200.00	\$51	4.27%	0.1%	0.1%
825					\$19,270.71	\$12,375.00	\$528	4.27%	1.1%	1.5%
300	SCHERING-PLOUGH CORP	03/20/09	\$23.62	\$25.12	\$7,085.34	\$7,536.00	\$78	1.04%	0.6%	0.9%
65	TEVA PHARMACEUTICAL-SPON AD	06/25/07	\$40.69	\$49.34	\$2,644.60	\$3,207.10	\$28	0.87%	0.3%	0.4%
80	TEVA PHARMACEUTICAL-SPON AD	01/29/08	\$44.57	\$49.34	\$3,565.85	\$3,947.20	\$34	0.87%	0.3%	0.5%
10	TEVA PHARMACEUTICAL-SPON AD	02/08/08	\$46.51	\$49.34	\$465.05	\$493.40	\$4	0.87%	0.0%	0.1%
50	TEVA PHARMACEUTICAL-SPON AD	04/24/08	\$46.17	\$49.34	\$2,308.55	\$2,467.00	\$22	0.87%	0.2%	0.3%
205					\$8,984.05	\$10,114.70	\$88	0.87%	0.9%	1.2%
	<b>Total</b>				\$75,393.66	\$72,794.50	\$1,608	2.21%	6.3%	8.9%
	<b>HOSPITAL SUPPLIES</b>									
40	BAXTER INTERNATIONAL INC	04/30/08	\$62.52	\$52.96	\$2,500.70	\$2,118.40	\$42	1.96%	0.2%	0.3%
7	BAXTER INTERNATIONAL INC	08/06/08	\$69.84	\$52.96	\$488.87	\$370.72	\$7	1.96%	0.0%	0.0%
20	BAXTER INTERNATIONAL INC	11/10/08	\$60.66	\$52.96	\$1,213.11	\$1,059.20	\$21	1.96%	0.1%	0.1%
20	BAXTER INTERNATIONAL INC	11/14/08	\$61.19	\$52.96	\$1,223.81	\$1,059.20	\$21	1.96%	0.1%	0.1%
87					\$5,426.49	\$4,607.52	\$90	1.96%	0.4%	0.6%
70	MEDCO HEALTH SOLUTIONS INC	05/07/07	\$37.51	\$45.61	\$2,625.62	\$3,192.70	\$0	0.00%	0.3%	0.4%
55	MEDCO HEALTH SOLUTIONS INC	03/11/08	\$41.49	\$45.61	\$2,281.99	\$2,508.55	\$0	0.00%	0.2%	0.3%
125					\$4,907.61	\$5,701.25	\$0	0.00%	0.5%	0.7%
	<b>Total</b>				\$10,334.10	\$10,308.77	\$90	0.88%	0.9%	1.3%
	<b>MEDICAL PRODUCTS</b>									
16	ALCON INC	02/09/04	\$64.01	\$116.12	\$1,024.16	\$1,857.92	\$58	3.14%	0.2%	0.2%
	<b>OTHER MEDICAL</b>									
65	CARDINAL HEALTH INC	04/21/08	\$51.97	\$30.55	\$3,378.13	\$1,985.75	\$46	2.29%	0.2%	0.2%
	<b>TOTAL CONSUMER GROWTH</b>				\$138,836.29	\$143,546.55	\$2,371	1.65%	12.3%	17.6%
	<b>CONSUMER STAPLES</b>									
	<b>SOAPS</b>									
15	COLGATE-PALMOLIVE CO	11/20/08	\$62.71	\$70.74	\$940.62	\$1,061.10	\$26	2.49%	0.1%	0.1%
15	COLGATE-PALMOLIVE CO	01/27/09	\$62.51	\$70.74	\$937.65	\$1,061.10	\$26	2.49%	0.1%	0.1%
30					\$1,878.27	\$2,122.20	\$53	2.49%	0.2%	0.3%

**THE FRANKLIN FUND (888-06862)**  
**Portfolio Valuation**

As of June 30, 2009  
 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
40	PROCTER & GAMBLE CO PG	04/28/03	\$45.45	\$51.10	\$1,818.00	\$2,044.00	\$70	3.44%	0.2%	0.3%
28	PROCTER & GAMBLE CO	09/23/08	\$68.47	\$51.10	\$1,917.02	\$1,430.80	\$49	3.44%	0.1%	0.2%
12	PROCTER & GAMBLE CO	09/23/08	\$68.47	\$51.10	\$821.58	\$613.20	\$21	3.44%	0.1%	0.1%
15	PROCTER & GAMBLE CO	10/09/08	\$65.67	\$51.10	\$985.10	\$766.50	\$26	3.44%	0.1%	0.1%
15	PROCTER & GAMBLE CO	11/10/08	\$64.88	\$51.10	\$973.17	\$766.50	\$26	3.44%	0.1%	0.1%
42	PROCTER & GAMBLE CO	04/16/09	\$50.34	\$51.10	\$2,114.12	\$2,146.20	\$74	3.44%	0.2%	0.3%
152					\$8,628.99	\$7,767.20	\$268	3.44%	0.7%	1.0%
	<b>Total</b>				\$10,507.26	\$9,889.40	\$320	3.24%	0.8%	1.2%
	<b>TOBACCO</b>									
200	ALTRIA GROUP INC MO	01/01/50	\$10.99	\$16.39	\$2,197.25	\$3,278.00	\$256	7.81%	0.3%	0.4%
20	PHILIP MORRIS INTERNATIONAL PM	01/01/50	\$24.84	\$43.62	\$496.74	\$872.40	\$43	4.95%	0.1%	0.1%
	<b>Total</b>				\$2,693.99	\$4,150.40	\$299	7.21%	0.4%	0.5%
	<b>FOODS</b>									
40	BUNGE LTD BG	11/06/08	\$41.48	\$60.25	\$1,659.36	\$2,410.00	\$34	1.39%	0.2%	0.3%
20	BUNGE LTD 60	12/01/08	\$38.99	\$60.25	\$779.83	\$1,205.00	\$17	1.39%	0.1%	0.1%
	<b>Total</b>				\$2,439.19	\$3,615.00	\$50	1.39%	0.3%	0.4%
23	GENERAL MILLS INC GIS	11/10/08	\$66.46	\$56.02	\$1,528.48	\$1,288.46	\$40	3.07%	0.1%	0.2%
115	TYSON FOODS INC-CLA TSN	01/09/09	\$8.16	\$12.61	\$938.33	\$1,450.15	\$18	1.27%	0.1%	0.2%
	<b>Total</b>				\$4,906.00	\$6,353.61	\$108	1.71%	0.5%	0.8%
	<b>SUGAR REFINERS</b>									
105	ARCHER-DANIELS-MIDLAND CO ADM	01/06/09	\$28.73	\$26.77	\$3,016.70	\$2,810.85	\$59	2.09%	0.2%	0.3%
45	ARCHER-DANIELS-MIDLAND CO	01/30/09	\$27.31	\$26.77	\$1,228.90	\$1,204.65	\$25	2.09%	0.1%	0.1%
50	ARCHER-DANIELS-MIDLAND CO	02/05/09	\$26.36	\$26.77	\$1,318.18	\$1,338.50	\$28	2.09%	0.1%	0.2%
	<b>Total</b>				\$5,563.78	\$5,354.00	\$112	2.09%	0.5%	0.7%
	<b>BEVERAGES - SOFT, LITE &amp; HARD</b>									
25	COCA-COLA CO/THE KO	03/31/09	\$44.33	\$47.99	\$1,108.30	\$1,199.75	\$41	3.42%	0.1%	0.1%
62	PEPSICO INC PEP	10/10/03	\$48.00	\$54.96	\$2,976.08	\$3,407.52	\$112	3.28%	0.3%	0.4%
18	PEPSICO INC	04/25/07	\$66.91	\$54.96	\$1,204.44	\$989.28	\$32	3.28%	0.1%	0.1%
15	PEPSICO INC	10/09/08	\$63.64	\$54.96	\$954.57	\$824.40	\$27	3.28%	0.1%	0.1%
20	PEPSICO INC	11/20/08	\$52.89	\$54.96	\$1,057.89	\$1,099.20	\$36	3.28%	0.1%	0.1%

Bernstein Global Wealth Management

**THE FRANKLIN FUND (888-06862)**  
**Portfolio Valuation**

As of June 30, 2009  
 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
25	PEPSICO INC	03/31/09	\$52.10	\$54.96	\$1,302.52	\$1,374.00	\$45	3.28%	0.1%	0.2%
140					\$7,495.50	\$7,694.40	\$252	3.28%	0.7%	0.9%
	<b>RESTAURANTS</b>				\$8,603.80	\$8,894.15	\$293	3.29%	0.8%	1.1%
25	MCDONALD'S CORP	07/28/06	\$35.19	\$57.49	\$879.73	\$1,437.25	\$50	3.48%	0.1%	0.2%
20	MCDONALD'S CORP	10/06/08	\$58.29	\$57.49	\$1,165.88	\$1,149.80	\$40	3.48%	0.1%	0.1%
65	MCDONALD'S CORP	10/23/08	\$54.86	\$57.49	\$3,565.95	\$3,736.85	\$130	3.48%	0.3%	0.5%
20	MCDONALD'S CORP	02/10/09	\$58.47	\$57.49	\$1,169.43	\$1,149.80	\$40	3.48%	0.1%	0.1%
130					\$6,780.99	\$7,473.70	\$260	3.48%	0.6%	0.9%
	<b>TOTAL CONSUMER STAPLES</b>				\$39,055.82	\$42,115.26	\$1,393	3.31%	3.6%	5.2%
	<b>CONSUMER CYCLICALS</b>									
	TEXTILES/SHOES - APPAREL MFG.									
25	NIKE INC -CL B	05/06/08	\$67.27	\$51.78	\$1,681.69	\$1,294.50	\$25	1.93%	0.1%	0.2%
	<b>AUTOS &amp; AUTO PARTS OEMS</b>									
23	TOYOTA MOTOR CORP -SPON ADR	05/15/09	\$74.75	\$75.53	\$1,719.27	\$1,737.19	\$44	2.55%	0.1%	0.2%
	<b>RETAILERS</b>									
21	AMAZON.COM INC	05/28/09	\$76.93	\$83.66	\$1,615.43	\$1,756.86	\$0	0.00%	0.2%	0.2%
40	COSTCO WHOLESALE CORP	01/29/08	\$66.36	\$45.78	\$2,654.44	\$1,831.20	\$29	1.57%	0.2%	0.2%
5	COSTCO WHOLESALE CORP	04/29/08	\$71.01	\$45.78	\$355.05	\$228.90	\$4	1.57%	0.0%	0.0%
35	COSTCO WHOLESALE CORP	12/17/08	\$53.81	\$45.78	\$1,883.51	\$1,602.30	\$25	1.57%	0.1%	0.2%
40	COSTCO WHOLESALE CORP	12/19/08	\$54.47	\$45.78	\$2,178.74	\$1,831.20	\$29	1.57%	0.2%	0.2%
20	COSTCO WHOLESALE CORP	02/10/09	\$44.45	\$45.78	\$889.03	\$915.60	\$14	1.57%	0.1%	0.1%
20	COSTCO WHOLESALE CORP	05/15/09	\$44.84	\$45.78	\$896.86	\$915.60	\$14	1.57%	0.1%	0.1%
160					\$8,857.63	\$7,324.80	\$115	1.57%	0.6%	0.9%
75	HOME DEPOT INC	10/23/08	\$19.17	\$23.63	\$1,437.71	\$1,772.25	\$68	3.81%	0.2%	0.2%
50	HOME DEPOT INC	02/25/09	\$20.35	\$23.63	\$1,017.41	\$1,181.50	\$45	3.81%	0.1%	0.1%
125					\$2,455.12	\$2,953.75	\$112	3.81%	0.3%	0.4%
25	J.C. PENNEY CO INC	02/15/08	\$46.25	\$28.71	\$1,156.20	\$717.75	\$20	2.79%	0.1%	0.1%
50	J.C. PENNEY CO INC	11/14/08	\$17.54	\$28.71	\$876.90	\$1,435.50	\$40	2.79%	0.1%	0.2%
75					\$2,033.10	\$2,153.25	\$60	2.79%	0.2%	0.3%

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009  
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
30	KOHL'S CORP	09/14/06	\$67.38	\$42.75	\$2,021.45	\$1,282.50	\$0	0.00%	0.1%	0.2%
30	KOHL'S CORP	07/02/08	\$41.99	\$42.75	\$1,259.72	\$1,282.50	\$0	0.00%	0.1%	0.2%
40	KOHL'S CORP	08/14/08	\$48.08	\$42.75	\$1,923.35	\$1,710.00	\$0	0.00%	0.1%	0.2%
40	KOHL'S CORP	03/03/09	\$34.82	\$42.75	\$1,392.83	\$1,710.00	\$0	0.00%	0.1%	0.2%
20	KOHL'S CORP	04/22/09	\$44.18	\$42.75	\$883.63	\$855.00	\$0	0.00%	0.1%	0.1%
20	KOHL'S CORP	05/06/09	\$43.90	\$42.75	\$878.08	\$855.00	\$0	0.00%	0.1%	0.1%
20	KOHL'S CORP	05/28/09	\$43.01	\$42.75	\$860.14	\$855.00	\$0	0.00%	0.1%	0.1%
200					\$9,219.20	\$8,550.00	\$0	0.00%	0.7%	1.0%
80	KROGER CO	12/03/03	\$18.23	\$22.05	\$1,458.52	\$1,764.00	\$29	1.63%	0.2%	0.2%
250	LIMITED BRANDS INC	01/21/09	\$8.31	\$11.97	\$2,078.55	\$2,992.50	\$150	5.01%	0.3%	0.4%
90	LOWE'S COS INC	02/10/09	\$18.45	\$19.41	\$1,660.50	\$1,746.90	\$32	1.85%	0.2%	0.2%
22	LOWE'S COS INC	02/24/09	\$15.58	\$19.41	\$342.82	\$427.02	\$8	1.85%	0.0%	0.1%
23	LOWE'S COS INC	02/24/09	\$15.58	\$19.41	\$358.41	\$446.43	\$8	1.85%	0.0%	0.1%
75	LOWE'S COS INC	04/22/09	\$20.80	\$19.41	\$1,559.96	\$1,455.75	\$27	1.85%	0.1%	0.2%
152	LOWE'S COS INC	06/09/09	\$20.33	\$19.41	\$3,090.25	\$2,950.32	\$55	1.85%	0.3%	0.4%
362					\$7,011.94	\$7,026.42	\$130	1.85%	0.6%	0.9%
25	MACY'S INC	05/23/07	\$39.11	\$11.76	\$977.70	\$294.00	\$5	1.70%	0.0%	0.0%
50	MACY'S INC	06/18/07	\$38.80	\$11.76	\$1,939.95	\$588.00	\$10	1.70%	0.1%	0.1%
50	MACY'S INC	08/27/07	\$31.67	\$11.76	\$1,583.73	\$588.00	\$10	1.70%	0.1%	0.1%
105	MACY'S INC	06/24/09	\$11.33	\$11.76	\$1,189.20	\$1,234.80	\$21	1.70%	0.1%	0.2%
230					\$5,690.58	\$2,704.80	\$46	1.70%	0.2%	0.3%
100	SAFEWAY INC	08/14/08	\$27.88	\$20.37	\$2,788.47	\$2,037.00	\$40	1.96%	0.2%	0.2%
50	TARGET CORP	04/17/09	\$40.23	\$39.47	\$2,011.59	\$1,973.50	\$34	1.72%	0.2%	0.2%
25	TARGET CORP	05/19/09	\$41.80	\$39.47	\$1,044.91	\$986.75	\$17	1.72%	0.1%	0.1%
45	TARGET CORP	06/09/09	\$41.20	\$39.47	\$1,853.82	\$1,776.15	\$31	1.72%	0.2%	0.2%
120					\$4,910.32	\$4,736.40	\$82	1.72%	0.4%	0.6%
45	WAL-MART STORES INC	02/14/08	\$50.75	\$48.44	\$2,283.97	\$2,179.80	\$49	2.25%	0.2%	0.3%
40	WAL-MART STORES INC	10/09/08	\$54.58	\$48.44	\$2,183.28	\$1,937.60	\$44	2.25%	0.2%	0.2%
85					\$4,467.25	\$4,117.40	\$93	2.25%	0.4%	0.5%

**THE FRANKLIN FUND (888-06862)**

Portfolio Valuation

As of June 30, 2009

Reporting Currency: US dollars

Quantity	Total	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
						\$52,586.11	\$48,117.18	\$857	1.78%	4.1%	5.9%
						\$55,987.07	\$51,148.87	\$926	1.81%	4.4%	6.3%
<b>TOTAL CONSUMER CYCLICALS</b>											
<b>INDUSTRIAL RESOURCES</b>											
MISC. METALS											
		40	05/06/09	\$52.29	\$50.11	\$2,091.54	\$2,004.40	\$0	0.00%	0.2%	0.2%
		50	06/09/09	\$57.87	\$50.11	\$2,893.48	\$2,505.50	\$0	0.00%	0.2%	0.3%
		90				\$4,985.02	\$4,509.90	\$0	0.00%	0.4%	0.6%
STEEL											
		45	06/09/09	\$34.07	\$33.08	\$1,533.15	\$1,488.60	\$29	1.93%	0.1%	0.2%
		35	05/06/09	\$45.01	\$44.43	\$1,575.29	\$1,555.05	\$49	3.15%	0.1%	0.2%
		Total				\$3,108.44	\$3,043.65	\$78	2.55%	0.3%	0.4%
CHEMICALS											
		35	06/05/07	\$78.09	\$64.59	\$2,733.05	\$2,260.65	\$63	2.79%	0.2%	0.3%
		5	08/28/07	\$87.80	\$64.59	\$438.99	\$322.95	\$9	2.79%	0.0%	0.0%
		40				\$3,172.04	\$2,583.60	\$72	2.79%	0.2%	0.3%
		50	04/23/09	\$27.41	\$25.62	\$1,370.56	\$1,281.00	\$82	6.40%	0.1%	0.2%
		30	05/04/09	\$29.22	\$25.62	\$876.51	\$768.60	\$49	6.40%	0.1%	0.1%
		35	05/13/09	\$26.77	\$25.62	\$936.81	\$896.70	\$57	6.40%	0.1%	0.1%
		55	05/27/09	\$27.78	\$25.62	\$1,527.99	\$1,409.10	\$90	6.40%	0.1%	0.2%
		55	06/26/09	\$25.30	\$25.62	\$1,391.44	\$1,409.10	\$90	6.40%	0.1%	0.2%
		225				\$6,103.31	\$5,764.50	\$369	6.40%	0.5%	0.7%
		35	03/23/09	\$24.83	\$37.90	\$868.89	\$1,326.50	\$62	4.64%	0.1%	0.2%
		Total				\$10,144.24	\$9,674.60	\$503	5.20%	0.8%	1.2%
FERTILIZERS											
		51	04/27/06	\$42.10	\$74.34	\$2,147.29	\$3,791.34	\$54	1.43%	0.3%	0.5%
		Total				\$20,384.99	\$21,019.49	\$634	3.02%	1.8%	2.6%
<b>TOTAL INDUSTRIAL RESOURCES</b>											
<b>CAPITAL EQUIPMENT</b>											
ELECTRICAL EQUIPMENT											
		25	12/19/08	\$34.03	\$32.40	\$850.63	\$810.00	\$33	4.07%	0.1%	0.1%
		75	01/26/09	\$33.17	\$32.40	\$2,487.92	\$2,430.00	\$99	4.07%	0.2%	0.3%
		Total				\$3,338.55	\$3,240.00	\$132	4.07%	0.3%	0.4%

Bernstein Global Wealth Management

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009  
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	
25	EMERSON ELECTRIC CO		02/26/09	\$27.85	\$32.40	\$696.22	\$810.00	\$33	4.07%	0.1%	0.1%	
25	EMERSON ELECTRIC CO		04/01/09	\$29.11	\$32.40	\$727.76	\$810.00	\$33	4.07%	0.1%	0.1%	
25	EMERSON ELECTRIC CO		04/22/09	\$32.35	\$32.40	\$808.83	\$810.00	\$33	4.07%	0.1%	0.1%	
175						\$5,571.36	\$5,670.00	\$231	4.07%	0.5%	0.7%	
	<b>MISC. CAPITAL GOODS</b>											
25	DANAHER CORP	DHR	02/27/09	\$50.77	\$61.74	\$1,269.23	\$1,543.50	\$3	0.19%	0.1%	0.2%	
20	DANAHER CORP		05/28/09	\$60.49	\$61.74	\$1,209.72	\$1,234.80	\$2	0.19%	0.1%	0.2%	
25	DANAHER CORP		06/09/09	\$63.83	\$61.74	\$1,595.86	\$1,543.50	\$3	0.19%	0.1%	0.2%	
70						\$4,074.81	\$4,321.80	\$8	0.19%	0.4%	0.5%	
20	FLUOR CORP	FLR	12/19/06	\$41.43	\$51.29	\$828.65	\$1,025.80	\$10	0.97%	0.1%	0.1%	
45	ILLINOIS TOOL WORKS	ITW	05/28/09	\$32.26	\$37.34	\$1,451.54	\$1,680.30	\$56	3.32%	0.1%	0.2%	
65	ILLINOIS TOOL WORKS		06/30/09	\$37.33	\$37.34	\$2,426.36	\$2,427.10	\$81	3.32%	0.2%	0.3%	
110						\$3,877.90	\$4,107.40	\$136	3.32%	0.4%	0.5%	
130	INGERSOLL-RAND CO LTD-CL A	IR.99	06/09/09	\$22.71	\$20.90	\$2,951.74	\$2,717.00	\$94	3.44%	0.2%	0.3%	
	Total					\$11,733.10	\$12,172.00	\$248	2.04%	1.0%	1.5%	
	<b>DEFENSE</b>											
50	NORTHROP GRUMMAN CORP	NOC	04/07/09	\$47.41	\$45.68	\$2,370.40	\$2,284.00	\$86	3.77%	0.2%	0.3%	
	<b>MACHINERY AGRICULTURAL</b>											
40	CATERPILLAR INC	CAT	06/03/09	\$36.58	\$33.04	\$1,463.31	\$1,321.60	\$67	5.08%	0.1%	0.2%	
	Total					\$21,138.17	\$21,447.60	\$633	2.95%	1.8%	2.6%	
	<b>TECHNOLOGY</b>											
	<b>COMMUNICATION - EQUIP. MFRS.</b>											
110	CISCO SYSTEMS INC	CSCO	06/09/06	\$20.10	\$18.65	\$2,210.94	\$2,051.50	\$0	0.00%	0.2%	0.3%	
105	CISCO SYSTEMS INC		09/14/06	\$22.69	\$18.65	\$2,382.65	\$1,998.25	\$0	0.00%	0.2%	0.2%	
175	CISCO SYSTEMS INC		11/24/06	\$26.74	\$18.65	\$4,679.64	\$3,263.75	\$0	0.00%	0.3%	0.4%	
90	CISCO SYSTEMS INC		11/29/06	\$27.03	\$18.65	\$2,432.97	\$1,678.50	\$0	0.00%	0.1%	0.2%	
50	CISCO SYSTEMS INC		03/31/09	\$16.57	\$18.65	\$828.43	\$932.50	\$0	0.00%	0.1%	0.1%	
530						\$12,534.63	\$9,884.50	\$0	0.00%	0.8%	1.2%	
250	CORNING INC	GLW	12/03/08	\$8.57	\$16.06	\$2,141.98	\$4,015.00	\$50	1.25%	0.3%	0.5%	

