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

2011

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.

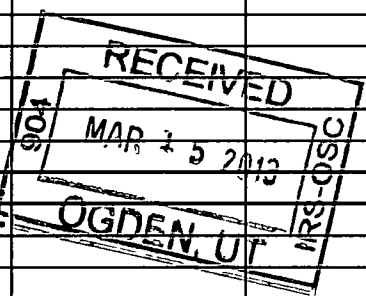
For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP		A Employer identification number 13-6160092
Number and street (or P O box number if mail is not delivered to street address) 460 PARK AVENUE 12TH FL	Room/suite	B Telephone number 212-245-5900
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,291,883.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	929,675.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
4 Dividends and interest from securities	55,423.	55,423.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	50,589.			
b Gross sales price for all assets on line 6a	452,709.			
7 Capital gain net income (from Part IV, line 2)		50,589.		
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	1,035,691.	106,016.		
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	5,000.	5,000.		0.
b Accounting fees STMT 4	8,000.	2,666.		5,334.
c Other professional fees STMT 5	5,437.	5,437.		0.
17 Interest				
18 Taxes STMT 6	2,098.	98.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	495.	38.		457.
24 Total operating and administrative expenses Add lines 13 through 23	21,030.	13,239.		5,791.
25 Contributions, gifts, grants paid	37,125.			37,125.
26 Total expenses and disbursements. Add lines 24 and 25	58,155.	13,239.		42,916.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	977,536.			
b Net investment income (if negative, enter -0-)		92,777.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses



18 9

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	52,313.	55,152.	55,152.
	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	1,189,061.	2,163,758.	2,236,731.
	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 ▶)				
16 Total assets (to be completed by all filers)	1,241,374.	2,218,910.	2,291,883.	
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 ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	1,241,374.	2,218,910.		
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.		
30 Total net assets or fund balances	1,241,374.	2,218,910.		
31 Total liabilities and net assets/fund balances	1,241,374.	2,218,910.		

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	1,241,374.
2 Enter amount from Part I, line 27a	2	977,536.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,218,910.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,218,910.

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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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 452,709.		402,120.	50,589.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			50,589.

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	50,589.
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))
2010	65,617.	1,383,541.	.047427
2009	79,234.	1,309,209.	.060521
2008	92,523.	1,251,132.	.073951
2007	102,000.	1,835,153.	.055581
2006	96,250.	1,878,574.	.051236

2 Total of line 1, column (d)	2	.288716
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	.057743
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,851,177.
5 Multiply line 4 by line 3	5	106,893.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	928.
7 Add lines 5 and 6	7	107,821.
8 Enter qualifying distributions from Part XII, line 4	8	42,916.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b	1	1,856.
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	1,856.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,856.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	815.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,900.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,715.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	16.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	843.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 843. Refunded	11	0.

Part VII-A Statements Regarding Activities

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

N/A

STMT 9

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FARKOUH, FURMAN & FACCIO, LLP</u> Telephone no. ► <u>212-245-5900</u> Located at ► <u>460 PARK AVENUE, 12TH FLOOR, NEW YORK, NY</u> ZIP+4 ► <u>10022</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	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.

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

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
HELENA F. ROZIER 35 COMPO BEACH ROAD WESTPORT, CT 06880-6814	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 61 COVE NECK ROAD OYSTER BAY, NY 11771	TRUSTEE 1.00	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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,849,143.
b	Average of monthly cash balances	1b	30,225.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,879,368.
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	1,879,368.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,191.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,851,177.
6	Minimum investment return. Enter 5% of line 5	6	92,559.

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	92,559.
2a	Tax on investment income for 2011 from Part VI, line 3	2a	1,856.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,703.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,703.
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	90,703.