**THE FRANKLIN FUND (888-068862)**  
**Portfolio Valuation**

As of June 30, 2009  
 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
100	NOKIA CORP-SPON ADR	10/06/08	\$16.26	\$14.58	\$1,625.74	\$1,458.00	\$39	2.70%	0.1%	0.2%
125	NOKIA CORP-SPON ADR	01/21/09	\$13.48	\$14.58	\$1,684.93	\$1,822.50	\$49	2.70%	0.2%	0.2%
125	NOKIA CORP-SPON ADR	02/05/09	\$13.00	\$14.58	\$1,625.16	\$1,822.50	\$49	2.70%	0.2%	0.2%
150	NOKIA CORP-SPON ADR	02/13/09	\$12.24	\$14.58	\$1,835.93	\$2,187.00	\$59	2.70%	0.2%	0.3%
500					\$6,771.76	\$7,290.00	\$196	2.70%	0.6%	0.9%
35	QUALCOMM INC	06/23/08	\$48.06	\$45.20	\$1,681.97	\$1,582.00	\$24	1.50%	0.1%	0.2%
45	QUALCOMM INC	06/27/08	\$45.31	\$45.20	\$2,039.14	\$2,034.00	\$31	1.50%	0.2%	0.2%
40	QUALCOMM INC	07/21/08	\$45.29	\$45.20	\$1,811.57	\$1,808.00	\$27	1.50%	0.2%	0.2%
50	QUALCOMM INC	09/23/08	\$46.24	\$45.20	\$2,311.76	\$2,260.00	\$34	1.50%	0.2%	0.3%
25	QUALCOMM INC	10/09/08	\$40.97	\$45.20	\$1,024.23	\$1,130.00	\$17	1.50%	0.1%	0.1%
25	QUALCOMM INC	11/12/08	\$34.12	\$45.20	\$852.96	\$1,130.00	\$17	1.50%	0.1%	0.1%
25	QUALCOMM INC	01/27/09	\$36.42	\$45.20	\$910.55	\$1,130.00	\$17	1.50%	0.1%	0.1%
75	QUALCOMM INC	03/31/09	\$39.14	\$45.20	\$2,935.20	\$3,390.00	\$51	1.50%	0.3%	0.4%
320					\$13,567.38	\$14,464.00	\$218	1.50%	1.2%	1.8%
	<b>Total</b>				\$35,015.75	\$35,653.50	\$464	1.30%	3.1%	4.4%
	<b>SEMICONDUCTORS</b>									
175	ERICSSON (LM) TEL-SP ADR	10/15/08	\$6.45	\$9.78	\$1,128.68	\$1,711.50	\$28	1.64%	0.1%	0.2%
105	INTEL CORP	09/22/08	\$19.35	\$16.55	\$2,031.28	\$1,737.75	\$59	3.38%	0.1%	0.2%
170	INTEL CORP	04/22/09	\$15.66	\$16.55	\$2,662.93	\$2,813.50	\$95	3.38%	0.2%	0.3%
100	INTEL CORP	05/06/09	\$16.19	\$16.55	\$1,618.54	\$1,655.00	\$56	3.38%	0.1%	0.2%
375					\$6,312.75	\$6,206.25	\$210	3.38%	0.5%	0.8%
50	MOTOROLA INC	06/12/08	\$8.97	\$6.63	\$448.37	\$331.50	\$0	0.00%	0.0%	0.0%
800	MOTOROLA INC	11/25/08	\$3.98	\$6.63	\$3,186.08	\$5,304.00	\$0	0.00%	0.5%	0.6%
850					\$3,634.45	\$5,635.50	\$0	0.00%	0.5%	0.7%
140	TAIWAN SEMICONDUCTOR-SP ADR	05/06/09	\$11.01	\$9.41	\$1,541.47	\$1,317.40	\$55	4.16%	0.1%	0.2%
	<b>Total</b>				\$12,617.35	\$14,870.65	\$293	1.97%	1.3%	1.8%
	<b>COMPUTERS</b>									
10	APPLE INC	02/08/05	\$39.72	\$142.43	\$397.21	\$1,424.30	\$0	0.00%	0.1%	0.2%
125	APPLE INC	07/11/05	\$38.20	\$142.43	\$4,774.61	\$17,803.75	\$0	0.00%	1.5%	2.2%
10	APPLE INC	05/19/09	\$128.35	\$142.43	\$1,283.47	\$1,424.30	\$0	0.00%	0.1%	0.2%

Bernstein Global Wealth Management

**THE FRANKLIN FUND (888-06862)**  
**Portfolio Valuation**

As of June 30, 2009  
 Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	Portfolio %	Asset Class
145					\$6,455.29	\$20,652.35	\$0	0.00%	1.8%	2.5%
125	HEWLETT-PACKARD CO	04/07/03	\$16.45	\$38.65	\$2,055.79	\$4,831.25	\$40	0.83%	0.4%	0.6%
75	HEWLETT-PACKARD CO	11/02/06	\$38.63	\$38.65	\$2,897.19	\$2,898.75	\$24	0.83%	0.2%	0.4%
75	HEWLETT-PACKARD CO	11/29/06	\$39.18	\$38.65	\$2,938.58	\$2,898.75	\$24	0.83%	0.2%	0.4%
100	HEWLETT-PACKARD CO	03/16/07	\$39.99	\$38.65	\$3,998.81	\$3,865.00	\$32	0.83%	0.3%	0.5%
5	HEWLETT-PACKARD CO	07/02/08	\$44.04	\$38.65	\$220.18	\$193.25	\$2	0.83%	0.0%	0.0%
50	HEWLETT-PACKARD CO	03/31/09	\$32.37	\$38.65	\$1,618.43	\$1,932.50	\$16	0.83%	0.2%	0.2%
430					\$13,728.98	\$16,619.50	\$138	0.83%	1.4%	2.0%
	<b>Total</b>				\$20,184.27	\$37,271.85	\$138	0.37%	3.2%	4.6%
<b>COMPUTER SERVICES/SOFTWARE</b>										
40	MICROSOFT CORP	03/03/09	\$15.99	\$23.77	\$639.50	\$950.80	\$21	2.19%	0.1%	0.1%
150	SYMANTEC CORP	02/24/09	\$14.14	\$15.58	\$2,120.30	\$2,337.00	\$0	0.00%	0.2%	0.3%
100	SYMANTEC CORP	03/12/09	\$13.59	\$15.58	\$1,359.23	\$1,558.00	\$0	0.00%	0.1%	0.2%
50	SYMANTEC CORP	03/17/09	\$13.43	\$15.58	\$671.69	\$779.00	\$0	0.00%	0.1%	0.1%
300					\$4,151.22	\$4,674.00	\$0	0.00%	0.4%	0.6%
	<b>Total</b>				\$4,790.72	\$5,624.80	\$21	0.37%	0.5%	0.7%
<b>COMPUTER/INSTRUMENTATION</b>										
135	TYCO ELECTRONICS LTD	05/13/09	\$16.28	\$18.59	\$2,198.03	\$2,509.65	\$84	3.34%	0.2%	0.3%
60	TYCO ELECTRONICS LTD	05/19/09	\$17.69	\$18.59	\$1,061.59	\$1,115.40	\$37	3.34%	0.1%	0.1%
195					\$3,259.62	\$3,625.05	\$121	3.34%	0.3%	0.4%
20	WESTERN DIGITAL CORP	08/25/08	\$28.09	\$26.50	\$561.88	\$530.00	\$0	0.00%	0.0%	0.1%
25	WESTERN DIGITAL CORP	08/26/08	\$27.60	\$26.50	\$689.92	\$662.50	\$0	0.00%	0.1%	0.1%
50	WESTERN DIGITAL CORP	09/09/08	\$24.13	\$26.50	\$1,206.40	\$1,325.00	\$0	0.00%	0.1%	0.2%
95					\$2,458.20	\$2,517.50	\$0	0.00%	0.2%	0.3%
	<b>Total</b>				\$5,717.82	\$6,142.55	\$121	1.97%	0.5%	0.8%
<b>TOTAL TECHNOLOGY SERVICES</b>										
40	UNION PACIFIC CORP	05/01/09	\$49.02	\$52.06	\$1,960.60	\$2,082.40	\$43	2.07%	0.2%	0.3%
<b>RAILROADS</b>										
<b>ENERGY</b>										
					\$78,325.91	\$99,563.35	\$1,036	1.04%	8.6%	12.2%

**THE FRANKLIN FUND (888-06862)**

**Portfolio Valuation**

As of June 30, 2009  
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
<b>OFFSHORE DRILLING</b>										
35	ENSCO INTERNATIONAL INC	05/28/09	\$37.51	\$34.87	\$1,313.02	\$1,220.45	\$4	0.29%	0.1%	0.1%
60	CAMERON INTERNATIONAL CORP	11/16/07	\$44.27	\$28.30	\$2,656.39	\$1,698.00	\$0	0.00%	0.1%	0.2%
45	NATIONAL - OILWELL INC	05/28/09	\$37.63	\$32.66	\$1,469.13	\$1,469.70	\$0	0.00%	0.1%	0.2%
50	SCHLUMBERGER LTD	01/18/06	\$54.21	\$54.11	\$2,710.74	\$2,705.50	\$42	1.55%	0.2%	0.3%
75	SCHLUMBERGER LTD	05/07/07	\$74.79	\$54.11	\$5,609.33	\$4,058.25	\$63	1.55%	0.3%	0.5%
20	SCHLUMBERGER LTD	06/19/07	\$85.70	\$54.11	\$1,713.95	\$1,082.20	\$17	1.55%	0.1%	0.1%
30	SCHLUMBERGER LTD	11/06/07	\$98.25	\$54.11	\$2,947.61	\$1,623.30	\$25	1.55%	0.1%	0.2%
25	SCHLUMBERGER LTD	10/08/08	\$64.33	\$54.11	\$1,608.26	\$1,352.75	\$21	1.55%	0.1%	0.2%
25	SCHLUMBERGER LTD	11/12/08	\$47.34	\$54.11	\$1,183.52	\$1,352.75	\$21	1.55%	0.1%	0.2%
25	SCHLUMBERGER LTD	02/10/09	\$46.28	\$54.11	\$1,157.11	\$1,352.75	\$21	1.55%	0.1%	0.2%
250					\$16,930.52	\$13,527.50	\$210	1.55%	1.2%	1.7%
	<b>Total</b>				\$21,280.04	\$16,695.20	\$210	1.26%	1.4%	2.0%
<b>OIL - CRUDE PRODUCTS</b>										
8	APACHE CORP	06/30/08	\$138.45	\$72.15	\$1,107.59	\$577.20	\$5	0.83%	0.0%	0.1%
14	APACHE CORP	07/08/08	\$123.46	\$72.15	\$1,728.41	\$1,010.10	\$8	0.83%	0.1%	0.1%
10	APACHE CORP	07/23/08	\$111.73	\$72.15	\$1,117.28	\$721.50	\$6	0.83%	0.1%	0.1%
35	APACHE CORP	08/07/08	\$110.98	\$72.15	\$3,884.27	\$2,525.25	\$21	0.83%	0.2%	0.3%
8	APACHE CORP	08/15/08	\$105.00	\$72.15	\$840.00	\$577.20	\$5	0.83%	0.0%	0.1%
7	APACHE CORP	08/15/08	\$105.00	\$72.15	\$735.00	\$505.05	\$4	0.83%	0.0%	0.1%
15	APACHE CORP	10/10/08	\$66.28	\$72.15	\$994.26	\$1,082.25	\$9	0.83%	0.1%	0.1%
12	APACHE CORP	03/19/09	\$67.56	\$72.15	\$810.73	\$865.80	\$7	0.83%	0.1%	0.1%
25	APACHE CORP	03/31/09	\$64.73	\$72.15	\$1,618.23	\$1,803.75	\$15	0.83%	0.2%	0.2%
10	APACHE CORP	05/15/09	\$77.86	\$72.15	\$778.61	\$721.50	\$6	0.83%	0.1%	0.1%
144					\$13,614.38	\$10,389.60	\$86	0.83%	0.9%	1.3%
25	EOG RESOURCES INC	10/18/07	\$82.04	\$67.92	\$2,050.95	\$1,698.00	\$14	0.85%	0.1%	0.2%
25	EOG RESOURCES INC	02/02/09	\$66.77	\$67.92	\$1,669.30	\$1,698.00	\$14	0.85%	0.1%	0.2%
15	EOG RESOURCES INC	02/04/09	\$68.85	\$67.92	\$1,032.69	\$1,018.80	\$9	0.85%	0.1%	0.1%
30	EOG RESOURCES INC	02/10/09	\$70.23	\$67.92	\$2,106.93	\$2,037.60	\$17	0.85%	0.2%	0.2%

**THE FRANKLIN FUND (888-06862)**  
**Portfolio Valuation**

As of June 30, 2009  
 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
15		02/24/09	\$52.90	\$67.92	\$793.57	\$1,018.80	\$9	0.85%	0.1%	0.1%
20		03/31/09	\$56.93	\$67.92	\$1,138.59	\$1,358.40	\$12	0.85%	0.1%	0.2%
130					\$8,792.03	\$8,829.60	\$75	0.85%	0.8%	1.1%
	<b>Total</b>				\$22,406.41	\$19,219.20	\$162	0.84%	1.7%	2.4%
<b>OILS - INTEGRATED INTERNATIONAL</b>										
65	BP PLC-SPONS ADR	01/23/04	\$48.82	\$47.68	\$3,173.45	\$3,099.20	\$218	7.05%	0.3%	0.4%
148	CHEVRON CORP	01/23/04	\$43.63	\$66.25	\$6,457.29	\$9,805.00	\$385	3.92%	0.8%	1.2%
12	CHEVRON CORP	04/14/09	\$66.56	\$66.25	\$798.71	\$795.00	\$31	3.92%	0.1%	0.1%
160					\$7,256.00	\$10,600.00	\$416	3.92%	0.9%	1.3%
75	EXXON MOBIL CORP	06/16/05	\$60.00	\$69.91	\$4,500.00	\$5,243.25	\$126	2.40%	0.5%	0.6%
50	EXXON MOBIL CORP	08/18/05	\$58.05	\$69.91	\$2,902.40	\$3,495.50	\$84	2.40%	0.3%	0.4%
30	EXXON MOBIL CORP	02/21/06	\$60.77	\$69.91	\$1,823.23	\$2,097.30	\$50	2.40%	0.2%	0.3%
155					\$9,225.63	\$10,836.05	\$260	2.40%	0.9%	1.3%
65	PETROLEO BRASILEIRO-SPON AD	06/09/09	\$34.52	\$33.36	\$2,243.69	\$2,168.40	\$20	0.94%	0.2%	0.3%
25	ROYAL DUTCH SHELL PLC-ADR	08/24/07	\$75.84	\$50.19	\$1,896.10	\$1,254.75	\$71	5.69%	0.1%	0.2%
40	ROYAL DUTCH SHELL PLC-ADR	04/02/08	\$70.05	\$50.19	\$2,802.04	\$2,007.60	\$114	5.69%	0.2%	0.2%
65					\$4,698.14	\$3,262.35	\$186	5.69%	0.3%	0.4%
	<b>Total</b>				\$26,596.91	\$29,966.00	\$1,101	3.67%	2.6%	3.7%
<b>OILS - INTEGRATED DOMESTIC</b>										
75	CONOCOPHILLIPS	01/01/50	\$25.09	\$42.06	\$1,881.93	\$3,154.50	\$141	4.47%	0.3%	0.4%
25	CONOCOPHILLIPS	11/15/06	\$63.38	\$42.06	\$1,584.51	\$1,051.50	\$47	4.47%	0.1%	0.1%
20	CONOCOPHILLIPS	12/07/06	\$69.16	\$42.06	\$1,383.12	\$841.20	\$38	4.47%	0.1%	0.1%
25	CONOCOPHILLIPS	02/09/07	\$67.03	\$42.06	\$1,675.69	\$1,051.50	\$47	4.47%	0.1%	0.1%
145					\$6,525.25	\$6,098.70	\$273	4.47%	0.5%	0.7%
26	DEVON ENERGY CORPORATION	08/08/08	\$90.34	\$54.50	\$2,348.92	\$1,417.00	\$17	1.17%	0.1%	0.2%
15	DEVON ENERGY CORPORATION	08/11/08	\$88.76	\$54.50	\$1,331.33	\$817.50	\$10	1.17%	0.1%	0.1%
35	DEVON ENERGY CORPORATION	01/29/09	\$63.22	\$54.50	\$2,212.65	\$1,907.50	\$22	1.17%	0.2%	0.2%
15	DEVON ENERGY CORPORATION	02/17/09	\$49.19	\$54.50	\$737.80	\$817.50	\$10	1.17%	0.1%	0.1%
20	DEVON ENERGY CORPORATION	03/20/09	\$47.75	\$54.50	\$955.05	\$1,090.00	\$13	1.17%	0.1%	0.1%



This report contains data for all accounts that were open as of the period ending date you selected: account 888-06862 (comprised of accounts 037-63790, 037-66545, and 039-23435)  
**Cash Balances**

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>Cash</b>										
	CASH									
2,809.06	CASH		\$1.00	\$1.00	\$2,809	\$2,809	\$5	0.2%	0.2%	100.0%
<b>TOTAL Cash</b>					<b>\$2,809</b>	<b>\$2,809</b>	<b>\$5</b>	<b>0.2%</b>	<b>0.2%</b>	<b>100.0%</b>
<b>TOTAL Cash Balances</b>					<b>\$2,809</b>	<b>\$2,809</b>	<b>\$5</b>	<b>0.2%</b>	<b>0.2%</b>	<b>100.0%</b>

**Fixed Income**

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>Mutual Funds</b>										
	TAXABLE FUND									
17,056.076	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	SNIDX	\$13.14	\$13.75	\$224,100	\$234,521	\$9,442	3.4%	19.0%	100.0%
						\$260 AI				
<b>TOTAL Mutual Funds</b>					<b>\$224,100</b>	<b>\$234,781</b>	<b>\$9,442</b>	<b>3.4%</b>	<b>19.0%</b>	<b>100.0%</b>
<b>TOTAL Fixed Income</b>					<b>\$224,100</b>	<b>\$234,781</b>	<b>\$9,442</b>	<b>3.4%</b>	<b>19.0%</b>	<b>100.0%</b>

**Equities**

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>Capital Equipment</b>										
	AEROSPACE-DEFENSE									
	30 GOODRICH CORP	GR	\$70.97	\$66.25	\$2,129	\$1,988	\$32	1.6%	0.2%	0.3%
	AUTO TRUCKS - PARTS									
	15 LEAR CORP	LEA	\$68.00	\$66.20	\$1,020	\$993	\$0	0.0%	0.1%	0.2%

# Portfolio Valuation

Account: THE FRANKLIN FUND (888-06862)  
 As of June 30, 2010

**Equities**

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>DEFENSE</b>										
40	NORTHROP GRUMMAN CORP	NOC	\$54.17	\$54.44	\$2,167	\$2,178	\$75	3.5%	0.2%	0.4%
<b>ELECTRICAL EQUIPMENT</b>										
45	HONEYWELL INTERNATIONAL INC	HON	\$41.35	\$39.03	\$1,861	\$1,756	\$54	3.1%	0.1%	0.3%
100	COOPER INDUSTRIES PLC	CBE	\$40.19	\$44.00	\$4,019	\$4,400	\$108	2.5%	0.4%	0.7%
190	GENERAL ELECTRIC CO	GE	\$14.55	\$14.42	\$2,765	\$2,740	\$76	2.8%	0.2%	0.4%
Total					\$8,645	\$8,896	\$238	2.7%	0.7%	1.4%
<b>MISC. CAPITAL GOODS</b>										
125	ILLINOIS TOOL WORKS	ITW	\$36.28	\$41.28	\$4,536	\$5,160	\$155	3.0%	0.4%	0.8%
65	DOVER CORP	DOV	\$43.54	\$41.79	\$2,830	\$2,716	\$68	2.5%	0.2%	0.4%
120	INGERSOLL-RAND PLC	IR	\$22.71	\$34.49	\$2,725	\$4,139	\$34	0.8%	0.3%	0.7%
90	TEXTRON INC	TXT	\$10.02	\$16.97	\$902	\$1,527	\$7	0.5%	0.1%	0.2%
150	DANAHER CORP	DHR	\$29.27	\$37.12	\$4,390	\$5,568	\$12	0.2%	0.5%	0.9%
Total					\$15,383	\$19,110	\$275	1.4%	1.5%	3.1%
<b>TOTAL Capital Equipment</b>										
			<b>\$29,343</b>		<b>\$33,165</b>		<b>\$621</b>	<b>1.9%</b>	<b>2.7%</b>	<b>5.4%</b>
<b>Consumer Cyclical</b>										
<b>BUSINESS &amp; PUBLIC SERVICES</b>										
35	HYATT HOTELS CORP - CL A	H	\$38.92	\$37.09	\$1,362	\$1,298	\$0	0.0%	0.1%	0.2%
<b>TOTAL Consumer Cyclical</b>										
			<b>\$1,362</b>		<b>\$1,298</b>		<b>\$0</b>	<b>0.0%</b>	<b>0.1%</b>	<b>0.2%</b>
<b>Consumer Cyclical</b>										
<b>AUTOS &amp; AUTO PARTS OEMS</b>										
110	JOHNSON CONTROLS INC	JCI	\$26.77	\$26.87	\$2,945	\$2,956	\$57	1.9%	0.2%	0.5%
665	FORD MOTOR CO	F	\$10.08	\$10.08	\$6,701	\$6,703	\$0	0.0%	0.5%	1.1%
Total					\$9,646	\$9,659	\$57	0.6%	0.8%	1.6%
<b>RETAILERS</b>										
45	CVS/CAREMARK CORP	CVS	\$36.44	\$29.32	\$1,640	\$1,319	\$16	1.2%	0.1%	0.2%