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	42,916.
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	42,916.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,916.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				90,703.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	1,500.			
d From 2009	14,768.			
e From 2010				
f Total of lines 3a through e	16,268.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 42,916.				
a Applied to 2010, 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 2011 distributable amount				42,916.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	16,268.			16,268.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				31,519.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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:

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)				
a Paid during the year				
SEE STATEMENT ATTACHED	NONE	EXEMPT	VARIOUS SEE STATEMENT ATTACHED	37,125.
Total			▶ 3a	37,125.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE FRANKLIN FUND
C/O FARKOUH, FURMAN & FACCIO, LLP

Employer identification number

13-6160092

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number 13-6160092
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE HELENA FRANKLIN 1997 CRUT 59400319 P.O. BOX 396 WILMINGTON, DE 19899	\$ 929,675.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number 13-6160092
--	---

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

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

Name of organization THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number 13-6160092
--	--

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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 NEUBERGER & BERMAN EQUITY FUNDS	P	VARIOUS	VARIOUS
d CAP GAIN DIST-PIMCO COMMODITY REAL RETURN STRATEG	P	VARIOUS	12/08/11
e CAP GAIN DIST-TAX-AWARE OVERLAY A PORTFOLIO CLASS	P	VARIOUS	12/16/11
f CLASS ACTION PROCEEDS	P	VARIOUS	VARIOUS
g MARATHON PETROLEUM CORP. CASH IN LIEU	P	VARIOUS	VARIOUS
h CAP GAIN DIST-NEUBERGER & BERMAN EQUITY FUNDS	P	VARIOUS	12/19/11
i CAP GAIN DIST-NEUBERGER & BERMAN CORE BD FUND	P	VARIOUS	12/22/11
j CAP GAIN DIST-NEUBERGER & BERMAN HIGH INCOME BD F	P	VARIOUS	12/22/11
k CAP GAIN DIST-BERNSTEIN EMERGING MARKETS PORTFOLI	P	VARIOUS	12/19/11
l CAP GAIN DIST-BERNSTEIN INTERMEDIATE DURATION POR	P	VARIOUS	12/19/11
m CAP GAIN DIST-OVERLAY B PORTFOLIO CLASS 1	P	VARIOUS	12/16/11
n			
o			

(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 206,808.		214,315.	<7,507.>
b 216,530.		180,838.	35,692.
c 7,000.		6,967.	33.
d 221.			221.
e 11,595.			11,595.
f 3.			3.
g 20.			20.
h 2,479.			2,479.
i 1,662.			1,662.
j 548.			548.
k 1,174.			1,174.
l 4,309.			4,309.
m 360.			360.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<7,507.>
b			35,692.
c			33.
d			221.
e			11,595.
f			3.
g			20.
h			2,479.
i			1,662.
j			548.
k			1,174.
l			4,309.
m			360.
n			
o			

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	50,589.
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

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	55,423.	0.	55,423.
TOTAL TO FM 990-PF, PART I, LN 4	55,423.	0.	55,423.

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	5,000.	5,000.		0.
TO FM 990-PF, PG 1, LN 16A	5,000.	5,000.		0.

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	8,000.	2,666.		5,334.
TO FORM 990-PF, PG 1, LN 16B	8,000.	2,666.		5,334.

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	5,437.	5,437.			0.
TO FORM 990-PF, PG 1, LN 16C	5,437.	5,437.			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	98.	98.			0.
FEDERAL TAXES	2,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,098.	98.			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	380.	0.			380.
MISCELLANEOUS FEE	115.	38.			77.
TO FORM 990-PF, PG 1, LN 23	495.	38.			457.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE STATEMENT ATTACHED	2,163,758.	2,236,731.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,163,758.	2,236,731.		

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

THE HELENA FRANKLIN 1997 CRUT
59400319

P.O. BOX 396
WILMINGTON, DE 19899

FORM 990PF - RETURN OF PRIVATE FOUNDATION

FYE 6/30/12

DATE	PAYEE	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
7/15/2011	HELPING HEAL THE EARTH	NONE	EXEMPT	ENVIRONMENTAL	25,000.00
8/15/2011	JACOB'S PILLOW DANCE	NONE	EXEMPT	EDUCATIONAL	1,000.00
8/10/2011	NEW YORK LIVE ARTS	NONE	EXEMPT	SOCIAL	500.00
9/20/2011	THE NORTH SHORE LAND ALLIANCE	NONE	EXEMPT	SOCIAL	1,125.00
11/4/2011	KEHILLATH SHALOM SYNAGOGUE	NONE	EXEMPT	RELIGIOUS	1,500.00
3/9/2012	THEODORE ROOSEVELT SANCTUARY AND AUDUBON CENTER	NONE	EXEMPT	ENVIRONMENTAL	5,000.00
4/12/2012	THE CHILDREN'S ORCHESTRA SOCIETY	NONE	EXEMPT	EDUCATIONAL	3,000.00
TOTAL					<u>37,125.00</u>



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)
July 1, 2011 - June 30, 2012

Taxable Summary¹

Description	Gain/(Loss)
Short-Term	
Short-Term Covered	(\$7,507.29)
Short-Term Non-Covered	(\$5,440.19)
Long-Term	
Long-Term Covered	\$35,691.46
Long-Term Non-Covered	\$729.40
Cash in Lieu ²	\$34,962.06
Total	\$28,204.46

Description	Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds	\$17,437.50
Overall Total	\$45,641.96

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	08/01/2011	06/28/2012	13	ANADARKO PETROLEUM CORP	\$63.31	\$82.10	\$823.07	\$1,067.27	(\$244.20)
888-06862	06/20/2012	06/26/2012	42 702	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$14.01	\$599.11	\$598.25	\$0.86
888-06862	05/18/2012	06/26/2012	38 788	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$13.98	\$544.20	\$542.25	\$1.95
888-06862	02/24/2012	06/26/2012	15	HERSHEY CO/THE	\$70.08	\$60.97	\$1,051.23	\$914.62	\$136.61
888-06862	02/14/2012	06/26/2012	25	HERSHEY CO/THE	\$70.08	\$60.45	\$1,752.05	\$1,511.18	\$240.87
888-06862	12/20/2011	06/26/2012	20	HERSHEY CO/THE	\$70.08	\$59.53	\$1,401.64	\$1,190.62	\$211.02
888-06862	02/24/2012	06/21/2012	15	QUALCOMM INC	\$56.07	\$63.67	\$841.06	\$955.05	(\$113.99)
888-06862	02/07/2012	06/21/2012	12	GOLDMAN SACHS GROUP INC	\$94.69	\$116.45	\$1,136.31	\$1,397.45	(\$261.14)
888-06862	02/02/2012	06/21/2012	6	GOLDMAN SACHS GROUP INC	\$94.69	\$113.31	\$568.16	\$679.88	(\$111.72)
888-06862	09/02/2011	06/21/2012	20	QUALCOMM INC	\$56.07	\$50.09	\$1,121.42	\$1,001.79	\$119.63
888-06862	07/19/2011	06/21/2012	20	QUALCOMM INC	\$56.07	\$56.84	\$1,121.42	\$1,136.84	(\$15.42)
888-06862	12/27/2011	06/18/2012	175	GENERAL ELECTRIC CO	\$19.66	\$18.14	\$3,440.69	\$3,175.34	\$265.35

www.berstein.com

Bernstein Global Wealth Management is a unit of AllianceBernstein L.P.