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Annual Income	Yield	Portfolio	% of Asset Class
155	SAFEWAY INC	SWY	\$26.38	\$19.66	\$4,089	\$3,047	\$74	2.4%	0.2%	0.5%
130	GAP INC/THE	GPS	\$21.35	\$19.46	\$2,776	\$2,530	\$52	2.1%	0.2%	0.4%
70	ROSS STORES INC	ROST	\$50.30	\$53.29	\$3,521	\$3,730	\$45	1.2%	0.3%	0.6%
95	COSTCO WHOLESALE CORP	COST	\$50.09	\$54.83	\$4,759	\$5,209	\$78	1.5%	0.4%	0.8%
0	MACY'S INC	M	\$0.00	\$17.90	\$0	\$0	\$0	0.0%	0.0%	0.0%
150	LOWE'S COS INC	LOW	\$26.48	\$20.42	\$3,972	\$3,063	\$66	2.2%	0.2%	0.5%
90	TARGET CORP	TGT	\$40.66	\$49.17	\$3,659	\$4,425	\$90	2.0%	0.4%	0.7%
300	OFFICE DEPOT INC	ODP	\$6.16	\$4.04	\$1,848	\$1,212	\$0	0.0%	0.1%	0.2%
130	KOHL'S CORP	KSS	\$40.57	\$47.50	\$5,274	\$6,175	\$0	0.0%	0.5%	1.0%
Total					\$31,538	\$30,711	\$421	1.4%	2.5%	5.0%
TEXTILES/SHOES - APPAREL MFG.										
14	POLO RALPH LAUREN CORP	RL	\$78.66	\$72.96	\$1,101	\$1,021	\$6	0.6%	0.1%	0.2%
<b>TOTAL Consumer Cyclicals</b>					<b>\$42,285</b>	<b>\$41,391</b>	<b>\$484</b>	<b>1.2%</b>	<b>3.4%</b>	<b>6.7%</b>
Consumer Growth										
DRUGS										
45	MERCK & CO. INC.	MRK	\$23.62	\$34.97	\$1,063	\$1,574	\$68	4.4%	0.1%	0.3%
315	GILEAD SCIENCES INC	GILD	\$30.32	\$34.28	\$9,549	\$10,798	\$0	0.0%	0.9%	1.8%
95	TEVA PHARMACEUTICAL-SP ADR	TEVA	\$41.91	\$51.99	\$3,982	\$4,939	\$68	1.4%	0.4%	0.8%
500	PFIZER INC	PFE	\$21.09	\$14.26	\$10,544	\$7,130	\$360	5.1%	0.6%	1.2%
55	CELGENE CORP	CELG	\$55.53	\$50.82	\$3,054	\$2,795	\$0	0.0%	0.2%	0.5%
75	VERTEX PHARMACEUTICALS INC	VRTX	\$39.22	\$32.90	\$2,942	\$2,468	\$0	0.0%	0.2%	0.4%
120	ASTRAZENECA PLC-SPONS ADR	AZN	\$42.07	\$47.13	\$5,049	\$5,656	\$410	7.3%	0.5%	0.9%
Total					\$36,183	\$35,359	\$907	2.6%	2.9%	5.7%
ENTERTAINMENT										
185	CBS CORP-CLASS B NON VOTING	CBS	\$6.63	\$12.93	\$1,227	\$2,392	\$37	1.6%	0.2%	0.4%
115	THE WALT DISNEY CO.	DIS	\$22.44	\$31.50	\$2,581	\$3,623	\$40	1.1%	0.3%	0.6%
80	ROYAL CARIBBEAN CRUISES LTD	RCL	\$26.83	\$22.77	\$2,146	\$1,822	\$0	0.0%	0.1%	0.3%

# Portfolio Valuation

Account: THE FRANKLIN FUND (888-06862)  
 As of June 30, 2010

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio	% of Asset Class
160	TIME WARNER INC	TWX	\$19.43	\$28.91	\$3,108	\$4,626	\$136	2.9%	0.4%	0.8%
	<b>Total</b>				\$9,063	\$12,462	\$213	1.7%	1.0%	2.0%
	<b>HOSPITAL MANAGEMENT</b>									
85	COMMUNITY HEALTH SYSTEMS INC	CYH	\$40.28	\$33.81	\$3,424	\$2,874	\$0	0.0%	0.2%	0.5%
	<b>HOSPITAL SUPPLIES</b>									
115	JOHNSON & JOHNSON	JNJ	\$59.33	\$59.06	\$6,823	\$6,792	\$248	3.7%	0.6%	1.1%
	<b>MEDICAL PRODUCTS</b>									
80	ALCON INC	ACL	\$116.98	\$148.19	\$9,358	\$11,855	\$272	2.3%	1.0%	1.9%
75	COVIDIEN PLC	COV	\$48.74	\$40.18	\$3,655	\$3,014	\$54	1.8%	0.2%	0.5%
	<b>Total</b>				\$13,014	\$14,869	\$326	2.2%	1.2%	2.4%
	<b>OTHER MEDICAL</b>									
50	EXPRESS SCRIPTS INC	ESRX	\$50.49	\$47.02	\$2,525	\$2,351	\$0	0.0%	0.2%	0.4%
	<b>PUBLISHING</b>									
40	MEREDITH CORP	MDP	\$34.84	\$31.13	\$1,394	\$1,245	\$37	3.0%	0.1%	0.2%
25	GOOGLE INC-CL A	GOOG	\$178.90	\$444.95	\$4,473	\$11,124	\$0	0.0%	0.9%	1.8%
	<b>Total</b>				\$5,866	\$12,369	\$37	0.3%	1.0%	2.0%
	<b>PUBLISHING - NEWSPAPERS</b>									
495	NEWS CORP	NWSA	\$8.28	\$11.96	\$4,096	\$5,920	\$74	1.3%	0.5%	1.0%
	<b>RADIO - TV BROADCASTING</b>									
45	DIRECTV-CLASS A	DTV	\$36.81	\$33.92	\$1,656	\$1,526	\$0	0.0%	0.1%	0.2%
105	CABLEVISION SYS CORP	CVC	\$26.85	\$24.01	\$2,819	\$2,521	\$53	2.1%	0.2%	0.4%
460	COMCAST CORP-CLA	CMCSA	\$18.31	\$17.37	\$8,424	\$7,990	\$174	2.2%	0.6%	1.3%
155	TIME WARNER CABLE	TWC	\$31.32	\$52.08	\$4,855	\$8,072	\$0	0.0%	0.7%	1.3%
	<b>Total</b>				\$17,754	\$20,110	\$226	1.1%	1.6%	3.3%
	<b>TOTAL Consumer Growth</b>				\$98,748	\$113,106	\$2,032	1.8%	9.2%	18.4%
	<b>Consumer Staples</b>									

**Equities**

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>BEVERAGES - SOFT, LITE &amp; HARD</b>										
200	CONSTELLATION BRANDS INC-A	STZ	\$15.94	\$15.62	\$3,189	\$3,124	\$0	0.0%	0.3%	0.5%
85	PEPSICO INC	PEP	\$49.11	\$60.95	\$4,174	\$5,181	\$163	3.2%	0.4%	0.8%
Total					\$7,363	\$8,305	\$163	2.0%	0.7%	1.3%
<b>FOODS</b>										
70	BUNGE LTD	BG	\$45.39	\$49.19	\$3,177	\$3,443	\$64	1.9%	0.3%	0.6%
190	SMITHFIELD FOODS INC	SFD	\$16.19	\$14.90	\$3,077	\$2,831	\$0	0.0%	0.2%	0.5%
325	SARA LEE CORP	SLE	\$14.00	\$14.10	\$4,549	\$4,583	\$143	3.1%	0.4%	0.7%
Total					\$10,803	\$10,857	\$207	1.9%	0.9%	1.8%
<b>SOAPS</b>										
150	PROCTER & GAMBLE CO	PG	\$61.44	\$59.98	\$9,216	\$8,997	\$289	3.2%	0.7%	1.5%
<b>TOBACCO</b>										
195	ALTRIA GROUP INC	MO	\$11.97	\$20.04	\$2,334	\$3,908	\$273	7.0%	0.3%	0.6%
<b>TOTAL Consumer Staples</b>					<b>\$29,717</b>	<b>\$32,066</b>	<b>\$933</b>	<b>2.9%</b>	<b>2.6%</b>	<b>5.2%</b>
<b>Emerging Markets Mutual Funds</b>										
<b>EMERGING MARKETS FUND</b>										
1,454.495	BERNSTEIN EMERGING MARKETS PORTFOLIO	SCBMFZ	\$26.72	\$26.21	\$38,860	\$38,122	\$141	0.4%	3.1%	6.2%
<b>TOTAL Emerging Markets Mutual Funds</b>					<b>\$38,860</b>	<b>\$38,122</b>	<b>\$141</b>	<b>0.4%</b>	<b>3.1%</b>	<b>6.2%</b>
<b>Energy</b>										
<b>OFFSHORE DRILLING</b>										
50	ROWAN COMPANIES INC	RDC	\$24.71	\$21.94	\$1,235	\$1,097	\$0	0.0%	0.1%	0.2%
85	ENSCO PLC- SPON ADR	ESV	\$39.88	\$39.28	\$3,390	\$3,339	\$119	3.6%	0.3%	0.5%
Total					\$4,625	\$4,436	\$119	2.7%	0.4%	0.7%
<b>OIL - CRUDE PRODUCTS</b>										
50	NOBLE ENERGY INC	NBL	\$74.96	\$60.33	\$3,748	\$3,017	\$36	1.2%	0.2%	0.5%
17	EOG RESOURCES INC	EOG	\$109.42	\$98.37	\$1,860	\$1,672	\$11	0.6%	0.1%	0.3%

# Portfolio Valuation

Account: THE FRANKLIN FUND (888-06862)  
 As of June 30, 2010

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					\$5,608	\$4,689	\$47	1.0%	0.4%	0.8%
OIL WELL EQUIPMENT & SERVICES										
170	SCHLUMBERGER LTD	SLB	\$55.54	\$55.34	\$9,442	\$9,408	\$143	1.5%	0.8%	1.5%
60	CAMERON INTERNATIONAL CORP	CAM	\$44.27	\$32.52	\$2,656	\$1,951	\$0	0.0%	0.2%	0.3%
25	TRANSOCEAN LTD	RIG	\$78.57	\$46.33	\$1,964	\$1,158	\$0	0.0%	0.1%	0.2%
Total					\$14,062	\$12,517	\$143	1.1%	1.0%	2.0%
OILS - INTEGRATED DOMESTIC										
49	DEVON ENERGY CORPORATION	DVN	\$50.08	\$60.92	\$2,454	\$2,985	\$31	1.1%	0.2%	0.5%
87	CONOCOPHILLIPS	COP	\$27.86	\$49.09	\$2,423	\$4,271	\$191	4.5%	0.3%	0.7%
150	NEXEN INC	NXY	\$20.67	\$19.67	\$3,100	\$2,951	\$30	1.0%	0.2%	0.5%
140	VALERO ENERGY CORP	VLO	\$17.90	\$17.98	\$2,507	\$2,517	\$28	1.1%	0.2%	0.4%
110	MARATHON OIL CORP	MRO	\$31.12	\$31.09	\$3,423	\$3,420	\$110	3.2%	0.3%	0.6%
17	OCCIDENTAL PETROLEUM CORP	OXY	\$82.07	\$77.15	\$1,395	\$1,312	\$26	2.0%	0.1%	0.2%
Total					\$15,303	\$17,455	\$417	2.4%	1.4%	2.8%
OILS - INTEGRATED INTERNATIONAL										
30	NEWFIELD EXPLORATION CO	NFX	\$52.63	\$48.86	\$1,579	\$1,466	\$0	0.0%	0.1%	0.2%
17	CIMAREX ENERGY CO	XEC	\$38.13	\$71.58	\$648	\$1,217	\$5	0.5%	0.1%	0.2%
55	SUNCOR ENERGY INC	SU	\$37.85	\$29.44	\$2,082	\$1,619	\$22	1.4%	0.1%	0.3%
Total					\$4,309	\$4,302	\$27	0.6%	0.3%	0.7%
<b>TOTAL Energy</b>					<b>\$43,907</b>	<b>\$43,399</b>	<b>\$752</b>	<b>1.7%</b>	<b>3.5%</b>	<b>7.1%</b>
Financial										
BANKS - NYC										
430	JPMORGAN CHASE & CO	JPM	\$35.07	\$36.61	\$15,080	\$15,742	\$86	0.6%	1.3%	2.6%
FINANCE - PERSONAL LOANS										
25	CAPITAL ONE FINANCIAL CORP	COF	\$44.81	\$40.30	\$1,120	\$1,008	\$5	0.5%	0.1%	0.2%
MAJOR REGIONAL BANKS										

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio	% of Asset Class
65	COMERICA INC	CMA	\$42.39	\$36.83	\$2,755	\$2,394	\$13	0.5%	0.2%	0.4%
180	FIFTH THIRD BANCORP	FITB	\$13.74	\$12.29	\$2,474	\$2,212	\$7	0.3%	0.2%	0.4%
700	BANK OF AMERICA CORP	BAC	\$15.49	\$14.37	\$10,842	\$10,059	\$28	0.3%	0.8%	1.6%
45	BB&T CORP	BBT	\$27.37	\$26.31	\$1,232	\$1,184	\$27	2.3%	0.1%	0.2%
495	WELLS FARGO & COMPANY	WFC	\$26.91	\$25.60	\$13,319	\$12,672	\$99	0.8%	1.0%	2.1%
<b>Total</b>					<b>\$30,622</b>	<b>\$28,521</b>	<b>\$174</b>	<b>0.6%</b>	<b>2.3%</b>	<b>4.6%</b>
<b>MISC FINANCIAL</b>										
19	FRANKLIN RESOURCES INC	BEN	\$69.13	\$86.19	\$1,314	\$1,638	\$17	1.0%	0.1%	0.3%
50	MORGAN STANLEY	MS	\$19.10	\$23.21	\$955	\$1,161	\$10	0.9%	0.1%	0.2%
24	GOLDMAN SACHS GROUP INC	GS	\$76.05	\$131.27	\$1,825	\$3,150	\$34	1.1%	0.3%	0.5%
30	VISA INC - CLASS A SHRS	V	\$77.64	\$70.75	\$2,329	\$2,123	\$15	0.7%	0.2%	0.3%
10	CME GROUP INC	CME	\$413.92	\$281.55	\$4,139	\$2,816	\$46	1.6%	0.2%	0.5%
<b>Total</b>					<b>\$10,562</b>	<b>\$10,887</b>	<b>\$121</b>	<b>1.1%</b>	<b>0.9%</b>	<b>1.8%</b>
<b>PROPERTY - CASUALTY INSURANCE</b>										
70	TRAVELERS COS INC/THE	TRV	\$44.03	\$49.25	\$3,082	\$3,448	\$101	2.9%	0.3%	0.6%
<b>TOTAL Financial</b>					<b>\$60,466</b>	<b>\$59,605</b>	<b>\$487</b>	<b>0.8%</b>	<b>4.8%</b>	<b>9.7%</b>
<b>Industrial Resources</b>										
<b>CHEMICALS</b>										
110	DOW CHEMICAL	DOW	\$26.25	\$23.72	\$2,887	\$2,609	\$66	2.5%	0.2%	0.4%
<b>MISC. METALS</b>										
52	FREEMPORT-MCMORAN COPPER	FCX	\$61.96	\$59.13	\$3,222	\$3,075	\$62	2.0%	0.2%	0.5%
<b>STEEL</b>										
0	STEEL DYNAMICS INC	STLD	\$0.00	\$13.19	\$0	\$0	\$0	0.0%	0.0%	0.0%
35	RELANCE STEEL & ALUMINIUM	RS	\$50.27	\$36.15	\$1,760	\$1,265	\$14	1.1%	0.1%	0.2%
20	ARCELORMITTAL-NY REGISTERED	MT	\$34.07	\$26.76	\$681	\$535	\$15	2.8%	0.0%	0.1%
<b>Total</b>					<b>\$2,441</b>	<b>\$1,800</b>	<b>\$29</b>	<b>1.6%</b>	<b>0.1%</b>	<b>0.3%</b>

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	<b>TOTAL Industrial Resources</b>				<b>\$8,550</b>	<b>\$7,484</b>	<b>\$157</b>	<b>2.1%</b>	<b>0.6%</b>	<b>1.2%</b>
	<b>International Equity Mutual Funds</b>									
	INTERNATIONAL EQUITY FUND									
12,156.695	BERNSTEIN INTERNATIONAL PORTFOLIO	SCBMFAX	\$12.81	\$12.72	\$155,736	\$154,633	\$2,699	1.8%	12.5%	25.1%
	<b>TOTAL International Equity Mutual Funds</b>				<b>\$155,736</b>	<b>\$154,633</b>	<b>\$2,699</b>	<b>1.8%</b>	<b>12.5%</b>	<b>25.1%</b>
	<b>Non-Financial</b>									
	HOME BUILDING									
3	NVR INC	NVR	\$598.92	\$655.03	\$1,797	\$1,965	\$0	0.0%	0.2%	0.3%
130	PULTE GROUP INC	PHM	\$12.33	\$8.28	\$1,602	\$1,076	\$0	0.0%	0.1%	0.2%
155	D R HORTON INC	DHI	\$8.90	\$9.83	\$1,379	\$1,524	\$23	1.5%	0.1%	0.2%
	<b>Total</b>				<b>\$4,778</b>	<b>\$4,565</b>	<b>\$23</b>	<b>0.5%</b>	<b>0.4%</b>	<b>0.7%</b>
	<b>TOTAL Non-Financial Services</b>				<b>\$4,778</b>	<b>\$4,565</b>	<b>\$23</b>	<b>0.5%</b>	<b>0.4%</b>	<b>0.7%</b>
	<b>AIR FREIGHT</b>									
13	FEDEX CORP	FDX	\$91.92	\$70.11	\$1,195	\$911	\$6	0.7%	0.1%	0.1%
	<b>AIR TRANSPORT</b>									
165	DELTA AIR LINES INC	DAL	\$12.93	\$11.75	\$2,133	\$1,939	\$0	0.0%	0.2%	0.3%
	<b>TOTAL Services</b>				<b>\$3,328</b>	<b>\$2,850</b>	<b>\$6</b>	<b>0.2%</b>	<b>0.2%</b>	<b>0.5%</b>
	<b>Technology</b>									
	COMMUNICATION - EQUIP. MFRS.									
95	BROADCOM CORP-CL A	BRCM	\$31.08	\$32.97	\$2,953	\$3,132	\$30	1.0%	0.3%	0.5%
60	CORNING INC	GLW	\$8.57	\$16.15	\$514	\$969	\$12	1.2%	0.1%	0.2%
225	CISCO SYSTEMS INC	CSCO	\$20.06	\$21.31	\$4,514	\$4,795	\$0	0.0%	0.4%	0.8%
	<b>Total</b>				<b>\$7,981</b>	<b>\$8,896</b>	<b>\$42</b>	<b>0.5%</b>	<b>0.7%</b>	<b>1.4%</b>
	<b>COMPUTER SERVICES/SOFTWARE</b>									
170	MICROSOFT CORP	MSFT	\$27.36	\$23.01	\$4,651	\$3,912	\$88	2.3%	0.3%	0.6%

Equities		Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>COMPUTER/INSTRUMENTATION</b>												
	155	GARMIN LTD	GRMN	\$31.67	\$29.18	\$4,910	\$4,523	\$233	5.1%	0.4%	0.7%	
	225	TYCO ELECTRONICS LTD	TEL	\$17.50	\$25.38	\$3,937	\$5,711	\$144	2.5%	0.5%	0.9%	
<b>Total</b>						\$8,847	\$10,233	\$377	3.7%	0.8%	1.7%	
<b>COMPUTERS</b>												
	350	EMC CORP/MASS	EMC	\$16.65	\$18.30	\$5,829	\$6,405	\$0	0.0%	0.5%	1.0%	
	85	DELL INC	DELL	\$12.85	\$12.06	\$1,092	\$1,025	\$0	0.0%	0.1%	0.2%	
	255	HEWLETT-PACKARD CO	HPQ	\$27.10	\$43.28	\$6,910	\$11,036	\$82	0.7%	0.9%	1.8%	
	62	APPLE INC	AAPL	\$38.20	\$251.53	\$2,368	\$15,595	\$0	0.0%	1.3%	2.5%	
<b>Total</b>						\$16,200	\$34,061	\$82	0.2%	2.8%	5.5%	
<b>SEMICONDUCTORS</b>												
	350	INTEL CORP	INTC	\$16.50	\$19.45	\$5,775	\$6,808	\$221	3.2%	0.6%	1.1%	
	765	MOTOROLA INC	MOT	\$3.98	\$6.52	\$3,047	\$4,988	\$0	0.0%	0.4%	0.8%	
	100	KLA-TENCOR CORPORATION	KLAC	\$34.61	\$27.88	\$3,461	\$2,788	\$60	2.2%	0.2%	0.5%	
<b>Total</b>						\$12,283	\$14,583	\$281	1.9%	1.2%	2.4%	
<b>TOTAL Technology</b>						<b>\$49,961</b>	<b>\$71,686</b>	<b>\$869</b>	<b>1.2%</b>	<b>5.8%</b>	<b>11.7%</b>	
<b>Utilities</b>												
<b>ELECTRIC COMPANIES</b>												
	75	CONSTELLATION ENERGY GROUP	CEG	\$37.11	\$32.25	\$2,783	\$2,419	\$72	3.0%	0.2%	0.4%	
	75	PEPCO HOLDINGS INC	POM	\$16.88	\$15.68	\$1,266	\$1,176	\$81	6.9%	0.1%	0.2%	
<b>Total</b>						\$4,049	\$3,595	\$153	4.3%	0.3%	0.6%	
<b>TELEPHONE</b>												
	115	VODAFONE GROUP PLC-SP ADR	VOD	\$18.37	\$20.67	\$2,113	\$2,377	\$187	7.9%	0.2%	0.4%	
	145	AT&T INC	T	\$24.51	\$24.19	\$3,554	\$3,508	\$244	7.0%	0.3%	0.6%	
	550	SPRINT NEXTEL CORP	S	\$3.49	\$4.24	\$1,918	\$2,332	\$0	0.0%	0.2%	0.4%	
<b>Total</b>						\$7,585	\$8,217	\$430	5.2%	0.7%	1.3%	

# Portfolio Valuation

Account: THE FRANKLIN FUND (888-06862)  
 As of June 30, 2010

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Market Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>TOTAL Utilities</b>				\$11,634	\$11,811	\$583	4.9%	1.0%	1.9%
					\$491 AI				
<b>TOTAL Equities</b>				\$578,677	\$615,182	\$9,789	1.6%	49.9%	100.0%

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Market Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>Mutual Funds</b>									
<b>MUTUAL FUNDS</b>									
4,484.113 OVERLAY B PORTFOLIO CLASS 1	SBOOX	\$10.29	\$10.32	\$46,132	\$46,276	\$0	0.0%	3.8%	12.2%
33,187.188 TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	SATOX	\$10.19	\$10.07	\$338,177	\$334,195	\$0	0.0%	27.1%	87.8%
Total				\$384,309	\$380,471	\$0	0.0%	30.8%	100.0%
<b>TOTAL Mutual Funds</b>				\$384,309	\$380,471	\$0	0.0%	30.8%	100.0%
<b>TOTAL Other</b>				\$384,309	\$380,471	\$0	0.0%	30.8%	100.0%

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Market Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
<b>NET PORTFOLIO VALUE</b>				\$1,189,895	\$1,233,734	\$19,236	1.4%		

**Summary**

Description	Amount
Short-Term	\$33,609.58
Long-Term	(\$7,321.16)
<b>Total</b>	<b>\$26,288.42</b>