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/20/2012	06/15/2012	10	SCHLUMBERGER LTD	\$66.21	\$73.34	\$662.08	\$733.39	(\$71.31)
888-06862	12/23/2011	06/15/2012	10	SCHLUMBERGER LTD	\$66.21	\$68.69	\$662.08	\$686.86	(\$24.78)
888-06862	02/22/2012	06/14/2012	6	PERRIGO INC	\$110.80	\$94.77	\$664.80	\$568.59	\$96.21
888-06862	02/16/2012	06/14/2012	10	BOEING CO	\$71.81	\$75.27	\$718.09	\$752.66	(\$34.57)
888-06862	01/10/2012	06/14/2012	10	BOEING CO	\$71.81	\$74.99	\$718.10	\$749.85	(\$31.75)
888-06862	12/12/2011	06/14/2012	10	BOEING CO	\$71.81	\$70.63	\$718.10	\$706.29	\$11.81
888-06862	11/15/2011	06/14/2012	24	BOEING CO	\$71.81	\$67.73	\$1,723.44	\$1,625.55	\$97.89
888-06862	11/11/2011	06/14/2012	10	BOEING CO	\$71.81	\$66.97	\$718.10	\$669.73	\$48.37
888-06862	11/10/2011	06/14/2012	15	PERRIGO INC	\$110.80	\$90.21	\$1,662.00	\$1,353.08	\$308.92
888-06862	11/01/2011	06/14/2012	11	BOEING CO	\$71.81	\$62.98	\$789.91	\$692.74	\$97.17
888-06862	03/21/2012	06/12/2012	25	DIRECTV-CLASS A	\$43.18	\$48.11	\$1,079.58	\$1,202.71	(\$123.13)
888-06862	12/02/2011	06/12/2012	28	COMCAST CORP-CL A	\$29.99	\$23.49	\$839.85	\$657.61	\$182.24
888-06862	01/12/2012	06/08/2012	5	AMAZON COM INC	\$218.18	\$177.34	\$1,090.90	\$886.72	\$204.18
888-06862	01/10/2012	06/08/2012	25	THE WALT DISNEY CO.	\$45.77	\$39.57	\$1,144.32	\$989.36	\$154.96
888-06862	11/14/2011	06/08/2012	5	THE WALT DISNEY CO	\$45.77	\$36.31	\$228.86	\$181.54	\$47.32
888-06862	02/02/2012	06/01/2012	15	FREEMPORT-MCMORAN COPPER	\$32.33	\$45.85	\$484.99	\$687.78	(\$202.79)
888-06862	01/20/2012	06/01/2012	15	FREEMPORT-MCMORAN COPPER	\$32.33	\$43.75	\$485.00	\$656.29	(\$171.29)
888-06862	01/19/2012	06/01/2012	25	FREEMPORT-MCMORAN COPPER	\$32.33	\$43.93	\$808.32	\$1,098.17	(\$289.85)
888-06862	01/13/2012	06/01/2012	25	FREEMPORT-MCMORAN COPPER	\$32.33	\$41.78	\$808.33	\$1,044.47	(\$236.14)
888-06862	04/12/2012	05/31/2012	25	JPMORGAN CHASE & CO	\$33.13	\$44.41	\$828.34	\$1,110.27	(\$281.93)
888-06862	03/29/2012	05/31/2012	25	JPMORGAN CHASE & CO	\$33.13	\$45.67	\$828.34	\$1,141.70	(\$313.36)
888-06862	03/28/2012	05/31/2012	25	JPMORGAN CHASE & CO	\$33.13	\$46.10	\$828.34	\$1,152.49	(\$324.15)
888-06862	03/26/2012	05/31/2012	16	JPMORGAN CHASE & CO	\$33.13	\$45.90	\$530.14	\$734.32	(\$204.18)
888-06862	08/16/2011	05/24/2012	45	CORNING INC	\$12.78	\$15.18	\$575.11	\$683.13	(\$108.02)
888-06862	01/12/2012	05/23/2012	15	POTASH CORP OF SASKATCHEWAN	\$39.03	\$42.19	\$585.45	\$632.81	(\$47.36)
888-06862	01/09/2012	05/23/2012	15	POTASH CORP OF SASKATCHEWAN	\$39.03	\$41.39	\$585.45	\$620.87	(\$35.42)
888-06862	01/04/2012	05/17/2012	15	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$46.74	\$780.61	\$701.17	\$79.44
888-06862	12/16/2011	05/17/2012	30	ILLUMINA INC	\$43.81	\$27.18	\$1,314.30	\$815.36	\$498.94
888-06862	08/15/2011	05/17/2012	35	GILEAD SCIENCES INC	\$50.82	\$37.13	\$1,778.70	\$1,299.45	\$479.25
888-06862	08/08/2011	05/17/2012	2	GILEAD SCIENCES INC	\$50.82	\$36.86	\$101.64	\$73.71	\$27.93