**Short-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/18/2009	06/30/2010	70	STEEL DYNAMICS INC	\$13.21	\$16.50	\$924.74	\$1,154.81	(\$230.07)
888-06862	03/18/2010	06/29/2010	10	INGERSOLL-RAND PLC	\$35.42	\$35.27	\$354.20	\$352.73	\$1.47
888-06862	11/06/2009	06/29/2010	35	INGERSOLL-RAND PLC	\$35.42	\$33.73	\$1,239.69	\$1,180.51	\$59.18
888-06862	09/25/2009	06/29/2010	35	INGERSOLL-RAND PLC	\$35.42	\$30.56	\$1,239.69	\$1,069.53	\$170.16
888-06862	05/20/2010	06/25/2010	20	EXXON MOBIL CORP	\$59.53	\$61.14	\$1,190.54	\$1,222.83	(\$32.29)
888-06862	05/12/2010	06/25/2010	15	EXXON MOBIL CORP	\$59.53	\$65.03	\$892.90	\$975.46	(\$82.56)
888-06862	11/20/2009	06/25/2010	35	GENERAL ELECTRIC CO	\$14.97	\$15.58	\$524.12	\$545.13	(\$21.01)
888-06862	11/13/2009	06/25/2010	65	FORD MOTOR CO	\$10.59	\$8.36	\$688.27	\$543.38	\$144.89
888-06862	09/25/2009	06/25/2010	13	CONOCOPHILLIPS	\$52.08	\$45.13	\$677.02	\$586.68	\$90.34
888-06862	10/01/2009	06/24/2010	15	CONOCOPHILLIPS	\$52.25	\$45.20	\$783.71	\$678.04	\$105.67
888-06862	09/25/2009	06/24/2010	25	CONOCOPHILLIPS	\$52.25	\$45.13	\$1,306.19	\$1,128.24	\$177.95
888-06862	05/12/2010	06/23/2010	40	EXXON MOBIL CORP	\$61.35	\$65.03	\$2,454.16	\$2,601.22	(\$147.06)
888-06862	04/20/2010	06/23/2010	100	FORD MOTOR CO	\$11.07	\$13.85	\$1,106.59	\$1,385.25	(\$278.66)
888-06862	02/10/2010	06/23/2010	20	MICROSOFT CORP	\$25.39	\$28.09	\$507.70	\$561.76	(\$54.06)
888-06862	11/13/2009	06/23/2010	95	FORD MOTOR CO	\$11.07	\$8.36	\$1,051.26	\$794.16	\$257.10
888-06862	06/14/2010	06/16/2010	35	BB&T CORP	\$30.34	\$30.26	\$1,062.03	\$1,059.17	\$2.86
888-06862	05/27/2010	06/16/2010	48	OVERLAY B PORTFOLIO CLASS 1	\$10.33	\$10.29	\$500.00	\$498.07	\$1.93
888-06862	05/27/2010	06/16/2010	372.184	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	\$10.21	\$10.19	\$3,800.00	\$3,792.55	\$7.45
888-06862	05/03/2010	06/16/2010	15	CAPITAL ONE FINANCIAL CORP	\$42.75	\$44.81	\$641.18	\$672.21	(\$31.03)
888-06862	05/03/2010	06/16/2010	8	FEDEX CORP	\$79.54	\$91.92	\$636.28	\$735.37	(\$99.09)
888-06862	04/21/2010	06/16/2010	30	ENSCO PLC- SPON ADR	\$40.57	\$48.30	\$1,217.20	\$1,449.01	(\$231.81)
888-06862	04/01/2010	06/16/2010	56	PRINCIPAL FINANCIAL GROUP	\$26.41	\$29.49	\$1,479.13	\$1,651.64	(\$172.51)



**BERNSTEIN**  
Global Wealth Management

## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	02/16/2010	06/16/2010	36	AOL INC	\$22.25	\$23.92	\$801.01	\$861.20	(\$60.19)
888-06862	02/16/2010	06/16/2010	20	NEWFIELD EXPLORATION CO	\$56.66	\$52.63	\$1,133.20	\$1,052.62	\$80.58
888-06862	01/13/2010	06/16/2010	15	DOVER CORP	\$46.49	\$45.86	\$697.42	\$687.97	\$9.45
888-06862	12/02/2009	06/16/2010	25	MORGAN STANLEY	\$25.75	\$30.65	\$643.75	\$766.25	(\$122.50)
888-06862	10/20/2009	06/16/2010	1	PRINCIPAL FINANCIAL GROUP	\$26.41	\$29.09	\$26.41	\$29.09	(\$2.68)
888-06862	10/20/2009	06/16/2010	13	PRINCIPAL FINANCIAL GROUP	\$26.41	\$29.09	\$343.37	\$378.21	(\$34.84)
888-06862	10/14/2009	06/16/2010	20	SUNCOR ENERGY INC	\$33.88	\$38.99	\$677.60	\$779.79	(\$102.19)
888-06862	09/25/2009	06/16/2010	5	ALCON INC	\$149.72	\$140.94	\$748.60	\$704.68	\$43.92
888-06862	09/25/2009	06/16/2010	40	MORGAN STANLEY	\$25.75	\$30.65	\$1,030.00	\$1,225.81	(\$195.81)
888-06862	09/22/2009	06/16/2010	25	ILLINOIS TOOL WORKS	\$46.49	\$44.03	\$1,162.20	\$1,100.81	\$61.39
888-06862	09/21/2009	06/16/2010	5	ILLINOIS TOOL WORKS	\$46.49	\$43.84	\$232.44	\$219.22	\$13.22
888-06862	07/17/2009	06/16/2010	75	INTEL CORP	\$21.49	\$18.67	\$1,611.75	\$1,400.16	\$211.59
888-06862	06/24/2009	06/16/2010	75	MACY'S INC	\$21.96	\$11.33	\$1,647.02	\$849.43	\$797.59
888-06862	04/21/2010	06/10/2010	15	TRANSOCEAN LTD	\$44.58	\$90.26	\$668.73	\$1,353.97	(\$685.24)
888-06862	03/02/2010	06/10/2010	30	TRANSOCEAN LTD	\$44.58	\$81.59	\$1,337.45	\$2,447.55	(\$1,110.10)
888-06862	05/20/2010	05/27/2010	90	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.64	\$1,230.69	\$1,239.78	(\$9.09)
888-06862	05/20/2010	05/27/2010	35	EXXON MOBIL CORP	\$61.46	\$61.14	\$2,151.10	\$2,139.94	\$11.16
888-06862	05/20/2010	05/27/2010	35	PROCTER & GAMBLE CO	\$60.95	\$62.24	\$2,133.25	\$2,178.57	(\$45.32)
888-06862	05/20/2010	05/27/2010	30	VERTEX PHARMACEUTICALS INC	\$34.44	\$36.31	\$1,033.20	\$1,089.43	(\$56.23)
888-06862	05/17/2010	05/27/2010	45	ASTRAZENECA PLC-SPONS ADR	\$41.85	\$42.07	\$1,883.25	\$1,893.37	(\$10.12)
888-06862	05/17/2010	05/27/2010	20	ENSCO PLC- SPON ADR	\$38.82	\$40.75	\$776.40	\$815.09	(\$38.69)
888-06862	05/12/2010	05/27/2010	6	CME GROUP INC	\$319.17	\$330.71	\$1,915.02	\$1,984.27	(\$69.25)
888-06862	05/12/2010	05/27/2010	50	SARA LEE CORP	\$14.22	\$14.31	\$711.00	\$715.40	(\$4.40)
888-06862	05/11/2010	05/27/2010	6	APPLE INC	\$253.35	\$252.13	\$1,520.10	\$1,512.78	\$7.32
888-06862	05/11/2010	05/27/2010	50	LOWE'S COS INC	\$25.12	\$26.90	\$1,256.00	\$1,344.83	(\$88.83)
888-06862	05/11/2010	05/27/2010	20	THE WALT DISNEY CO.	\$34.37	\$35.71	\$687.40	\$714.25	(\$26.85)
888-06862	05/10/2010	05/27/2010	75	FORD MOTOR CO	\$11.99	\$12.20	\$899.25	\$914.98	(\$15.73)
888-06862	05/10/2010	05/27/2010	20	TARGET CORP	\$55.31	\$56.67	\$1,106.20	\$1,133.42	(\$27.22)
888-06862	05/10/2010	05/27/2010	46	WELLS FARGO & COMPANY	\$29.41	\$32.59	\$1,352.86	\$1,498.93	(\$146.07)



**BERNSTEIN**

Global Wealth Management

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	05/06/2010	05/27/2010	75	FORD MOTOR CO	\$11.99	\$12.09	\$899.25	\$906.80	(\$7.55)
888-06862	05/05/2010	05/27/2010	25	HEWLETT-PACKARD CO	\$46.94	\$50.94	\$1,173.50	\$1,273.40	(\$99.90)
888-06862	05/04/2010	05/27/2010	100	COMCAST CORP-CL A	\$18.31	\$19.85	\$1,831.00	\$1,985.05	(\$154.05)
888-06862	05/04/2010	05/27/2010	10	DANAHER CORP	\$80.50	\$83.02	\$805.00	\$830.24	(\$25.24)
888-06862	05/04/2010	05/27/2010	50	KLA-TENCOR CORPORATION	\$31.26	\$33.41	\$1,563.00	\$1,670.66	(\$107.66)
888-06862	05/03/2010	05/27/2010	20	CAPITAL ONE FINANCIAL CORP	\$42.21	\$44.81	\$844.20	\$896.29	(\$52.09)
888-06862	04/28/2010	05/27/2010	35	COVIDIEN PLC	\$42.54	\$47.39	\$1,488.90	\$1,658.53	(\$169.63)
888-06862	04/28/2010	05/27/2010	100	FORD MOTOR CO	\$11.99	\$13.14	\$1,199.00	\$1,313.64	(\$114.64)
888-06862	04/26/2010	05/27/2010	30	DIRECTV-CLASS A	\$38.00	\$36.81	\$1,140.00	\$1,104.26	\$35.74
888-06862	04/26/2010	05/27/2010	25	DOVER CORP	\$45.61	\$53.72	\$1,140.25	\$1,343.00	(\$202.75)
888-06862	04/22/2010	05/27/2010	25	ILLINOIS TOOL WORKS	\$46.93	\$51.48	\$1,173.25	\$1,286.99	(\$113.74)
888-06862	04/22/2010	05/27/2010	25	WELLS FARGO & COMPANY	\$29.41	\$33.50	\$735.25	\$837.49	(\$102.24)
888-06862	04/21/2010	05/27/2010	44	BANK OF AMERICA CORP	\$16.18	\$18.65	\$711.92	\$820.46	(\$108.54)
888-06862	04/21/2010	05/27/2010	25	COSTCO WHOLESALE CORP	\$58.74	\$59.38	\$1,468.50	\$1,484.56	(\$16.06)
888-06862	04/21/2010	05/27/2010	34	WELLS FARGO & COMPANY	\$29.41	\$33.17	\$999.94	\$1,127.94	(\$128.00)
888-06862	04/20/2010	05/27/2010	90.65	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.56	\$1,227.40	\$1,229.22	(\$1.82)
888-06862	04/20/2010	05/27/2010	70	SAFEWAY INC	\$22.22	\$26.38	\$1,555.40	\$1,846.56	(\$291.16)
888-06862	04/12/2010	05/27/2010	75	BANK OF AMERICA CORP	\$16.18	\$18.76	\$1,213.50	\$1,406.70	(\$193.20)
888-06862	04/12/2010	05/27/2010	50	CISCO SYSTEMS INC	\$23.65	\$26.58	\$1,182.50	\$1,329.20	(\$146.70)
888-06862	04/09/2010	05/27/2010	16	GILEAD SCIENCES INC	\$36.24	\$45.69	\$579.84	\$731.00	(\$151.16)
888-06862	04/07/2010	05/27/2010	25	BANK OF AMERICA CORP	\$16.18	\$18.68	\$404.50	\$466.90	(\$62.40)
888-06862	04/07/2010	05/27/2010	2	BANK OF AMERICA CORP	\$16.18	\$18.68	\$32.36	\$37.35	(\$4.99)
888-06862	04/07/2010	05/27/2010	48	BANK OF AMERICA CORP	\$16.18	\$18.68	\$776.64	\$896.45	(\$119.81)
888-06862	04/06/2010	05/27/2010	35	CISCO SYSTEMS INC	\$23.65	\$26.18	\$827.75	\$916.19	(\$88.44)
888-06862	04/06/2010	05/27/2010	15	PEPSICO INC	\$62.90	\$66.35	\$943.50	\$995.32	(\$51.82)
888-06862	04/01/2010	05/27/2010	56	PRINCIPAL FINANCIAL GROUP	\$28.12	\$29.49	\$1,574.72	\$1,651.64	(\$76.92)
888-06862	03/31/2010	05/27/2010	55	GAP INC/THE	\$21.99	\$23.14	\$1,209.45	\$1,272.76	(\$63.31)
888-06862	03/30/2010	05/27/2010	75	COMCAST CORP-CL A	\$18.31	\$18.75	\$1,373.25	\$1,406.42	(\$33.17)
888-06862	03/30/2010	05/27/2010	110	DELTA AIR LINES INC	\$13.95	\$14.65	\$1,534.50	\$1,611.66	(\$77.16)



**BERNSTEIN**  
Global Wealth Management

## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	03/29/2010	05/27/2010	25	GILEAD SCIENCES INC	\$36.24	\$46.19	\$906.00	\$1,154.67	(\$248.67)
888-06862	03/29/2010	05/27/2010	20	HEWLETT-PACKARD CO	\$46.94	\$53.06	\$938.80	\$1,061.29	(\$122.49)
888-06862	03/25/2010	05/27/2010	80	ALTRIA GROUP INC	\$20.54	\$20.56	\$1,643.20	\$1,644.57	(\$1.37)
888-06862	03/22/2010	05/27/2010	50	MICROSOFT CORP	\$25.96	\$29.58	\$1,298.00	\$1,478.85	(\$180.85)
888-06862	03/19/2010	05/27/2010	86 713	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.51	\$1,174.09	\$1,171.49	\$2.60
888-06862	03/18/2010	05/27/2010	46	BANK OF AMERICA CORP	\$16.18	\$17.13	\$744.28	\$788.18	(\$43.90)
888-06862	03/18/2010	05/27/2010	50	INGERSOLL-RAND PLC	\$37.68	\$35.27	\$1,884.00	\$1,763.67	\$120.33
888-06862	03/18/2010	05/27/2010	55	PEPCO HOLDINGS INC	\$16.27	\$17.23	\$894.85	\$947.53	(\$52.68)
888-06862	03/15/2010	05/27/2010	50	EMC CORP/MASS	\$18.78	\$18.72	\$939.00	\$936.06	\$2.94
888-06862	03/09/2010	05/27/2010	70	PEPCO HOLDINGS INC	\$16.27	\$16.88	\$1,138.90	\$1,181.32	(\$42.42)
888-06862	03/09/2010	05/27/2010	55	ROWAN COMPANIES INC	\$26.17	\$27.77	\$1,439.35	\$1,527.59	(\$88.24)
888-06862	03/03/2010	05/27/2010	20	PEPSICO INC	\$62.90	\$64.12	\$1,258.00	\$1,282.35	(\$24.35)
888-06862	03/01/2010	05/27/2010	90	COMCAST CORP-CLA	\$18.31	\$16.77	\$1,647.90	\$1,509.34	\$138.56
888-06862	02/26/2010	05/27/2010	40	GAP INC/THE	\$21.99	\$21.35	\$879.60	\$854.05	\$25.55
888-06862	02/24/2010	05/27/2010	20	ROWAN COMPANIES INC	\$26.17	\$24.71	\$523.40	\$494.15	\$29.25
888-06862	02/22/2010	05/27/2010	30	DOVER CORP	\$45.61	\$45.97	\$1,368.30	\$1,378.99	(\$10.69)
888-06862	02/19/2010	05/27/2010	103.618	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.36	\$1,402.99	\$1,384.33	\$18.66
888-06862	02/16/2010	05/27/2010	30	CREDIT SUISSE GROUP-SPON AD	\$39.84	\$44.83	\$1,195.20	\$1,344.77	(\$149.57)
888-06862	02/16/2010	05/27/2010	15	NEWFIELD EXPLORATION CO	\$51.00	\$52.63	\$765.00	\$789.46	(\$24.46)
888-06862	02/12/2010	05/27/2010	20	COOPER INDUSTRIES PLC	\$47.78	\$43.46	\$955.60	\$869.21	\$86.39
888-06862	02/10/2010	05/27/2010	15	COOPER INDUSTRIES PLC	\$47.78	\$42.64	\$716.70	\$639.64	\$77.06
888-06862	02/10/2010	05/27/2010	60	MICROSOFT CORP	\$25.96	\$28.09	\$1,557.60	\$1,685.28	(\$127.68)
888-06862	02/08/2010	05/27/2010	5	ALCON INC	\$140.21	\$156.39	\$701.05	\$781.94	(\$80.89)
888-06862	02/08/2010	05/27/2010	25	GILEAD SCIENCES INC	\$36.24	\$46.24	\$906.00	\$1,155.90	(\$249.90)
888-06862	02/05/2010	05/27/2010	20	GILEAD SCIENCES INC	\$36.24	\$45.98	\$724.80	\$919.69	(\$194.89)
888-06862	02/03/2010	05/27/2010	160	MOTOROLA INC	\$6.92	\$6.70	\$1,107.20	\$1,071.30	\$35.90
888-06862	02/02/2010	05/27/2010	16	NOBLE ENERGY INC	\$61.68	\$76.77	\$986.88	\$1,228.25	(\$241.37)
888-06862	02/01/2010	05/27/2010	200	MOTOROLA INC	\$6.92	\$6.30	\$1,384.00	\$1,259.66	\$124.34

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
 07/01/2009 - 06/30/2010

## Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/27/2010	05/27/2010	75	GENERAL ELECTRIC CO	\$16.66	\$16.26	\$1,249.50	\$1,219.44	\$30.06
888-06862	01/27/2010	05/27/2010	5	GOLDMAN SACHS GROUP INC	\$144.95	\$149.55	\$724.75	\$747.75	(\$23.00)
888-06862	01/27/2010	05/27/2010	10	NOKIA CORP-SPON ADR	\$10.33	\$12.73	\$103.30	\$127.30	(\$24.00)
888-06862	01/25/2010	05/27/2010	10	COVIDIEN PLC	\$42.54	\$51.42	\$425.40	\$514.17	(\$88.77)
888-06862	01/25/2010	05/27/2010	5	GOLDMAN SACHS GROUP INC	\$144.95	\$157.13	\$724.75	\$785.64	(\$60.89)
888-06862	01/22/2010	05/27/2010	15	GOLDMAN SACHS GROUP INC	\$144.95	\$156.73	\$2,174.25	\$2,350.89	(\$176.64)
888-06862	01/21/2010	05/27/2010	75	WELLS FARGO & COMPANY	\$29.41	\$27.58	\$2,205.75	\$2,068.86	\$136.89
888-06862	01/20/2010	05/27/2010	64.156	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.43	\$868.67	\$861.61	\$7.06
888-06862	01/20/2010	05/27/2010	24	NOBLE ENERGY INC	\$61.68	\$77.55	\$1,480.32	\$1,861.17	(\$380.85)
888-06862	01/20/2010	05/27/2010	50	WELLS FARGO & COMPANY	\$29.41	\$28.06	\$1,470.50	\$1,403.09	\$67.41
888-06862	01/19/2010	05/27/2010	100	EMC CORP/MASS	\$18.78	\$18.13	\$1,878.00	\$1,812.88	\$65.12
888-06862	01/19/2010	05/27/2010	30	JOHNSON CONTROLS INC	\$29.29	\$29.56	\$878.70	\$886.68	(\$7.98)
888-06862	01/14/2010	05/27/2010	10	ALCON INC	\$140.21	\$154.67	\$1,402.10	\$1,546.73	(\$144.63)
888-06862	12/29/2009	05/27/2010	1	ALCON INC	\$140.21	\$164.08	\$140.21	\$164.08	(\$23.87)
888-06862	12/18/2009	05/27/2010	90.453	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.35	\$1,224.73	\$1,207.55	\$17.18
888-06862	12/17/2009	05/27/2010	14	WELLS FARGO & COMPANY	\$29.41	\$25.99	\$411.74	\$363.83	\$47.91
888-06862	12/08/2009	05/27/2010	321.14	BERNSTEIN INTERNATIONAL PORTFOLIO	\$13.34	\$14.92	\$4,284.01	\$4,791.41	(\$507.40)
888-06862	12/07/2009	05/27/2010	13	BANK OF AMERICA CORP	\$16.18	\$16.17	\$210.34	\$210.15	\$0.19
888-06862	11/27/2009	05/27/2010	50	INTEL CORP	\$21.75	\$19.11	\$1,087.50	\$955.73	\$131.77
888-06862	11/20/2009	05/27/2010	110.629	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.31	\$1,497.92	\$1,472.47	\$25.45
888-06862	11/20/2009	05/27/2010	75	GENERAL ELECTRIC CO	\$16.66	\$15.58	\$1,249.50	\$1,168.13	\$81.37
888-06862	11/20/2009	05/27/2010	65	SUPERVALU INC	\$13.61	\$15.02	\$884.65	\$976.25	(\$91.60)
888-06862	11/18/2009	05/27/2010	45	STEEL DYNAMICS INC	\$14.94	\$16.50	\$672.30	\$742.37	(\$70.07)
888-06862	11/17/2009	05/27/2010	30	DEVON ENERGY CORPORATION	\$63.38	\$71.14	\$1,901.40	\$2,134.34	(\$232.94)
888-06862	11/16/2009	05/27/2010	35	JOHNSON CONTROLS INC	\$29.29	\$27.91	\$1,025.15	\$976.99	\$48.16
888-06862	11/05/2009	05/27/2010	30	FRANKLIN RESOURCES INC	\$99.79	\$109.83	\$2,993.70	\$3,294.87	(\$301.17)
888-06862	11/02/2009	05/27/2010	10	TARGET CORP	\$55.31	\$48.66	\$553.10	\$486.60	\$66.50

**Short-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	10/30/2009	05/27/2010	15	ALCON INC	\$140.21	\$143.76	\$2,103.15	\$2,156.42	(\$53.27)
888-06862	10/26/2009	05/27/2010	60	ILLINOIS TOOL WORKS	\$46.93	\$47.28	\$2,815.80	\$2,836.64	(\$20.84)
888-06862	10/22/2009	05/27/2010	45	SUPERVALU INC	\$13.61	\$16.68	\$612.45	\$750.80	(\$138.35)
888-06862	10/20/2009	05/27/2010	98 356	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.27	\$1,331.74	\$1,305.18	\$26.56
888-06862	10/14/2009	05/27/2010	250	GENERAL ELECTRIC CO	\$16.66	\$16.79	\$4,165.00	\$4,197.05	(\$32.05)
888-06862	10/09/2009	05/27/2010	15	DANAHER CORP	\$80.50	\$67.77	\$1,207.50	\$1,016.59	\$190.91
888-06862	10/07/2009	05/27/2010	15	CONOCOPHILLIPS	\$52.21	\$48.96	\$783.15	\$734.34	\$48.81
888-06862	10/07/2009	05/27/2010	60	NEXEN INC	\$22.08	\$21.72	\$1,324.80	\$1,303.26	\$21.54
888-06862	10/01/2009	05/27/2010	15	CONOCOPHILLIPS	\$52.21	\$45.20	\$783.15	\$678.05	\$105.10
888-06862	10/01/2009	05/27/2010	95	DEAN FOODS CO	\$10.74	\$18.10	\$1,020.30	\$1,719.94	(\$699.64)
888-06862	09/25/2009	05/27/2010	5	ALCON INC	\$140.21	\$140.94	\$701.05	\$704.68	(\$3.63)
888-06862	09/25/2009	05/27/2010	9	CIMAREX ENERGY CO	\$72.45	\$41.11	\$652.05	\$369.98	\$282.07
888-06862	09/25/2009	05/27/2010	40	CREDIT SUISSE GROUP-SPON AD	\$39.84	\$54.83	\$1,593.60	\$2,193.20	(\$599.60)
888-06862	09/22/2009	05/27/2010	10	ILLINOIS TOOL WORKS	\$46.93	\$44.03	\$469.30	\$440.33	\$28.97
888-06862	09/17/2009	05/27/2010	15	KLA-TENCOR CORPORATION	\$31.26	\$34.98	\$468.90	\$524.64	(\$55.74)
888-06862	09/15/2009	05/27/2010	15	DANAHER CORP	\$80.50	\$67.89	\$1,207.50	\$1,018.31	\$189.19
888-06862	09/09/2009	05/27/2010	80	BB&T CORP	\$31.08	\$26.84	\$2,486.40	\$2,146.89	\$339.51
888-06862	09/03/2009	05/27/2010	2	BANK OF AMERICA CORP	\$16.18	\$16.67	\$32.36	\$33.33	(\$0.97)
888-06862	09/03/2009	05/27/2010	103	BANK OF AMERICA CORP	\$16.18	\$16.66	\$1,666.54	\$1,716.37	(\$49.83)
888-06862	09/03/2009	05/27/2010	20	CREDIT SUISSE GROUP-SPON AD	\$39.84	\$48.54	\$796.80	\$970.75	(\$173.95)
888-06862	09/01/2009	05/27/2010	23	CIMAREX ENERGY CO	\$72.45	\$38.13	\$1,666.35	\$876.96	\$789.39
888-06862	08/21/2009	05/27/2010	2	NVR INC	\$690.34	\$665.29	\$1,380.68	\$1,330.57	\$50.11
888-06862	08/18/2009	05/27/2010	31	NORTHROP GRUMMAN CORP	\$61.03	\$47.22	\$1,891.93	\$1,463.75	\$428.18
888-06862	08/18/2009	05/27/2010	45	TYCO ELECTRONICS LTD	\$29.23	\$22.59	\$1,315.35	\$1,016.47	\$298.88
888-06862	08/11/2009	05/27/2010	24	SPX CORP	\$60.14	\$57.10	\$1,443.36	\$1,370.40	\$72.96
888-06862	08/07/2009	05/27/2010	500	SPRINT NEXTEL CORP	\$5.19	\$3.83	\$2,595.00	\$1,914.20	\$680.80
888-06862	08/06/2009	05/27/2010	75	INTEL CORP	\$21.75	\$18.75	\$1,631.25	\$1,406.41	\$224.84
888-06862	08/04/2009	05/27/2010	50	ARCELORMITTAL-NY REGISTERED	\$31.44	\$37.80	\$1,572.00	\$1,890.20	(\$318.20)
888-06862	08/04/2009	05/27/2010	25	JPMORGAN CHASE & CO	\$40.42	\$39.78	\$1,010.50	\$994.46	\$16.04



**BERNSTEIN**

Global Wealth Management

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	08/03/2009	05/27/2010	75	VALERO ENERGY CORP	\$18.80	\$18.46	\$1,410.00	\$1,384.72	\$25.28
888-06862	07/28/2009	05/27/2010	35	VALERO ENERGY CORP	\$18.80	\$18.13	\$658.00	\$634.39	\$23.61
888-06862	07/20/2009	05/27/2010	115	DELL INC	\$13.40	\$12.85	\$1,541.00	\$1,477.85	\$63.15
888-06862	07/17/2009	05/27/2010	70	INTEL CORP	\$21.75	\$18.67	\$1,522.50	\$1,306.82	\$215.68
888-06862	07/08/2009	05/27/2010	90	XL CAPITAL LTD -CLASS A	\$18.20	\$11.04	\$1,638.00	\$993.67	\$644.33
888-06862	07/06/2009	05/27/2010	5	FREEMPORT-MCMORAN COPPER	\$71.07	\$45.90	\$355.35	\$229.49	\$125.86
888-06862	07/02/2009	05/27/2010	6	GOLDMAN SACHS GROUP INC	\$144.95	\$145.07	\$869.70	\$870.44	(\$0.74)
888-06862	06/24/2009	05/27/2010	80	AT&T INC	\$24.63	\$24.81	\$1,970.40	\$1,985.15	(\$14.75)
888-06862	06/11/2009	05/27/2010	15	NEXEN INC	\$22.08	\$25.86	\$331.20	\$387.97	(\$56.77)
888-06862	05/27/2009	05/27/2010	2	JPMORGAN CHASE & CO	\$40.42	\$36.29	\$80.84	\$72.58	\$8.26
888-06862	05/27/2009	05/27/2010	40	US BANCORP	\$24.43	\$18.62	\$977.20	\$744.72	\$232.48
888-06862	03/08/2010	05/26/2010	25	RESEARCH IN MOTION	\$60.39	\$73.12	\$1,509.63	\$1,827.90	(\$318.27)
888-06862	02/18/2010	05/25/2010	40	NOBLE CORP	\$30.45	\$42.34	\$1,217.86	\$1,693.55	(\$475.69)
888-06862	02/03/2010	05/21/2010	140	MOTOROLA INC	\$6.88	\$6.70	\$962.99	\$937.38	\$25.61
888-06862	01/27/2010	05/21/2010	100	MOTOROLA INC	\$6.88	\$7.33	\$687.85	\$733.19	(\$45.34)
888-06862	01/06/2010	05/21/2010	135	MOTOROLA INC	\$6.88	\$7.94	\$928.60	\$1,071.64	(\$143.04)
888-06862	09/25/2009	05/21/2010	16	CIMAREX ENERGY CO	\$64.03	\$41.11	\$1,024.47	\$657.73	\$366.74
888-06862	10/26/2009	05/20/2010	40	AMERIPRISE FINANCIAL INC	\$39.02	\$36.40	\$1,560.68	\$1,456.04	\$104.64
888-06862	10/26/2009	05/19/2010	50	AMERIPRISE FINANCIAL INC	\$41.17	\$36.40	\$2,058.52	\$1,820.04	\$238.48
888-06862	01/20/2010	05/18/2010	60	ROYAL CARIBBEAN CRUISES LTD	\$31.10	\$26.83	\$1,866.10	\$1,609.61	\$256.49
888-06862	06/24/2009	05/17/2010	30	MACY'S INC	\$22.28	\$11.33	\$668.33	\$339.77	\$328.56
888-06862	07/08/2009	05/14/2010	10	XL CAPITAL LTD -CLASS A	\$18.72	\$11.04	\$187.17	\$110.41	\$76.76
888-06862	01/27/2010	05/13/2010	70	NOKIA CORP-SPON ADR	\$10.77	\$12.73	\$754.12	\$891.12	(\$137.00)
888-06862	02/22/2010	05/12/2010	20	FREEMPORT-MCMORAN COPPER	\$72.46	\$76.98	\$1,449.16	\$1,539.60	(\$90.44)
888-06862	02/02/2010	05/12/2010	28	FREEMPORT-MCMORAN COPPER	\$72.46	\$72.00	\$2,028.83	\$2,015.94	\$12.89
888-06862	12/08/2009	05/12/2010	165	HUNTSMAN CORP	\$10.37	\$10.73	\$1,711.50	\$1,770.12	(\$58.62)
888-06862	08/07/2009	05/12/2010	225	SPRINT NEXTEL CORP	\$4.14	\$3.83	\$932.02	\$861.39	\$70.63
888-06862	10/20/2009	05/10/2010	51	PRINCIPAL FINANCIAL GROUP	\$30.05	\$29.09	\$1,532.67	\$1,483.75	\$48.92
888-06862	03/01/2010	05/07/2010	20	BAXTER INTERNATIONAL INC	\$45.05	\$57.25	\$900.95	\$1,144.97	(\$244.02)
888-06862	12/29/2009	05/07/2010	8	JPMORGAN CHASE & CO	\$40.36	\$41.73	\$322.90	\$333.85	(\$10.95)

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## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	10/09/2009	05/05/2010	30	AETNA INC	\$29.22	\$26.05	\$876.47	\$781.36	\$95.11
888-06862	09/25/2009	05/05/2010	50	AETNA INC	\$29.22	\$29.02	\$1,460.78	\$1,451.12	\$9.66
888-06862	09/08/2009	05/05/2010	80	AETNA INC	\$29.22	\$28.64	\$2,337.25	\$2,291.22	\$46.03
888-06862	03/01/2010	05/03/2010	10	BAXTER INTERNATIONAL INC	\$47.50	\$57.25	\$474.98	\$572.49	(\$97.51)
888-06862	02/23/2010	05/03/2010	20	BAXTER INTERNATIONAL INC	\$47.50	\$57.49	\$949.96	\$1,149.86	(\$199.90)
888-06862	05/15/2009	04/30/2010	43	GOLDMAN SACHS GROUP INC	\$145.85	\$134.20	\$6,271.47	\$5,770.78	\$500.69
888-06862	12/29/2009	04/28/2010	31	JPMORGAN CHASE & CO	\$42.93	\$41.73	\$1,330.75	\$1,293.69	\$37.06
888-06862	12/09/2009	04/27/2010	51	JPMORGAN CHASE & CO	\$43.47	\$41.18	\$2,217.04	\$2,100.08	\$116.96
888-06862	11/23/2009	04/27/2010	150	DELL INC	\$16.82	\$14.69	\$2,523.69	\$2,204.10	\$319.59
888-06862	08/20/2009	04/27/2010	120	AK STEEL HOLDING CORP	\$17.65	\$20.47	\$2,118.12	\$2,456.57	(\$338.45)
888-06862	08/12/2009	04/27/2010	75	DELL INC	\$16.82	\$13.86	\$1,261.85	\$1,039.55	\$222.30
888-06862	07/20/2009	04/27/2010	50	DELL INC	\$16.82	\$12.85	\$841.23	\$642.55	\$198.68
888-06862	06/11/2009	04/27/2010	50	NEXEN INC	\$25.52	\$25.87	\$1,275.77	\$1,293.25	(\$17.48)
888-06862	07/01/2009	04/26/2010	40	DU PONT (E.I.) DE NEMOURS	\$40.61	\$25.94	\$1,624.38	\$1,037.54	\$586.84
888-06862	06/26/2009	04/26/2010	55	DU PONT (E.I.) DE NEMOURS	\$40.61	\$25.30	\$2,233.53	\$1,391.44	\$842.09
888-06862	02/16/2010	04/21/2010	4	GOLDMAN SACHS GROUP INC	\$160.10	\$156.10	\$640.38	\$624.38	\$16.00
888-06862	05/15/2009	04/21/2010	9	GOLDMAN SACHS GROUP INC	\$160.10	\$134.20	\$1,440.86	\$1,207.84	\$233.02
888-06862	12/29/2009	04/20/2010	9	ALCON INC	\$159.26	\$164.09	\$1,433.33	\$1,476.77	(\$43.44)
888-06862	05/14/2009	04/19/2010	45	DEUTSCHE BANK AG-REGISTERED	\$73.46	\$53.90	\$3,305.49	\$2,425.55	\$879.94
888-06862	02/16/2010	04/16/2010	1	GOLDMAN SACHS GROUP INC	\$161.72	\$156.10	\$161.72	\$156.10	\$5.62
888-06862	11/04/2009	04/16/2010	5	GOLDMAN SACHS GROUP INC	\$161.72	\$172.67	\$808.59	\$863.34	(\$54.75)
888-06862	10/29/2009	04/16/2010	5	GOLDMAN SACHS GROUP INC	\$161.72	\$176.23	\$808.59	\$881.15	(\$72.56)
888-06862	10/26/2009	04/16/2010	10	GOLDMAN SACHS GROUP INC	\$161.72	\$179.77	\$1,617.19	\$1,797.70	(\$180.51)
888-06862	10/16/2009	04/16/2010	5	GOLDMAN SACHS GROUP INC	\$161.72	\$185.38	\$808.59	\$926.89	(\$118.30)
888-06862	08/31/2009	04/16/2010	15	GOLDMAN SACHS GROUP INC	\$161.72	\$163.34	\$2,425.78	\$2,450.13	(\$24.35)
888-06862	12/22/2009	04/14/2010	10	J. C. PENNEY CO INC	\$31.42	\$27.83	\$314.20	\$278.27	\$35.93
888-06862	07/01/2009	04/14/2010	10	DU PONT (E.I.) DE NEMOURS	\$38.70	\$25.94	\$387.00	\$259.39	\$127.61
888-06862	05/13/2009	04/14/2010	35	DU PONT (E.I.) DE NEMOURS	\$38.70	\$26.77	\$1,354.51	\$936.81	\$417.70
888-06862	04/23/2009	04/14/2010	20	DU PONT (E.I.) DE NEMOURS	\$38.70	\$27.41	\$774.01	\$548.22	\$225.79
888-06862	11/10/2009	04/09/2010	20	TARGET CORP	\$55.80	\$50.31	\$1,116.03	\$1,006.14	\$109.89

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## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/02/2009	04/09/2010	10	TARGET CORP	\$55.80	\$48.66	\$558.02	\$486.61	\$71.41
888-06862	05/06/2009	04/09/2010	13	FREEMPORT-MCMORAN COPPER	\$85.16	\$52.29	\$1,107.13	\$679.75	\$427.38
888-06862	11/25/2009	04/06/2010	30	VALE SA-SP ADR	\$33.05	\$29.54	\$991.55	\$886.27	\$105.28
888-06862	06/09/2009	04/05/2010	3	FREEMPORT-MCMORAN COPPER	\$87.56	\$57.87	\$262.68	\$173.61	\$89.07
888-06862	05/06/2009	04/05/2010	18	FREEMPORT-MCMORAN COPPER	\$87.56	\$52.29	\$1,576.05	\$941.19	\$634.86
888-06862	11/13/2009	04/01/2010	25	CONOCOPHILLIPS	\$51.77	\$52.81	\$1,294.17	\$1,320.29	(\$26.12)
888-06862	10/07/2009	04/01/2010	35	CONOCOPHILLIPS	\$51.77	\$48.96	\$1,811.83	\$1,713.46	\$98.37
888-06862	03/31/2009	03/26/2010	55	QUALCOMM INC	\$41.82	\$39.14	\$2,300.12	\$2,152.48	\$147.64
888-06862	10/22/2009	03/25/2010	115	SUPERVALU INC	\$16.60	\$16.68	\$1,908.46	\$1,918.72	(\$10.26)
888-06862	08/31/2009	03/25/2010	100	VALERO ENERGY CORP	\$20.20	\$18.57	\$2,019.94	\$1,857.30	\$162.64
888-06862	08/06/2009	03/25/2010	50	VALERO ENERGY CORP	\$20.20	\$18.73	\$1,009.97	\$936.68	\$73.29
888-06862	08/03/2009	03/25/2010	25	VALERO ENERGY CORP	\$20.20	\$18.46	\$504.99	\$461.57	\$43.42
888-06862	05/18/2009	03/25/2010	215	RRI ENERGY INC	\$3.88	\$4.68	\$835.26	\$1,006.48	(\$171.22)
888-06862	04/23/2009	03/25/2010	20	DU PONT (E.I.) DE NEMOURS	\$38.33	\$27.41	\$766.53	\$548.23	\$218.30
888-06862	09/03/2009	03/24/2010	70	QUANTA SERVICES INC	\$20.00	\$22.91	\$1,400.15	\$1,603.40	(\$203.25)
888-06862	11/11/2009	03/19/2010	18	ANHEUSER-BUSH INBEV SPN ADR	\$51.56	\$48.14	\$928.14	\$866.46	\$61.68
888-06862	09/09/2009	03/18/2010	30	BB&T CORP	\$31.98	\$26.84	\$959.55	\$805.09	\$154.46
888-06862	11/11/2009	03/17/2010	22	ANHEUSER-BUSH INBEV SPN ADR	\$51.73	\$48.14	\$1,138.05	\$1,059.01	\$79.04
888-06862	12/22/2009	03/09/2010	50	JPMORGAN CHASE & CO	\$42.34	\$41.94	\$2,117.19	\$2,096.99	\$20.20
888-06862	06/09/2009	03/05/2010	22	FREEMPORT-MCMORAN COPPER	\$80.33	\$57.87	\$1,767.15	\$1,273.14	\$494.01
888-06862	12/22/2009	02/26/2010	40	J.C. PENNEY CO INC	\$27.73	\$27.83	\$1,109.02	\$1,113.09	(\$4.07)
888-06862	11/10/2009	02/25/2010	11	AIR PRODUCTS & CHEMICALS INC	\$68.79	\$81.90	\$756.65	\$900.90	(\$144.25)
888-06862	11/05/2009	02/25/2010	10	AIR PRODUCTS & CHEMICALS INC	\$68.79	\$79.26	\$687.86	\$792.55	(\$104.69)
888-06862	02/24/2009	02/23/2010	150	SYMANTEC CORP	\$16.71	\$14.14	\$2,506.91	\$2,120.30	\$386.61
888-06862	11/30/2009	02/19/2010	5	AIR PRODUCTS & CHEMICALS INC	\$69.66	\$82.48	\$348.32	\$412.38	(\$64.06)
888-06862	11/10/2009	02/19/2010	9	AIR PRODUCTS & CHEMICALS INC	\$69.66	\$81.90	\$626.98	\$737.10	(\$110.12)
888-06862	11/25/2009	02/18/2010	40	VALE SA-SP ADR	\$28.31	\$29.54	\$1,132.20	\$1,181.70	(\$49.50)
888-06862	05/27/2009	02/16/2010	55	DU PONT (E.I.) DE NEMOURS	\$32.54	\$27.78	\$1,789.90	\$1,527.99	\$261.91
888-06862	04/23/2009	02/16/2010	10	DU PONT (E.I.) DE NEMOURS	\$32.54	\$27.41	\$325.44	\$274.11	\$51.33
888-06862	04/07/2009	02/12/2010	45	NORTHROP GRUMMAN CORP	\$58.73	\$47.41	\$2,642.99	\$2,133.36	\$509.63

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## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/30/2009	02/11/2010	10	AIR PRODUCTS & CHEMICALS INC	\$68.39	\$82.48	\$683.90	\$824.76	(\$140.86)
888-06862	11/25/2009	02/11/2010	50	TYCO ELECTRONICS LTD	\$24.74	\$23.72	\$1,236.81	\$1,186.08	\$50.73
888-06862	11/13/2009	02/11/2010	50	TYCO ELECTRONICS LTD	\$24.74	\$24.01	\$1,236.81	\$1,200.37	\$36.44
888-06862	11/12/2009	02/11/2010	15	AIR PRODUCTS & CHEMICALS INC	\$68.39	\$82.61	\$1,025.85	\$1,239.22	(\$213.37)
888-06862	08/18/2009	02/11/2010	5	TYCO ELECTRONICS LTD	\$24.74	\$22.59	\$123.68	\$112.94	\$10.74
888-06862	06/11/2009	02/11/2010	100	MASCO CORP	\$13.95	\$10.08	\$1,395.22	\$1,008.20	\$387.02
888-06862	10/21/2009	02/05/2010	15	INGERSOLL-RAND PLC	\$32.06	\$34.98	\$480.86	\$524.71	(\$43.85)
888-06862	06/09/2009	02/05/2010	10	INGERSOLL-RAND PLC	\$32.06	\$22.71	\$320.57	\$227.06	\$93.51
888-06862	04/17/2009	02/05/2010	45	BANK OF NEW YORK MELLON CORP	\$26.61	\$30.57	\$1,197.42	\$1,375.80	(\$178.38)
888-06862	08/04/2009	02/04/2010	23	FEDEX CORP	\$79.54	\$68.11	\$1,829.40	\$1,566.51	\$262.89
888-06862	06/30/2009	02/04/2010	3	OCCIDENTAL PETROLEUM CORP	\$76.98	\$65.40	\$230.94	\$196.21	\$34.73
888-06862	05/28/2009	02/02/2010	25	NATIONAL - OILWELL INC	\$42.55	\$37.63	\$1,063.84	\$940.63	\$123.21
888-06862	09/15/2009	02/01/2010	30	UNITED PARCEL SERVICE-CL B	\$57.82	\$59.26	\$1,734.66	\$1,777.68	(\$43.02)
888-06862	06/09/2009	02/01/2010	30	LOWE'S COS INC	\$21.91	\$20.33	\$657.27	\$609.92	\$47.35
888-06862	02/24/2009	02/01/2010	10	LOWE'S COS INC	\$21.91	\$15.58	\$219.09	\$155.83	\$63.26
888-06862	10/21/2009	01/29/2010	45	INGERSOLL-RAND PLC	\$33.17	\$34.98	\$1,492.58	\$1,574.15	(\$81.57)
888-06862	06/30/2009	01/29/2010	23	OCCIDENTAL PETROLEUM CORP	\$78.73	\$65.40	\$1,810.87	\$1,504.29	\$306.58
888-06862	11/12/2009	01/28/2010	15	BUNGE LTD	\$60.38	\$58.35	\$905.73	\$875.32	\$30.41
888-06862	07/09/2009	01/27/2010	78	LOWE'S COS INC	\$22.17	\$18.88	\$1,729.61	\$1,472.84	\$256.77
888-06862	04/17/2009	01/27/2010	32	TIME WARNER INC	\$26.85	\$21.67	\$859.28	\$693.55	\$165.73
888-06862	02/10/2009	01/27/2010	10	LOWE'S COS INC	\$22.17	\$18.45	\$221.75	\$184.50	\$37.25
888-06862	05/01/2009	01/22/2010	50	VODAFONE GROUP PLC-SP ADR	\$21.86	\$18.83	\$1,092.80	\$941.34	\$151.46
888-06862	04/17/2009	01/22/2010	10	TIME WARNER INC	\$27.45	\$21.67	\$274.48	\$216.74	\$57.74
888-06862	05/27/2009	01/19/2010	70	US BANCORP	\$24.48	\$18.62	\$1,713.77	\$1,303.27	\$410.50
888-06862	09/21/2009	01/15/2010	39	OCCIDENTAL PETROLEUM CORP	\$78.89	\$76.07	\$3,076.67	\$2,966.71	\$109.96
888-06862	06/30/2009	01/15/2010	24	OCCIDENTAL PETROLEUM CORP	\$78.89	\$65.40	\$1,893.34	\$1,569.70	\$323.64
888-06862	09/15/2009	01/14/2010	75	INTEL CORP	\$21.28	\$19.51	\$1,596.13	\$1,462.91	\$133.22
888-06862	02/25/2009	01/14/2010	15	HOME DEPOT INC	\$28.32	\$20.35	\$424.75	\$305.22	\$119.53
888-06862	12/08/2009	01/07/2010	55	QUANTA SERVICES INC	\$22.24	\$18.21	\$1,222.95	\$1,001.79	\$221.16
888-06862	11/05/2009	01/07/2010	10	FRANKLIN RESOURCES INC	\$108.00	\$109.83	\$1,079.96	\$1,098.29	(\$18.33)

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# Capital Gains

Account: THE FRANKLIN FUND (888-068862)  
 07/01/2009 - 06/30/2010

## Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	10/13/2009	01/07/2010	20	TARGET CORP	\$50.24	\$50.59	\$1,004.89	\$1,011.84	(\$6.95)
888-06862	09/30/2009	01/07/2010	40	CISCO SYSTEMS INC	\$24.49	\$23.74	\$979.71	\$949.58	\$30.13
888-06862	09/22/2009	01/07/2010	45	CISCO SYSTEMS INC	\$24.49	\$23.39	\$1,102.18	\$1,052.50	\$49.68
888-06862	09/03/2009	01/07/2010	10	QUANTA SERVICES INC	\$22.24	\$22.91	\$222.35	\$229.06	(\$6.71)
888-06862	08/07/2009	01/07/2010	25	PEPSICO INC	\$60.96	\$57.95	\$1,524.06	\$1,448.65	\$75.41
888-06862	08/04/2009	01/07/2010	22	FEDEX CORP	\$82.85	\$68.11	\$1,822.65	\$1,498.40	\$324.25
888-06862	05/28/2009	01/07/2010	10	AMAZON.COM INC	\$129.48	\$76.93	\$1,294.84	\$769.25	\$525.59
888-06862	05/28/2009	01/07/2010	20	NATIONAL - OILWELL INC	\$46.96	\$37.63	\$939.16	\$752.50	\$186.66
888-06862	05/06/2009	01/07/2010	29	VISA INC - CLASS A SHRS	\$86.32	\$66.91	\$2,503.18	\$1,940.31	\$562.87
888-06862	02/25/2009	01/07/2010	35	HOME DEPOT INC	\$28.83	\$20.35	\$1,008.98	\$712.19	\$296.79
888-06862	01/29/2009	01/07/2010	18	OCCIDENTAL PETROLEUM CORP	\$82.87	\$57.65	\$1,491.74	\$1,037.75	\$453.99
888-06862	05/28/2009	12/24/2009	11	AMAZON.COM INC	\$138.44	\$76.93	\$1,522.80	\$846.18	\$676.62
888-06862	08/04/2009	12/22/2009	50	ARCELORMITTAL-NY REGISTERED	\$44.45	\$37.80	\$2,222.49	\$1,890.21	\$332.28
888-06862	04/20/2009	12/22/2009	35	ACE LTD	\$48.74	\$44.37	\$1,705.86	\$1,552.89	\$152.97
888-06862	09/30/2009	12/18/2009	140	CORNING INC	\$18.48	\$15.28	\$2,587.87	\$2,138.77	\$449.10
888-06862	06/09/2009	12/18/2009	117	LOWE'S COS INC	\$23.59	\$20.33	\$2,759.73	\$2,378.68	\$381.05
888-06862	09/25/2009	12/16/2009	40	AETNA INC	\$33.65	\$29.02	\$1,346.00	\$1,160.90	\$185.10
888-06862	08/18/2009	12/16/2009	40	BLACK & DECKER CORP	\$64.64	\$41.35	\$2,585.67	\$1,654.19	\$931.48
888-06862	04/20/2009	12/16/2009	30	ACE LTD	\$49.26	\$44.37	\$1,477.65	\$1,331.04	\$146.61
888-06862	04/16/2009	12/15/2009	20	PROCTER & GAMBLE CO	\$62.19	\$50.34	\$1,243.70	\$1,006.73	\$236.97
888-06862	07/14/2009	12/07/2009	50	CATERPILLAR INC	\$57.83	\$31.52	\$2,891.39	\$1,575.99	\$1,315.40
888-06862	05/01/2009	12/03/2009	16	UNION PACIFIC CORP	\$64.54	\$49.02	\$1,032.65	\$784.24	\$248.41
888-06862	02/06/2009	12/03/2009	30	ALLSTATE CORP	\$28.56	\$22.03	\$856.77	\$660.92	\$195.85
888-06862	04/09/2009	12/01/2009	50	GLAXOSMITHKLINE PLC-SPON AD	\$42.39	\$29.64	\$2,119.62	\$1,481.96	\$637.66
888-06862	02/06/2009	12/01/2009	45	ALLSTATE CORP	\$28.53	\$22.03	\$1,283.83	\$991.37	\$292.46
888-06862	12/22/2008	12/01/2009	130	VIACOM INC-CLASS B	\$29.97	\$17.14	\$3,896.02	\$2,227.62	\$1,668.40
888-06862	06/09/2009	11/25/2009	50	PETROLEO BRASILEIRO-SPON AD	\$46.24	\$34.52	\$2,312.03	\$1,725.92	\$586.11
888-06862	09/21/2009	11/24/2009	12	RIO TINTO PLC-SPON ADR	\$210.09	\$172.97	\$2,521.04	\$2,075.65	\$445.39
888-06862	05/04/2009	11/20/2009	30	DU PONT (E.I.) DE NEMOURS	\$34.37	\$29.22	\$1,031.01	\$876.51	\$154.50
888-06862	09/15/2009	11/19/2009	30	UNITED TECHNOLOGIES CORP	\$67.73	\$61.46	\$2,032.03	\$1,843.74	\$188.29

**Short-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	09/02/2009	11/18/2009	50	US BANCORP	\$23.58	\$20.97	\$1,179.17	\$1,048.58	\$130.59
888-06862	05/27/2009	11/18/2009	35	US BANCORP	\$23.58	\$18.62	\$825.42	\$651.63	\$173.79
888-06862	02/24/2009	11/16/2009	15	EOG RESOURCES INC	\$90.69	\$52.90	\$1,360.34	\$793.57	\$566.77
888-06862	02/02/2009	11/16/2009	5	EOG RESOURCES INC	\$90.69	\$66.77	\$453.45	\$333.86	\$119.59
888-06862	09/30/2009	11/13/2009	10	CISCO SYSTEMS INC	\$23.56	\$23.74	\$235.62	\$237.39	(\$1.77)
888-06862	04/16/2009	11/13/2009	22	PROCTER & GAMBLE CO	\$61.69	\$50.34	\$1,357.28	\$1,107.39	\$249.89
888-06862	05/06/2009	11/11/2009	140	TAIWAN SEMICONDUCTOR-SP ADR	\$10.24	\$11.01	\$1,433.63	\$1,541.47	(\$107.84)
888-06862	07/23/2009	11/09/2009	105	ALTERA CORPORATION	\$20.07	\$18.84	\$2,107.30	\$1,978.56	\$128.74
888-06862	01/27/2009	11/09/2009	15	COLGATE-PALMOLIVE CO	\$80.19	\$62.51	\$1,202.80	\$937.65	\$265.15
888-06862	11/20/2008	11/09/2009	15	COLGATE-PALMOLIVE CO	\$80.19	\$62.71	\$1,202.79	\$940.62	\$262.17
888-06862	08/18/2009	11/06/2009	15	BLACK & DECKER CORP	\$61.12	\$41.35	\$916.87	\$620.31	\$296.56
888-06862	08/06/2009	11/06/2009	35	PETROLEO BRASILEIRO-SPON AD	\$42.57	\$34.91	\$1,490.01	\$1,221.87	\$268.14
888-06862	06/09/2009	11/06/2009	15	PETROLEO BRASILEIRO-SPON AD	\$42.57	\$34.52	\$638.58	\$517.77	\$120.81
888-06862	05/01/2009	11/04/2009	24	UNION PACIFIC CORP	\$59.60	\$49.02	\$1,430.31	\$1,176.36	\$253.95
888-06862	03/20/2009	11/04/2009	300	SCHERING-PLOUGH CORP	\$10.50	\$10.00	\$3,150.00	\$2,999.22	\$150.78
888-06862	02/02/2009	11/04/2009	20	EOG RESOURCES INC	\$85.83	\$66.77	\$1,716.69	\$1,335.44	\$381.25
888-06862	08/18/2009	10/29/2009	20	BLACK & DECKER CORP	\$48.23	\$41.35	\$964.61	\$827.08	\$137.53
888-06862	06/25/2009	10/29/2009	15	OCCIDENTAL PETROLEUM CORP	\$79.39	\$64.91	\$1,190.92	\$973.59	\$217.33
888-06862	01/29/2009	10/29/2009	8	OCCIDENTAL PETROLEUM CORP	\$79.39	\$57.65	\$635.16	\$461.22	\$173.94
888-06862	10/08/2009	10/23/2009	25	FREEMPORT-MCMORAN COPPER	\$82.70	\$74.69	\$2,067.59	\$1,867.33	\$200.26
888-06862	06/09/2009	10/23/2009	10	FREEMPORT-MCMORAN COPPER	\$82.70	\$57.87	\$827.04	\$578.69	\$248.35
888-06862	03/31/2009	10/22/2009	9	APACHE CORP	\$101.27	\$64.73	\$911.43	\$582.57	\$328.86
888-06862	02/26/2009	10/22/2009	25	EMERSON ELECTRIC CO	\$40.00	\$27.85	\$999.94	\$696.22	\$303.72
888-06862	03/31/2009	10/13/2009	15	APACHE CORP	\$97.39	\$64.73	\$1,460.86	\$970.94	\$489.92
888-06862	10/23/2008	10/12/2009	10	MCDONALD'S CORP	\$56.79	\$54.86	\$567.93	\$548.61	\$19.32
888-06862	06/09/2009	10/08/2009	5	LOWE'S COS INC	\$20.84	\$20.33	\$104.19	\$101.65	\$2.54
888-06862	04/22/2009	10/08/2009	75	LOWE'S COS INC	\$20.84	\$20.80	\$1,562.81	\$1,559.96	\$2.85
888-06862	07/28/2009	10/07/2009	15	CATERPILLAR INC	\$51.36	\$42.81	\$770.43	\$642.09	\$128.34
888-06862	07/20/2009	10/07/2009	45	AMERICAN TOWER CORP-CL A	\$36.78	\$32.38	\$1,654.92	\$1,457.30	\$197.62
888-06862	07/14/2009	10/07/2009	5	CATERPILLAR INC	\$51.36	\$31.52	\$256.81	\$157.59	\$99.22



**BERNSTEIN**  
Global Wealth Management

## Capital Gains

Account: THE FRANKLIN FUND (888-068862)  
07/01/2009 - 06/30/2010

### Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/03/2009	10/07/2009	40	CATERPILLAR INC	\$51.36	\$36.58	\$2,054.48	\$1,463.31	\$591.17
888-06862	01/15/2009	10/07/2009	45	CAPITAL ONE FINANCIAL CORP	\$36.86	\$24.85	\$1,658.91	\$1,118.32	\$540.59
888-06862	10/09/2008	10/07/2009	15	PEPSICO INC	\$61.04	\$63.64	\$915.62	\$954.57	(\$38.95)
888-06862	04/30/2009	10/06/2009	25	VISA INC - CLASS A SHRS	\$68.01	\$67.09	\$1,700.19	\$1,677.18	\$23.01
888-06862	03/31/2009	09/30/2009	1	APACHE CORP	\$92.16	\$64.72	\$92.16	\$64.72	\$27.44
888-06862	10/10/2008	09/30/2009	15	APACHE CORP	\$92.16	\$66.28	\$1,382.40	\$994.26	\$388.14
888-06862	07/16/2009	09/25/2009	65	TEXTRON INC	\$17.39	\$10.02	\$1,130.06	\$651.24	\$478.82
888-06862	01/21/2009	09/25/2009	50	LIMITED BRANDS INC	\$17.38	\$8.31	\$869.19	\$415.71	\$453.48
888-06862	05/15/2009	09/23/2009	23	TOYOTA MOTOR CORP -SPON ADR	\$82.34	\$74.75	\$1,893.91	\$1,719.27	\$174.64
888-06862	01/15/2009	09/23/2009	70	NEWS CORP	\$12.12	\$7.91	\$848.60	\$553.69	\$294.91
888-06862	05/19/2009	09/21/2009	10	APPLE INC	\$182.14	\$128.35	\$1,821.43	\$1,283.47	\$537.96
888-06862	11/25/2008	09/18/2009	35	MOTOROLA INC	\$8.71	\$3.98	\$304.92	\$139.39	\$165.53
888-06862	01/15/2009	09/17/2009	45	CAPITAL ONE FINANCIAL CORP	\$39.21	\$24.85	\$1,764.33	\$1,118.31	\$646.02
888-06862	04/01/2009	09/16/2009	25	EMERSON ELECTRIC CO	\$40.50	\$29.11	\$1,012.40	\$727.76	\$284.64
888-06862	03/31/2009	09/16/2009	25	COCA-COLA CO/THE	\$52.34	\$44.33	\$1,308.38	\$1,108.30	\$200.08
888-06862	03/03/2009	09/16/2009	40	MICROSOFT CORP	\$25.09	\$15.99	\$1,003.49	\$639.50	\$363.99
888-06862	01/15/2009	09/16/2009	25	CAPITAL ONE FINANCIAL CORP	\$37.46	\$24.85	\$936.47	\$621.28	\$315.19
888-06862	10/23/2008	09/16/2009	30	MCDONALD'S CORP	\$55.42	\$54.86	\$1,662.64	\$1,645.83	\$16.81
888-06862	08/06/2009	09/15/2009	22	FREEMPORT-MCMORAN COPPER & GOLD	\$71.07	\$64.18	\$1,563.47	\$1,412.01	\$151.46
888-06862	07/08/2009	09/15/2009	40	WHIRLPOOL CORP	\$67.47	\$41.84	\$2,698.87	\$1,673.70	\$1,025.17
888-06862	06/09/2009	09/15/2009	15	FREEMPORT-MCMORAN COPPER & GOLD	\$71.07	\$57.87	\$1,066.00	\$868.04	\$197.96
888-06862	06/17/2009	09/11/2009	7	GOLDMAN SACHS GROUP INC	\$174.69	\$142.85	\$1,222.83	\$999.98	\$222.85
888-06862	05/15/2009	09/11/2009	3	GOLDMAN SACHS GROUP INC	\$174.69	\$134.20	\$524.07	\$402.61	\$121.46
888-06862	05/06/2009	09/11/2009	35	NUCOR CORP	\$46.43	\$45.01	\$1,624.99	\$1,575.29	\$49.70
888-06862	10/21/2008	09/11/2009	40	JPMORGAN CHASE & CO	\$42.58	\$40.65	\$1,703.20	\$1,626.18	\$77.02
888-06862	07/14/2009	09/08/2009	225	ALTRIA GROUP INC	\$18.52	\$16.62	\$4,166.37	\$3,739.55	\$426.82
888-06862	07/09/2009	09/08/2009	50	ALTRIA GROUP INC	\$18.52	\$16.35	\$925.86	\$817.64	\$108.22
888-06862	03/23/2009	09/04/2009	35	EASTMAN CHEMICAL COMPANY	\$50.16	\$24.83	\$1,755.65	\$868.89	\$886.76

**Short-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/23/2009	09/03/2009	85	ELI LILLY & CO	\$32.51	\$32.51	\$2,762.94	\$2,763.01	(\$0.07)
888-06862	10/21/2008	09/03/2009	25	JPMORGAN CHASE & CO	\$41.73	\$40.65	\$1,043.28	\$1,016.36	\$26.92
888-06862	10/08/2008	08/24/2009	20	METLIFE INC	\$39.83	\$26.50	\$796.57	\$530.00	\$266.57
888-06862	08/22/2008	08/21/2009	25	XL CAPITAL LTD -CLASS A	\$15.09	\$18.91	\$377.20	\$472.75	(\$95.55)
888-06862	04/22/2009	08/20/2009	25	EMERSON ELECTRIC CO	\$34.72	\$32.35	\$867.90	\$808.83	\$59.07
888-06862	03/31/2009	08/20/2009	12	EOG RESOURCES INC	\$73.59	\$56.93	\$883.09	\$683.16	\$199.93
888-06862	01/26/2009	08/20/2009	15	EMERSON ELECTRIC CO	\$34.72	\$33.17	\$520.74	\$497.59	\$23.15
888-06862	10/15/2008	08/17/2009	175	ERICSSON (LM) TEL-SP ADR	\$9.23	\$6.45	\$1,615.90	\$1,128.68	\$487.22
888-06862	07/06/2009	08/13/2009	100	NEWS CORP	\$11.18	\$8.49	\$1,118.40	\$849.48	\$268.92
888-06862	06/11/2009	08/13/2009	60	MASCO CORP	\$14.56	\$10.08	\$873.34	\$604.92	\$268.42
888-06862	01/21/2009	08/13/2009	60	LIMITED BRANDS INC	\$14.39	\$8.31	\$863.65	\$498.85	\$364.80
888-06862	09/23/2008	08/06/2009	28	PROCTER & GAMBLE CO	\$51.78	\$68.47	\$1,449.91	\$1,917.02	(\$467.11)
888-06862	01/26/2009	08/05/2009	40	EMERSON ELECTRIC CO	\$34.84	\$33.17	\$1,393.67	\$1,326.89	\$66.78
888-06862	08/14/2008	08/05/2009	100	SAFEWAY INC	\$18.65	\$27.88	\$1,865.36	\$2,788.47	(\$923.11)
888-06862	03/31/2009	08/04/2009	8	EOG RESOURCES INC	\$76.15	\$56.93	\$609.23	\$455.43	\$153.80
888-06862	02/10/2009	08/04/2009	5	EOG RESOURCES INC	\$76.15	\$70.23	\$380.77	\$351.16	\$29.61
888-06862	10/23/2008	08/04/2009	25	MCDONALD'S CORP	\$55.01	\$54.86	\$1,375.16	\$1,371.51	\$3.65
888-06862	10/06/2008	08/04/2009	10	MCDONALD'S CORP	\$55.01	\$58.29	\$550.06	\$582.94	(\$32.88)
888-06862	03/31/2009	08/03/2009	5	THE WALT DISNEY CO	\$25.52	\$18.07	\$127.59	\$90.36	\$37.23
888-06862	01/09/2009	08/03/2009	115	TYSON FOODS INC-CL A	\$11.21	\$8.16	\$1,288.84	\$938.33	\$350.51
888-06862	12/19/2008	08/03/2009	5	THE WALT DISNEY CO.	\$25.52	\$22.84	\$127.59	\$114.22	\$13.37
888-06862	12/02/2008	08/03/2009	55	THE WALT DISNEY CO.	\$25.52	\$20.55	\$1,403.47	\$1,130.15	\$273.32
888-06862	05/15/2009	07/31/2009	10	APACHE CORP	\$83.97	\$77.86	\$839.66	\$778.61	\$61.05
888-06862	03/19/2009	07/31/2009	12	APACHE CORP	\$83.97	\$67.56	\$1,007.59	\$810.73	\$196.86
888-06862	02/04/2009	07/31/2009	15	EOG RESOURCES INC	\$72.70	\$68.85	\$1,090.43	\$1,032.69	\$57.74
888-06862	01/26/2009	07/31/2009	20	EMERSON ELECTRIC CO	\$36.46	\$33.17	\$729.28	\$663.44	\$65.84
888-06862	12/19/2008	07/31/2009	25	EMERSON ELECTRIC CO	\$36.46	\$34.03	\$911.60	\$850.63	\$60.97
888-06862	08/15/2008	07/31/2009	8	APACHE CORP	\$83.97	\$105.00	\$671.73	\$840.00	(\$168.27)
888-06862	04/24/2009*	07/23/2009	30	LIBERTY ENTERTAINMENT-CL A	\$26.93	\$24.12	\$808.02	\$723.53	\$84.49
888-06862	04/24/2009	07/22/2009	45	LIBERTY ENTERTAINMENT-CL A	\$26.47	\$24.12	\$1,191.30	\$1,085.28	\$106.02

**Short-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/15/2009	07/17/2009	30	CAPITAL ONE FINANCIAL CORP	\$26.66	\$24.85	\$799.87	\$745.54	\$54.33
888-06862	12/19/2008	07/17/2009	75	THE WALT DISNEY CO.	\$24.49	\$22.84	\$1,837.05	\$1,713.28	\$123.77
888-06862	04/23/2009	07/16/2009	50	ELI LILLY & CO	\$33.69	\$32.51	\$1,684.39	\$1,625.29	\$59.10
888-06862	02/10/2009	07/16/2009	20	MCDONALD'S CORP	\$57.08	\$58.47	\$1,141.57	\$1,169.43	(\$27.86)
888-06862	10/06/2008	07/16/2009	10	MCDONALD'S CORP	\$57.08	\$58.29	\$570.79	\$582.94	(\$12.15)
888-06862	04/09/2009	07/15/2009	30	AMGEN INC	\$57.78	\$48.21	\$1,733.53	\$1,446.44	\$287.09
888-06862	02/10/2009	07/13/2009	25	EOG RESOURCES INC	\$62.84	\$70.23	\$1,570.98	\$1,755.77	(\$184.79)
888-06862	04/14/2009	07/10/2009	12	CHEVRON CORP	\$61.36	\$66.56	\$736.33	\$798.71	(\$62.38)
888-06862	10/09/2008	07/10/2009	13	PROCTER & GAMBLE CO	\$52.15	\$65.67	\$677.91	\$853.75	(\$175.84)
888-06862	09/23/2008	07/10/2009	12	PROCTER & GAMBLE CO	\$52.15	\$68.47	\$625.76	\$821.58	(\$195.82)
888-06862	01/21/2009	07/02/2009	5	NOKIA CORP-SPON ADR	\$14.54	\$13.48	\$72.72	\$67.39	\$5.33
888-06862	12/03/2008	07/02/2009	65	CORNING INC	\$15.25	\$8.57	\$991.17	\$556.91	\$434.26
888-06862	10/06/2008	07/02/2009	100	NOKIA CORP-SPON ADR	\$14.54	\$16.26	\$1,454.45	\$1,625.74	(\$171.29)
<b>Total</b>							<b>\$510,747.18</b>	<b>\$477,137.60</b>	<b>\$33,609.58</b>

**Long-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	07/11/2005	06/23/2010	13	APPLE INC	\$270.88	\$38.20	\$3,521.48	\$496.56	\$3,024.92
888-06862	06/09/2009	06/18/2010	25	ARCELORMITTAL-NY REGISTERED	\$30.54	\$34.07	\$763.38	\$851.75	(\$88.37)
888-06862	06/09/2009	06/16/2010	20	DANAHER CORP	\$40.69	\$31.92	\$813.74	\$638.34	\$175.40
888-06862	06/09/2009	06/16/2010	5	TARGET CORP	\$54.33	\$41.20	\$271.64	\$205.98	\$65.66
888-06862	05/19/2009	06/16/2010	10	TARGET CORP	\$54.33	\$41.80	\$543.28	\$417.96	\$125.32
888-06862	04/17/2009	06/16/2010	4	AOL INC	\$22.25	\$16.76	\$89.00	\$67.04	\$21.96
888-06862	03/17/2009	06/16/2010	3	AOL INC	\$22.25	\$13.90	\$66.75	\$41.69	\$25.06
888-06862	01/07/2009	06/16/2010	6	AOL INC	\$22.25	\$17.29	\$133.50	\$103.71	\$29.79
888-06862	12/19/2008	06/16/2010	10	COSTCO WHOLESALE CORP	\$58.46	\$54.47	\$584.61	\$544.68	\$39.93
888-06862	12/01/2008	06/16/2010	3	AOL INC	\$22.25	\$14.64	\$66.75	\$43.92	\$22.83
888-06862	11/10/2008	06/16/2010	10	AOL INC	\$22.25	\$17.69	\$222.50	\$176.85	\$45.65
888-06862	12/21/2007	06/16/2010	15	MORGAN STANLEY	\$25.75	\$53.90	\$386.25	\$808.55	(\$422.30)

**Long-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	02/10/2006	06/16/2010	19	GILEAD SCIENCES INC	\$36.00	\$29.12	\$684.00	\$553.34	\$130.66
888-06862	07/11/2005	06/16/2010	15	APPLE INC	\$267.19	\$38.20	\$4,007.84	\$572.95	\$3,434.89
888-06862	05/27/2005	06/16/2010	5	GOOGLE INC-CL A	\$503.72	\$262.92	\$2,518.60	\$1,314.60	\$1,204.00
888-06862	01/12/2005	06/16/2010	6	FRANKLIN RESOURCES INC	\$94.35	\$69.13	\$566.10	\$414.80	\$151.30
888-06862	04/14/2004	06/16/2010	8	AOL INC	\$22.25	\$26.56	\$178.00	\$212.49	(\$34.49)
888-06862	04/07/2003	06/16/2010	1261	BERNSTEIN INTERNATIONAL PORTFOLIO	\$13.56	\$12.81	\$17,100.00	\$16,155.11	\$944.89
888-06862	05/21/2009	06/11/2010	95	US BANCORP	\$23.28	\$18.00	\$2,211.94	\$1,709.74	\$502.20
888-06862	05/21/2009	05/27/2010	10	US BANCORP	\$24.43	\$18.00	\$244.30	\$179.97	\$64.33
888-06862	05/19/2009	05/27/2010	15	TARGET CORP	\$55.31	\$41.80	\$829.65	\$626.95	\$202.70
888-06862	05/07/2009	05/27/2010	40	CREDIT SUISSE GROUP-SPON AD	\$39.84	\$38.01	\$1,593.60	\$1,520.45	\$73.15
888-06862	05/06/2009	05/27/2010	9	FREEMPORT-MCMORAN COPPER	\$71.07	\$52.29	\$639.63	\$470.60	\$169.03
888-06862	05/06/2009	05/27/2010	23	TIME WARNER CABLE	\$55.11	\$33.64	\$1,267.53	\$773.68	\$493.85
888-06862	04/07/2009	05/27/2010	5	NORTHROP GRUMMAN CORP	\$61.03	\$47.41	\$305.15	\$237.04	\$68.11
888-06862	03/31/2009	05/27/2010	2	PEPSICO INC	\$62.90	\$52.10	\$125.80	\$104.20	\$21.60
888-06862	03/20/2009	05/27/2010	85	MERCK & CO. INC.	\$33.62	\$23.62	\$2,857.70	\$2,007.63	\$850.07
888-06862	02/17/2009	05/27/2010	75	NEWS CORP	\$13.46	\$6.15	\$1,009.50	\$461.51	\$547.99
888-06862	02/13/2009	05/27/2010	150	NOKIA CORP-SPON ADR	\$10.33	\$12.24	\$1,549.50	\$1,835.93	(\$286.43)
888-06862	01/29/2009	05/27/2010	35	DEVON ENERGY CORPORATION	\$63.38	\$63.22	\$2,218.30	\$2,212.65	\$5.65
888-06862	01/29/2009	05/27/2010	10	OCCIDENTAL PETROLEUM CORP	\$82.43	\$57.65	\$824.30	\$576.53	\$247.77
888-06862	01/29/2009	05/27/2010	1	OCCIDENTAL PETROLEUM CORP	\$82.43	\$57.65	\$82.43	\$57.65	\$24.78
888-06862	01/21/2009	05/27/2010	70	LIMITED BRANDS INC	\$25.43	\$8.31	\$1,780.10	\$581.99	\$1,198.11
888-06862	01/07/2009	05/27/2010	3	TIME WARNER INC	\$30.94	\$21.34	\$92.82	\$64.01	\$28.81
888-06862	12/19/2008	05/27/2010	10	COSTCO WHOLESALE CORP	\$58.74	\$54.47	\$587.40	\$544.69	\$42.71
888-06862	12/03/2008	05/27/2010	35	CORNING INC	\$17.52	\$8.57	\$613.20	\$299.88	\$313.32
888-06862	11/20/2008	05/27/2010	13	PEPSICO INC	\$62.90	\$52.89	\$817.70	\$687.63	\$130.07
888-06862	11/10/2008	05/27/2010	23	GENERAL MILLS INC	\$71.40	\$66.46	\$1,642.20	\$1,528.48	\$113.72
888-06862	11/10/2008	05/27/2010	22	TIME WARNER INC	\$30.94	\$20.70	\$680.68	\$455.43	\$225.25
888-06862	10/21/2008	05/27/2010	93	JPMORGAN CHASE & CO	\$40.42	\$40.65	\$3,759.06	\$3,780.89	(\$21.83)
888-06862	10/08/2008	05/27/2010	5	SCHLUMBERGER LTD	\$60.02	\$64.33	\$300.10	\$321.65	(\$21.55)



**BERNSTEIN**  
Global Wealth Management

## Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

### Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	09/22/2008	05/27/2010	15	INTEL CORP	\$21.75	\$19.35	\$326.25	\$290.18	\$36.07
888-06862	09/09/2008	05/27/2010	5	GOLDMAN SACHS GROUP INC	\$144.95	\$162.35	\$724.75	\$811.74	(\$86.99)
888-06862	08/14/2008	05/27/2010	40	KOHL'S CORP	\$50.52	\$48.08	\$2,020.80	\$1,923.35	\$97.45
888-06862	08/11/2008	05/27/2010	15	DEVON ENERGY CORPORATION	\$63.38	\$88.76	\$950.70	\$1,331.33	(\$380.63)
888-06862	08/08/2008	05/27/2010	11	DEVON ENERGY CORPORATION	\$63.38	\$90.34	\$697.18	\$993.77	(\$296.59)
888-06862	01/29/2008	05/27/2010	10	COSTCO WHOLESALE CORP	\$58.74	\$66.36	\$587.40	\$663.61	(\$76.21)
888-06862	01/29/2008	05/27/2010	47	TEVA PHARMACEUTICAL-SP ADR	\$55.70	\$44.57	\$2,617.90	\$2,094.94	\$522.96
888-06862	01/18/2008	05/27/2010	50	AT&T INC	\$24.63	\$36.20	\$1,231.50	\$1,809.94	(\$578.44)
888-06862	12/21/2007	05/27/2010	10	MORGAN STANLEY	\$27.66	\$53.90	\$276.60	\$539.03	(\$262.43)
888-06862	12/11/2007	05/27/2010	1833.806	BERNSTEIN INTERNATIONAL PORTFOLIO	\$13.34	\$25.26	\$24,462.97	\$46,321.94	(\$21,858.97)
888-06862	09/28/2007	05/27/2010	20	MORGAN STANLEY	\$27.66	\$63.21	\$553.20	\$1,264.21	(\$711.01)
888-06862	09/04/2007	05/27/2010	10	MORGAN STANLEY	\$27.66	\$64.12	\$276.60	\$641.22	(\$364.62)
888-06862	05/07/2007	05/27/2010	75	SCHLUMBERGER LTD	\$60.02	\$74.79	\$4,501.50	\$5,609.33	(\$1,107.83)
888-06862	03/27/2007	05/27/2010	75	PFIZER INC	\$15.37	\$25.51	\$1,152.75	\$1,913.05	(\$760.30)
888-06862	09/14/2006	05/27/2010	40	CISCO SYSTEMS INC	\$23.65	\$22.69	\$946.00	\$907.68	\$38.32
888-06862	07/27/2006	05/27/2010	35	GILEAD SCIENCES INC	\$36.24	\$30.71	\$1,268.40	\$1,074.69	\$193.71
888-06862	06/09/2006	05/27/2010	155	PFIZER INC	\$15.37	\$23.57	\$2,382.35	\$3,653.16	(\$1,270.81)
888-06862	01/18/2006	05/27/2010	56	JPMORGAN CHASE & CO	\$40.42	\$39.24	\$2,263.52	\$2,197.52	\$66.00
888-06862	01/18/2006	05/27/2010	37	JPMORGAN CHASE & CO	\$40.42	\$39.24	\$1,495.54	\$1,451.94	\$43.60
888-06862	07/11/2005	05/27/2010	9	APPLE INC	\$253.35	\$38.20	\$2,280.15	\$343.77	\$1,936.38
888-06862	05/27/2005	05/27/2010	10	GOOGLE INC-CL A	\$490.46	\$262.92	\$4,904.60	\$2,629.19	\$2,275.41
888-06862	04/14/2004	05/27/2010	22	TIME WARNER CABLE	\$55.11	\$49.79	\$1,212.42	\$1,095.36	\$117.06
888-06862	04/07/2003	05/27/2010	10006.778	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.54	\$13.26	\$135,491.77	\$132,689.87	\$2,801.90
888-06862	04/07/2003	05/27/2010	1799.702	BERNSTEIN INTERNATIONAL PORTFOLIO	\$13.34	\$12.81	\$24,008.02	\$23,055.48	\$952.54
888-06862	01/01/1950	05/27/2010	30	TRAVELERS COS INC/THE	\$49.73	\$39.06	\$1,491.90	\$1,171.71	\$320.19
888-06862	04/30/2009	05/20/2010	105	UNUM GROUP	\$21.42	\$16.31	\$2,248.95	\$1,712.21	\$536.74
888-06862	01/21/2009	05/19/2010	70	LIMITED BRANDS INC	\$24.61	\$8.31	\$1,722.73	\$582.00	\$1,140.73

**Long-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	09/22/2008	05/18/2010	90	INTEL CORP	\$21.58	\$19.35	\$1,942.10	\$1,741.10	\$201.00
888-06862	08/27/2007	05/17/2010	50	MACY'S INC	\$22.28	\$31.67	\$1,113.88	\$1,583.73	(\$469.85)
888-06862	06/18/2007	05/17/2010	50	MACY'S INC	\$22.28	\$38.80	\$1,113.88	\$1,939.95	(\$826.07)
888-06862	05/23/2007	05/17/2010	25	MACY'S INC	\$22.28	\$39.11	\$556.94	\$977.70	(\$420.76)
888-06862	03/03/2009	05/14/2010	35	DEUTSCHE BANK AG-REGISTERED	\$60.75	\$24.72	\$2,126.26	\$865.33	\$1,260.93
888-06862	09/17/2008	05/14/2010	40	XL CAPITAL LTD -CLASS A	\$18.72	\$16.66	\$748.67	\$666.55	\$82.12
888-06862	09/07/2007	05/14/2010	35	AT&T INC	\$25.57	\$39.00	\$895.05	\$1,365.15	(\$470.10)
888-06862	02/17/2009	05/13/2010	25	NEWS CORP	\$14.48	\$6.15	\$361.96	\$153.84	\$208.12
888-06862	02/05/2009	05/13/2010	125	NOKIA CORP-SPON ADR	\$10.77	\$13.00	\$1,346.65	\$1,625.16	(\$278.51)
888-06862	01/21/2009	05/13/2010	120	NOKIA CORP-SPON ADR	\$10.77	\$13.48	\$1,292.78	\$1,617.54	(\$324.76)
888-06862	01/15/2009	05/13/2010	75	NEWS CORP	\$14.48	\$7.91	\$1,085.90	\$593.25	\$492.65
888-06862	04/11/2008	05/12/2010	50	SPRINT NEXTEL CORP	\$4.14	\$6.53	\$207.11	\$326.49	(\$119.38)
888-06862	10/21/2008	05/07/2010	17	JPMORGAN CHASE & CO	\$40.36	\$40.65	\$686.16	\$691.13	(\$4.97)
888-06862	02/05/2009	05/04/2010	50	ARCHER-DANIELS-MIDLAND CO	\$26.36	\$26.36	\$1,317.97	\$1,318.18	(\$0.21)
888-06862	01/30/2009	05/04/2010	45	ARCHER-DANIELS-MIDLAND CO	\$26.36	\$27.31	\$1,186.18	\$1,228.90	(\$42.72)
888-06862	01/06/2009	05/04/2010	105	ARCHER-DANIELS-MIDLAND CO	\$26.36	\$28.73	\$2,767.75	\$3,016.70	(\$248.95)
888-06862	03/20/2009	05/03/2010	43	MERCK & CO. INC	\$35.28	\$23.62	\$1,517.06	\$1,015.63	\$501.43
888-06862	01/27/2009	05/03/2010	50	MERCK & CO. INC.	\$35.28	\$28.43	\$1,764.02	\$1,421.49	\$342.53
888-06862	11/14/2008	05/03/2010	20	BAXTER INTERNATIONAL INC	\$47.50	\$61.19	\$949.96	\$1,223.81	(\$273.85)
888-06862	11/10/2008	05/03/2010	20	BAXTER INTERNATIONAL INC	\$47.50	\$60.66	\$949.96	\$1,213.11	(\$263.15)
888-06862	09/17/2008	05/03/2010	30	XL CAPITAL LTD -CLASS A	\$17.74	\$16.66	\$532.14	\$499.91	\$32.23
888-06862	08/22/2008	05/03/2010	30	XL CAPITAL LTD -CLASS A	\$17.74	\$18.91	\$532.14	\$567.31	(\$35.17)
888-06862	07/08/2008	05/03/2010	17	MERCK & CO. INC	\$35.28	\$37.14	\$599.77	\$631.37	(\$31.60)
888-06862	04/30/2008	05/03/2010	5	BAXTER INTERNATIONAL INC	\$47.50	\$62.52	\$237.49	\$312.59	(\$75.10)
888-06862	05/07/2007	05/03/2010	30	MEDCO HEALTH SOLUTIONS INC	\$57.85	\$37.51	\$1,735.41	\$1,125.27	\$610.14
888-06862	08/18/2005	05/03/2010	70	MERCK & CO INC.	\$35.28	\$30.51	\$2,469.64	\$2,135.63	\$334.01
888-06862	12/02/2008	04/30/2010	41	GOLDMAN SACHS GROUP INC	\$145.85	\$64.08	\$5,979.77	\$2,627.28	\$3,352.49
888-06862	11/10/2008	04/30/2010	24	GOLDMAN SACHS GROUP INC	\$145.85	\$77.87	\$3,500.35	\$1,868.83	\$1,631.52
888-06862	02/14/2008	04/30/2010	17	WAL-MART STORES INC	\$53.92	\$50.75	\$916.65	\$862.83	\$53.82
888-06862	04/08/2003	04/30/2010	1	GOLDMAN SACHS GROUP INC	\$145.85	\$72.45	\$145.85	\$72.45	\$73.40



**BERNSTEIN**

Global Wealth Management

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/08/2003	04/30/2010	3	GOLDMAN SACHS GROUP INC	\$145.85	\$72.45	\$437.54	\$217.35	\$220.19
888-06862	03/31/2009	04/27/2010	20	QUALCOMM INC	\$38.09	\$39.14	\$761.74	\$782.72	(\$20.98)
888-06862	03/17/2009	04/27/2010	50	SYMANTEC CORP	\$17.12	\$13.43	\$855.95	\$671.69	\$184.26
888-06862	03/12/2009	04/27/2010	100	SYMANTEC CORP	\$17.12	\$13.59	\$1,711.90	\$1,359.23	\$352.67
888-06862	01/27/2009	04/27/2010	25	QUALCOMM INC	\$38.09	\$36.42	\$952.17	\$910.55	\$41.62
888-06862	11/12/2008	04/27/2010	25	QUALCOMM INC	\$38.09	\$34.12	\$952.17	\$852.96	\$99.21
888-06862	07/11/2005	04/23/2010	7	APPLE INC	\$270.25	\$38.20	\$1,891.77	\$267.38	\$1,624.39
888-06862	04/24/2008	04/20/2010	20	TEVA PHARMACEUTICAL-SP ADR	\$62.23	\$46.17	\$1,244.53	\$923.42	\$321.11
888-06862	01/29/2008	04/20/2010	3	TEVA PHARMACEUTICAL-SP ADR	\$62.23	\$44.57	\$186.68	\$133.72	\$52.96
888-06862	07/11/2005	04/20/2010	7	APPLE INC	\$245.29	\$38.20	\$1,717.00	\$267.38	\$1,449.62
888-06862	06/06/2008	04/19/2010	25	DEUTSCHE BANK AG-REGISTERED	\$73.46	\$101.06	\$1,836.38	\$2,526.55	(\$690.17)
888-06862	09/09/2008	04/16/2010	9	GOLDMAN SACHS GROUP INC	\$161.72	\$162.35	\$1,455.47	\$1,461.12	(\$5.65)
888-06862	07/27/2006	04/15/2010	2	GOOGLE INC-CL A	\$595.13	\$379.83	\$1,190.26	\$759.66	\$430.60
888-06862	05/27/2005	04/15/2010	4	GOOGLE INC-CL A	\$595.13	\$262.92	\$2,380.53	\$1,051.68	\$1,328.85
888-06862	11/14/2008	04/14/2010	50	J.C. PENNEY CO INC	\$31.42	\$17.54	\$1,571.02	\$876.90	\$694.12
888-06862	04/11/2008	04/13/2010	450	SPRINT NEXTEL CORP	\$4.20	\$6.53	\$1,890.72	\$2,938.41	(\$1,047.69)
888-06862	04/11/2008	04/13/2010	25	SPRINT NEXTEL CORP	\$4.20	\$6.53	\$105.04	\$163.25	(\$58.21)
888-06862	06/05/2007	04/08/2010	25	AIR PRODUCTS & CHEMICALS INC	\$73.95	\$78.09	\$1,848.68	\$1,952.18	(\$103.50)
888-06862	11/15/2006	04/01/2010	10	CONOCOPHILLIPS	\$51.77	\$63.38	\$517.67	\$633.80	(\$116.13)
888-06862	10/09/2008	03/26/2010	20	QUALCOMM INC	\$41.82	\$40.97	\$836.41	\$819.38	\$17.03
888-06862	09/22/2008	03/25/2010	135	RRI ENERGY INC	\$3.88	\$13.95	\$524.46	\$1,883.13	(\$1,358.67)
888-06862	02/09/2007	03/24/2010	25	CONOCOPHILLIPS	\$52.71	\$67.03	\$1,317.65	\$1,675.69	(\$358.04)
888-06862	12/07/2006	03/24/2010	20	CONOCOPHILLIPS	\$52.71	\$69.16	\$1,054.12	\$1,383.12	(\$329.00)
888-06862	11/15/2006	03/24/2010	15	CONOCOPHILLIPS	\$52.71	\$63.38	\$790.59	\$950.71	(\$160.12)
888-06862	11/12/2008	03/23/2010	65	CBS CORP-CLASS B	\$14.18	\$6.99	\$921.79	\$454.29	\$467.50
888-06862	03/23/2006	03/23/2010	25	CBS CORP-CLASS B	\$14.18	\$24.92	\$354.54	\$622.97	(\$268.43)
888-06862	02/24/2009	03/18/2010	35	LOWE'S COS INC	\$25.13	\$15.58	\$879.70	\$545.40	\$334.30
888-06862	02/10/2009	03/18/2010	80	LOWE'S COS INC	\$25.13	\$18.45	\$2,010.74	\$1,476.00	\$534.74
888-06862	07/11/2005	03/12/2010	12	APPLE INC	\$226.79	\$38.20	\$2,721.42	\$458.36	\$2,263.06
888-06862	08/08/2008	03/09/2010	15	DEVON ENERGY CORPORATION	\$70.04	\$90.34	\$1,050.57	\$1,355.15	(\$304.58)

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**Long-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/06/2007	03/02/2010	50	AT&T INC	\$24.87	\$39.78	\$1,243.51	\$1,989.02	(\$745.51)
888-06862	09/12/2007	03/02/2010	40	AT&T INC	\$24.87	\$39.94	\$994.80	\$1,597.56	(\$602.76)
888-06862	09/07/2007	03/02/2010	40	AT&T INC	\$24.87	\$39.00	\$994.80	\$1,560.18	(\$565.38)
888-06862	02/15/2008	02/26/2010	25	J.C. PENNEY CO INC	\$27.73	\$46.25	\$693.14	\$1,156.20	(\$463.06)
888-06862	12/03/2008	02/25/2010	45	CORNING INC	\$17.40	\$8.57	\$783.04	\$385.56	\$397.48
888-06862	06/05/2007	02/25/2010	10	AIR PRODUCTS & CHEMICALS INC	\$68.79	\$78.09	\$687.86	\$780.87	(\$93.01)
888-06862	10/09/2008	02/24/2010	5	QUALCOMM INC	\$37.92	\$40.97	\$189.59	\$204.85	(\$15.26)
888-06862	07/21/2008	02/24/2010	40	QUALCOMM INC	\$37.92	\$45.29	\$1,516.74	\$1,811.57	(\$294.83)
888-06862	06/27/2008	02/24/2010	5	QUALCOMM INC	\$37.92	\$45.31	\$189.59	\$226.57	(\$36.98)
888-06862	09/09/2008	02/23/2010	40	WESTERN DIGITAL CORP	\$41.02	\$24.13	\$1,640.65	\$965.12	\$675.53
888-06862	11/20/2008	02/22/2010	45	METLIFE INC	\$35.04	\$17.32	\$1,576.88	\$779.56	\$797.32
888-06862	10/15/2007	02/18/2010	50	AT&T INC	\$25.22	\$42.34	\$1,261.10	\$2,116.89	(\$855.79)
888-06862	09/12/2007	02/18/2010	10	AT&T INC	\$25.22	\$39.94	\$252.22	\$399.39	(\$147.17)
888-06862	08/27/2007	02/18/2010	50	AT&T INC	\$25.22	\$40.21	\$1,261.10	\$2,010.59	(\$749.49)
888-06862	09/23/2008	02/12/2010	10	QUALCOMM INC	\$38.73	\$46.24	\$387.29	\$462.35	(\$75.06)
888-06862	06/27/2008	02/12/2010	40	QUALCOMM INC	\$38.73	\$45.31	\$1,549.17	\$1,812.57	(\$263.40)
888-06862	01/07/2009	02/11/2010	35	TIME WARNER INC	\$27.23	\$21.34	\$952.89	\$746.78	\$206.11
888-06862	08/28/2007	02/11/2010	5	AIR PRODUCTS & CHEMICALS INC	\$68.39	\$87.80	\$341.95	\$438.99	(\$97.04)
888-06862	12/03/2008	02/10/2010	45	CORNING INC	\$17.54	\$8.57	\$789.16	\$385.56	\$403.60
888-06862	09/09/2008	02/10/2010	10	WESTERN DIGITAL CORP	\$40.11	\$24.13	\$401.13	\$241.28	\$159.85
888-06862	08/26/2008	02/10/2010	10	WESTERN DIGITAL CORP	\$40.11	\$27.60	\$401.13	\$275.97	\$125.16
888-06862	01/15/2009	02/09/2010	100	NEWS CORP	\$12.91	\$7.91	\$1,290.74	\$790.99	\$499.75
888-06862	09/23/2008	02/09/2010	40	QUALCOMM INC	\$37.97	\$46.24	\$1,518.94	\$1,849.41	(\$330.47)
888-06862	06/23/2008	02/09/2010	35	QUALCOMM INC	\$37.97	\$48.06	\$1,329.07	\$1,681.97	(\$352.90)
888-06862	05/19/2008	02/09/2010	4	CME GROUP INC	\$284.55	\$481.48	\$1,138.20	\$1,925.93	(\$787.73)
888-06862	06/19/2007	02/09/2010	20	SCHLUMBERGER LTD	\$64.85	\$85.70	\$1,296.92	\$1,713.95	(\$417.03)
888-06862	09/14/2006	02/09/2010	2	CME GROUP INC	\$284.55	\$457.36	\$569.10	\$914.71	(\$345.61)
888-06862	01/29/2009	02/04/2010	2	OCCIDENTAL PETROLEUM CORP	\$76.98	\$57.66	\$153.96	\$115.31	\$38.65
888-06862	01/29/2009	02/04/2010	11	OCCIDENTAL PETROLEUM CORP	\$76.98	\$57.65	\$846.78	\$634.18	\$212.60
888-06862	11/06/2008	01/28/2010	20	BUNGE LTD	\$60.38	\$41.48	\$1,207.63	\$829.68	\$377.95



**BERNSTEIN**

Global Wealth Management

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	02/14/2008	01/28/2010	28	WAL-MART STORES INC	\$52.68	\$50.76	\$1,474.96	\$1,421.14	\$53.82
888-06862	01/07/2009	01/27/2010	28	TIME WARNER INC	\$26.85	\$21.34	\$751.87	\$597.43	\$154.44
888-06862	08/26/2008	01/25/2010	15	WESTERN DIGITAL CORP	\$41.65	\$27.60	\$624.80	\$413.95	\$210.85
888-06862	08/25/2008	01/25/2010	20	WESTERN DIGITAL CORP	\$41.65	\$28.09	\$833.06	\$561.88	\$271.18
888-06862	07/08/2008	01/25/2010	33	MERCK & CO INC	\$39.30	\$37.14	\$1,296.78	\$1,225.61	\$71.17
888-06862	06/27/2008	01/25/2010	20	MERCK & CO INC.	\$39.30	\$37.19	\$785.93	\$743.72	\$42.21
888-06862	05/23/2007	01/25/2010	45	PFIZER INC	\$19.00	\$27.41	\$855.01	\$1,233.42	(\$378.41)
888-06862	03/27/2007	01/25/2010	25	PFIZER INC	\$19.00	\$25.51	\$475.01	\$637.68	(\$162.67)
888-06862	11/24/2006	01/25/2010	75	PFIZER INC	\$19.00	\$26.96	\$1,425.02	\$2,022.01	(\$596.99)
888-06862	04/14/2004	01/22/2010	20	TIME WARNER INC	\$27.45	\$33.94	\$548.95	\$678.87	(\$129.92)
888-06862	01/23/2004	01/22/2010	45	CHEVRON CORP	\$75.33	\$43.63	\$3,389.63	\$1,963.38	\$1,426.25
888-06862	01/15/2009	01/19/2010	195	NEWS CORP	\$13.37	\$7.91	\$2,606.57	\$1,542.43	\$1,064.14
888-06862	01/15/2009	01/19/2010	10	NEWS CORP	\$13.37	\$7.91	\$133.67	\$79.10	\$54.57
888-06862	10/23/2008	01/14/2010	75	HOME DEPOT INC	\$28.32	\$19.17	\$2,123.78	\$1,437.71	\$686.07
888-06862	10/15/2007	01/14/2010	50	AT&T INC	\$26.66	\$42.34	\$1,333.01	\$2,116.89	(\$783.88)
888-06862	03/13/2008	01/13/2010	25	CELGENE CORP	\$57.55	\$57.08	\$1,438.83	\$1,427.06	\$11.77
888-06862	03/06/2008	01/13/2010	5	CELGENE CORP	\$57.55	\$56.14	\$287.77	\$280.72	\$7.05
888-06862	11/20/2008	01/07/2010	7	PEPSICO INC	\$60.96	\$52.89	\$426.74	\$370.26	\$56.48
888-06862	05/19/2008	01/07/2010	1	CME GROUP INC	\$340.39	\$481.48	\$340.39	\$481.48	(\$141.09)
888-06862	04/29/2008	01/07/2010	5	COSTCO WHOLESALE CORP	\$59.62	\$71.01	\$298.10	\$355.05	(\$56.95)
888-06862	04/09/2008	01/07/2010	2	CME GROUP INC	\$340.39	\$512.45	\$680.78	\$1,024.90	(\$344.12)
888-06862	01/29/2008	01/07/2010	30	COSTCO WHOLESALE CORP	\$59.62	\$66.36	\$1,788.61	\$1,990.83	(\$202.22)
888-06862	08/28/2007	01/07/2010	30	CELGENE CORP	\$55.81	\$59.86	\$1,674.18	\$1,795.84	(\$121.66)
888-06862	05/07/2007	01/07/2010	25	MEDCO HEALTH SOLUTIONS INC	\$64.37	\$37.51	\$1,609.16	\$937.72	\$671.44
888-06862	11/29/2006	01/07/2010	40	HEWLETT-PACKARD CO	\$52.10	\$39.18	\$2,083.96	\$1,567.25	\$516.71
888-06862	02/08/2005	01/07/2010	7	APPLE INC	\$210.86	\$39.72	\$1,475.99	\$278.05	\$1,197.94
888-06862	09/15/2008	01/05/2010	25	SPRINT NEXTEL CORP	\$4.10	\$6.81	\$102.61	\$170.19	(\$67.58)
888-06862	09/15/2008	01/05/2010	50	SPRINT NEXTEL CORP	\$4.10	\$6.81	\$205.22	\$340.37	(\$135.15)
888-06862	09/15/2008	01/05/2010	125	SPRINT NEXTEL CORP	\$4.10	\$6.81	\$513.04	\$850.94	(\$337.90)
888-06862	01/01/1950	01/05/2010	100	SPRINT NEXTEL CORP	\$4.10	\$17.17	\$410.43	\$1,717.30	(\$1,306.87)

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# Capital Gains

**BERNSTEIN**

Global Wealth Management

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/09/2008	12/16/2009	3	CME GROUP INC	\$331.82	\$512.45	\$995.47	\$1,537.36	(\$541.89)
888-06862	04/25/2007	12/16/2009	2	CME GROUP INC	\$331.82	\$530.45	\$663.65	\$1,060.90	(\$397.25)
888-06862	09/14/2006	12/16/2009	30	KOHL'S CORP	\$54.55	\$67.38	\$1,636.62	\$2,021.45	(\$384.83)
888-06862	04/07/2003	12/16/2009	2	HEWLETT-PACKARD CO	\$51.36	\$16.45	\$102.72	\$32.89	\$69.83
888-06862	11/20/2008	12/15/2009	40	METLIFE INC	\$36.78	\$17.32	\$1,471.32	\$692.94	\$778.38
888-06862	10/08/2008	12/15/2009	15	METLIFE INC	\$36.78	\$26.50	\$551.75	\$397.50	\$154.25
888-06862	04/14/2004	12/15/2009	65	TIME WARNER INC	\$30.30	\$33.94	\$1,969.75	\$2,206.33	(\$236.58)
888-06862	04/28/2003	12/15/2009	10	PROCTER & GAMBLE CO	\$62.19	\$45.45	\$621.85	\$454.50	\$167.35
888-06862	03/11/2008	12/01/2009	45	ALLSTATE CORP	\$28.53	\$48.30	\$1,283.83	\$2,173.58	(\$889.75)
888-06862	03/23/2006	11/16/2009	105	CBS CORP-CLASS B	\$13.34	\$24.92	\$1,401.13	\$2,616.50	(\$1,215.37)
888-06862	11/10/2008	11/13/2009	15	PROCTER & GAMBLE CO	\$61.69	\$64.88	\$925.42	\$973.17	(\$47.75)
888-06862	10/09/2008	11/13/2009	2	PROCTER & GAMBLE CO	\$61.69	\$65.68	\$123.39	\$131.35	(\$7.96)
888-06862	11/24/2006	11/13/2009	65	CISCO SYSTEMS INC	\$23.56	\$26.74	\$1,531.51	\$1,738.16	(\$206.65)
888-06862	10/08/2008	11/12/2009	25	METLIFE INC	\$34.70	\$26.50	\$867.62	\$662.50	\$205.12
888-06862	08/15/2008	11/11/2009	5	APACHE CORP	\$101.08	\$105.00	\$505.38	\$525.00	(\$19.62)
888-06862	08/07/2008	11/11/2009	30	APACHE CORP	\$101.08	\$110.98	\$3,032.25	\$3,329.38	(\$297.13)
888-06862	10/09/2008	11/04/2009	40	WAL-MART STORES INC	\$50.50	\$54.58	\$2,019.98	\$2,183.28	(\$163.30)
888-06862	11/06/2007	11/04/2009	30	SCHLUMBERGER LTD	\$64.45	\$98.25	\$1,933.55	\$2,947.61	(\$1,014.06)
888-06862	03/11/2008	10/29/2009	30	MEDCO HEALTH SOLUTIONS INC	\$56.61	\$41.49	\$1,698.36	\$1,244.73	\$453.63
888-06862	05/07/2007	10/29/2009	40	CELGENE CORP	\$51.24	\$62.66	\$2,049.44	\$2,506.30	(\$456.86)
888-06862	05/07/2007	10/29/2009	15	MEDCO HEALTH SOLUTIONS INC	\$56.61	\$37.51	\$849.18	\$562.63	\$286.55
888-06862	04/24/2008	10/23/2009	30	TEVA PHARMACEUTICAL-SP ADR	\$50.43	\$46.17	\$1,512.75	\$1,385.13	\$127.62
888-06862	02/08/2008	10/23/2009	10	TEVA PHARMACEUTICAL-SP ADR	\$50.43	\$46.51	\$504.25	\$465.05	\$39.20
888-06862	03/23/2006	10/20/2009	60	CBS CORP-CLASS B	\$13.69	\$24.92	\$821.54	\$1,495.14	(\$673.60)
888-06862	07/27/2006	10/19/2009	4	GOOGLE INC-CL A	\$551.19	\$379.83	\$2,204.76	\$1,519.32	\$685.44
888-06862	06/27/2008	10/15/2009	5	MERCK & CO INC	\$33.28	\$37.18	\$166.39	\$185.92	(\$19.53)
888-06862	06/27/2008	10/15/2009	85	MERCK & CO. INC.	\$33.28	\$37.18	\$2,828.70	\$3,160.70	(\$332.00)
888-06862	06/27/2008	10/15/2009	5	MERCK & CO INC	\$33.28	\$37.18	\$166.39	\$185.92	(\$19.53)
888-06862	06/27/2008	10/15/2009	5	MERCK & CO. INC.	\$33.28	\$37.18	\$166.39	\$185.92	(\$19.53)
888-06862	06/27/2008	10/15/2009	5	MERCK & CO INC.	\$33.28	\$37.18	\$166.39	\$185.92	(\$19.53)

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**BERNSTEIN**  
Global Wealth Management

## Capital Gains

Account: THE FRANKLIN FUND (888-068662)  
07/01/2009 - 06/30/2010

### Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/03/2008	10/15/2009	30	MERCK & CO. INC.	\$33.28	\$38.33	\$998.36	\$1,149.96	(\$151.60)
888-06862	04/21/2008	10/15/2009	40	MERCK & CO. INC.	\$33.28	\$39.69	\$1,331.15	\$1,587.55	(\$256.40)
888-06862	07/27/2006	10/15/2009	40	GILEAD SCIENCES INC	\$46.56	\$30.71	\$1,862.35	\$1,228.20	\$634.15
888-06862	01/15/2008	10/14/2009	35	JPMORGAN CHASE & CO	\$47.10	\$39.34	\$1,648.65	\$1,376.77	\$271.88
888-06862	07/28/2006	10/12/2009	25	MCDONALD'S CORP	\$56.79	\$35.19	\$1,419.81	\$879.73	\$540.08
888-06862	01/15/2008	10/07/2009	40	JPMORGAN CHASE & CO	\$44.80	\$39.34	\$1,791.80	\$1,573.45	\$218.35
888-06862	04/25/2007	10/07/2009	18	PEPSICO INC	\$61.04	\$66.91	\$1,098.74	\$1,204.44	(\$105.70)
888-06862	11/29/2006	10/05/2009	20	HEWLETT-PACKARD CO	\$45.58	\$39.18	\$911.55	\$783.62	\$127.93
888-06862	01/23/2004	10/01/2009	65	BP PLC-SPONS ADR	\$52.16	\$48.82	\$3,390.33	\$3,173.45	\$216.88
888-06862	08/15/2008	09/30/2009	2	APACHE CORP	\$92.16	\$105.00	\$184.32	\$210.00	(\$25.68)
888-06862	08/18/2005	09/30/2009	45	EXXON MOBIL CORP	\$68.66	\$58.05	\$3,089.67	\$2,612.16	\$477.51
888-06862	06/06/2008	09/25/2009	5	DEUTSCHE BANK AG REGISTERED	\$75.08	\$101.06	\$375.40	\$505.30	(\$129.90)
888-06862	02/11/2008	09/25/2009	10	DEUTSCHE BANK AG REGISTERED	\$75.08	\$109.40	\$750.80	\$1,093.99	(\$343.19)
888-06862	02/08/2005	09/21/2009	3	APPLE INC	\$182.14	\$39.72	\$546.43	\$119.16	\$427.27
888-06862	06/12/2008	09/18/2009	50	MOTOROLA INC	\$8.71	\$8.97	\$435.59	\$448.37	(\$12.78)
888-06862	12/19/2006	09/17/2009	20	FLUOR CORP	\$55.89	\$41.43	\$1,117.83	\$828.65	\$289.18
888-06862	03/11/2008	09/16/2009	25	MEDCO HEALTH SOLUTIONS INC	\$55.76	\$41.49	\$1,394.04	\$1,037.26	\$356.78
888-06862	08/07/2008	09/15/2009	5	APACHE CORP	\$92.00	\$110.98	\$459.99	\$554.89	(\$94.90)
888-06862	07/23/2008	09/15/2009	10	APACHE CORP	\$92.00	\$111.73	\$919.99	\$1,117.28	(\$197.29)
888-06862	07/08/2008	09/15/2009	8	APACHE CORP	\$92.00	\$123.46	\$735.99	\$987.67	(\$251.68)
888-06862	04/28/2003	09/10/2009	16	PROCTER & GAMBLE CO	\$55.88	\$45.45	\$894.03	\$727.20	\$166.83
888-06862	08/06/2008	09/09/2009	7	BAXTER INTERNATIONAL INC	\$55.97	\$69.84	\$391.82	\$488.87	(\$97.05)
888-06862	04/30/2008	09/09/2009	35	BAXTER INTERNATIONAL INC	\$55.97	\$62.52	\$1,959.11	\$2,188.11	(\$229.00)
888-06862	01/01/1950	09/08/2009	25	ALTRIA GROUP INC	\$18.52	\$10.99	\$462.93	\$274.65	\$188.28
888-06862	03/16/2007	08/28/2009	30	HEWLETT-PACKARD CO	\$44.82	\$39.99	\$1,344.74	\$1,199.65	\$145.09
888-06862	11/29/2006	08/28/2009	15	HEWLETT-PACKARD CO	\$44.82	\$39.18	\$672.37	\$587.71	\$84.66
888-06862	05/06/2008	08/27/2009	25	NIKE INC -CL B	\$56.01	\$67.27	\$1,400.20	\$1,681.69	(\$281.49)
888-06862	05/12/2006	08/25/2009	50	CBS CORP-CLASS B	\$11.03	\$25.87	\$551.53	\$1,293.41	(\$741.88)
888-06862	03/23/2006	08/25/2009	10	CBS CORP-CLASS B	\$11.03	\$24.92	\$110.31	\$249.19	(\$138.88)
888-06862	04/27/2006	08/24/2009	10	MONSANTO CO	\$84.57	\$42.10	\$845.65	\$421.04	\$424.61

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Global Wealth Management

# Capital Gains

Account: THE FRANKLIN FUND (888-06862)  
07/01/2009 - 06/30/2010

## Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/19/2006	08/21/2009	50	XL CAPITAL LTD -CLASS A	\$15.09	\$70.71	\$754.41	\$3,535.30	(\$2,780.89)
888-06862	08/18/2005	08/19/2009	5	EXXON MOBIL CORP	\$67.41	\$58.05	\$337.07	\$290.24	\$46.83
888-06862	06/16/2005	08/19/2009	60	EXXON MOBIL CORP	\$67.41	\$60.00	\$4,044.89	\$3,600.00	\$444.89
888-06862	01/15/2008	08/13/2009	25	JPMORGAN CHASE & CO	\$42.84	\$39.34	\$1,070.99	\$983.40	\$87.59
888-06862	07/29/2008	08/12/2009	25	HARTFORD FINANCIAL SVCS GRP	\$19.63	\$62.37	\$490.64	\$1,559.16	(\$1,068.52)
888-06862	07/25/2008	08/12/2009	35	HARTFORD FINANCIAL SVCS GRP	\$19.63	\$61.27	\$686.89	\$2,144.35	(\$1,457.46)
888-06862	07/07/2008	08/12/2009	20	HARTFORD FINANCIAL SVCS GRP	\$19.63	\$65.14	\$392.51	\$1,302.74	(\$910.23)
888-06862	02/18/2004	08/12/2009	15	HARTFORD FINANCIAL SVCS GRP	\$19.63	\$66.16	\$294.38	\$992.34	(\$697.96)
888-06862	01/23/2004	08/10/2009	45	CHEVRON CORP	\$69.25	\$43.63	\$3,116.27	\$1,963.36	\$1,152.91
888-06862	04/27/2006	08/06/2009	11	MONSANTO CO	\$84.05	\$42.10	\$924.57	\$463.14	\$461.43
888-06862	04/28/2003	08/06/2009	14	PROCTER & GAMBLE CO	\$51.78	\$45.45	\$724.96	\$636.30	\$88.66
888-06862	11/30/2006	08/05/2009	75	GENWORTH FINANCIAL INC-CL A	\$7.41	\$32.92	\$555.80	\$2,468.99	(\$1,913.19)
888-06862	08/22/2005	08/05/2009	100	GENWORTH FINANCIAL INC-CL A	\$7.41	\$31.08	\$741.06	\$3,107.90	(\$2,366.84)
888-06862	11/29/2006	08/03/2009	90	CISCO SYSTEMS INC	\$22.52	\$27.03	\$2,026.62	\$2,432.97	(\$406.35)
888-06862	11/24/2006	08/03/2009	90	CISCO SYSTEMS INC	\$22.52	\$26.74	\$2,026.62	\$2,406.67	(\$380.05)
888-06862	11/24/2006	08/03/2009	20	CISCO SYSTEMS INC	\$22.52	\$26.74	\$450.36	\$534.81	(\$84.45)
888-06862	04/21/2008	07/13/2009	65	CARDINAL HEALTH INC	\$33.16	\$51.97	\$2,155.45	\$3,378.13	(\$1,222.68)
888-06862	12/03/2003	07/31/2009	80	KROGER CO	\$21.41	\$18.23	\$1,713.14	\$1,458.52	\$254.62
888-06862	01/01/1950	07/27/2009	20	PHILIP MORRIS INTERNATIONAL	\$46.63	\$24.84	\$932.57	\$496.74	\$435.83
888-06862	04/27/2006	07/22/2009	30	MONSANTO CO	\$79.72	\$42.10	\$2,391.69	\$1,263.11	\$1,128.58
888-06862	07/08/2008	07/17/2009	6	APACHE CORP	\$75.84	\$123.46	\$455.01	\$740.74	(\$285.73)
888-06862	06/30/2008	07/17/2009	8	APACHE CORP	\$75.84	\$138.45	\$606.69	\$1,107.59	(\$500.90)
888-06862	07/02/2008	07/16/2009	5	HEWLETT-PACKARD CO	\$39.13	\$44.04	\$195.66	\$220.18	(\$24.52)
888-06862	03/16/2007	07/16/2009	70	HEWLETT-PACKARD CO	\$39.13	\$39.99	\$2,739.23	\$2,799.16	(\$59.93)
888-06862	04/02/2008	07/13/2009	40	ROYAL DUTCH SHELL PLC-ADR	\$47.19	\$70.05	\$1,887.58	\$2,802.04	(\$914.46)
888-06862	10/18/2007	07/13/2009	3	EOG RESOURCES INC	\$62.84	\$82.04	\$188.52	\$246.12	(\$57.60)
888-06862	08/24/2007	07/13/2009	25	ROYAL DUTCH SHELL PLC-ADR	\$47.19	\$75.84	\$1,179.74	\$1,896.10	(\$716.36)
888-06862	02/21/2006	07/10/2009	30	EXXON MOBIL CORP	\$65.09	\$60.77	\$1,952.83	\$1,823.23	\$129.60
888-06862	06/16/2005	07/10/2009	15	EXXON MOBIL CORP	\$65.09	\$60.00	\$976.41	\$900.00	\$76.41
888-06862	01/23/2004	07/10/2009	58	CHEVRON CORP	\$61.36	\$43.63	\$3,558.94	\$2,530.55	\$1,028.39

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**Long-Term Capital Gains**

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/14/2007	07/07/2009	30	CELGENE CORP	\$46.73	\$63.97	\$1,402.03	\$1,919.12	(\$517.09)
888-06862	10/18/2007	07/01/2009	22	EOG RES INC	\$68.60	\$82.04	\$1,509.19	\$1,804.83	(\$295.64)
<b>Total</b>							<b>\$526,997.99</b>	<b>\$534,319.15</b>	<b>(\$7,321.16)</b>

The information above reflects the total gains and losses of the accounts in your relationship and therefore may include nontaxable accounts. To simplify your tax planning process, we encourage you to customize this page with a Personalized Account Analysis that aligns with your tax obligations or contact your Bernstein Advisor. Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report. Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor.

**FORM 990PF - RETURN OF PRIVATE FOUNDATION**  
**FYE 6/30/10**

<u>DATE</u>	<u>PAYEE</u>	<u>RELATION- SHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/2/2009	Walking Stick Foundation	None	Exempt	Educational	25,000 00
7/20/2009	Walking Stick Foundation	None	Exempt	Educational	3,000 00
8/17/2009	Kehillath Shalom Synagogue	None	Exempt	Religious	2,500 00
2/3/2010	North Shore Land Alliance	None	Exempt	Social	5,000 00
2/3/2010	Dance Theater Workshop, Inc.	None	Exempt	Social	2,000.00
2/3/2010	Kehillath Shalom Synagogue	None	Exempt	Religious	2,500.00
2/3/2010	American Red Cross	None	Exempt	Social	2,500.00
2/3/2010	Doctors Without Borders USA	None	Exempt	Social	2,500.00
2/3/2010	Planned Parenthood of Nassau County	None	Exempt	Social	1,000.00
4/1/2010	Kehillath Shalom Synagogue	None	Exempt	Religious	1,000 00
4/29/2010	Theodore Roosevelt Sanc & Audubon Center	None	Exempt	Environmental	2,500.00
6/21/2010	Interfaith Housing Association	None	Exempt	Religious	1,000.00
6/21/2010	Center for Victims of Torture	None	Exempt	Social	2,500.00
6/21/2010	Save the Children	None	Exempt	Social	10,000 00
6/21/2010	Doctors without Borders	None	Exempt	Social	9,000 00
6/21/2010	The Hopkins School	None	Exempt	Educational	2,000 00
6/21/2010	High Mountain Institute	None	Exempt	Educational	500 00
<b>TOTAL</b>					<b><u>74,500</u></b>