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/05/2012	05/07/2012	20	VERTEX PHARMACEUTICALS INC	\$54.59	\$33.11	\$1,091.75	\$662.11	\$429.64
888-06862	12/07/2011	05/03/2012	70	MORGAN STANLEY	\$16.34	\$16.71	\$1,144.00	\$1,169.70	(\$25.70)
888-06862	12/05/2011	05/03/2012	155	MORGAN STANLEY	\$16.34	\$16.45	\$2,533.13	\$2,550.14	(\$17.01)
888-06862	02/08/2012	04/25/2012	50	MARVELL TECHNOLOGY GROUP LT	\$14.83	\$16.48	\$741.29	\$823.95	(\$82.66)
888-06862	10/28/2011	04/25/2012	20	POTASH CORP OF SASKATCHEWAN	\$44.10	\$51.18	\$882.00	\$1,023.62	(\$141.62)
888-06862	09/16/2011	04/25/2012	15	MARVELL TECHNOLOGY GROUP LT	\$14.83	\$15.18	\$222.39	\$227.66	(\$5.27)
888-06862	05/17/2011	04/25/2012	30	POTASH CORP OF SASKATCHEWAN	\$44.10	\$53.29	\$1,323.00	\$1,598.64	(\$275.64)
888-06862	04/28/2011	04/25/2012	30	BROADCOM CORP-CL A	\$36.20	\$34.66	\$1,086.06	\$1,039.75	\$46.31
888-06862	02/17/2012	04/23/2012	10	BORGWARNER INC	\$79.95	\$81.21	\$799.51	\$812.05	(\$12.54)
888-06862	02/22/2012	04/20/2012	5	PERRIGO INC	\$105.99	\$94.77	\$529.96	\$473.83	\$56.13
888-06862	12/22/2011	04/20/2012	9	PERRIGO INC	\$105.99	\$100.87	\$953.93	\$907.86	\$46.07
888-06862	04/20/2011	04/20/2012	50	GAMESTOP CORP	\$22.60	\$26.41	\$1,129.95	\$1,320.26	(\$190.31)
888-06862	04/29/2011	04/19/2012	4	FLOWSERVE CORPORATION	\$111.66	\$126.89	\$446.63	\$507.54	(\$60.91)
888-06862	12/07/2011	04/04/2012	5	SALESFORCE COM INC	\$154.72	\$121.94	\$773.59	\$609.68	\$163.91
888-06862	12/01/2011	04/04/2012	6	SALESFORCE COM INC	\$154.72	\$118.40	\$928.31	\$710.41	\$217.90
888-06862	10/25/2011	04/03/2012	25	ILLUMINA INC	\$51.62	\$30.75	\$1,290.59	\$768.73	\$521.86
888-06862	10/11/2011	03/26/2012	20	METLIFE INC	\$38.33	\$30.65	\$766.57	\$613.00	\$153.57
888-06862	08/10/2011	03/26/2012	20	METLIFE INC	\$38.33	\$32.63	\$766.58	\$652.60	\$113.98
888-06862	05/17/2011	03/26/2012	20	METLIFE INC	\$38.33	\$43.87	\$766.57	\$877.32	(\$110.75)
888-06862	02/01/2012	03/23/2012	15	CIT GROUP INC	\$41.42	\$39.02	\$621.32	\$585.25	\$36.07
888-06862	02/01/2012	03/21/2012	15	LAS VEGAS SANDS CORP	\$57.72	\$49.59	\$865.87	\$743.83	\$122.04
888-06862	06/20/2011	03/20/2012	25	MOODY'S CORP	\$41.68	\$37.14	\$1,041.99	\$928.47	\$113.52
888-06862	06/20/2011	03/20/2012	10	UNITEDHEALTH GROUP INC	\$55.07	\$51.24	\$550.67	\$512.40	\$38.27
888-06862	06/17/2011	03/20/2012	20	UNITEDHEALTH GROUP INC	\$55.07	\$50.09	\$1,101.35	\$1,001.79	\$99.56
888-06862	06/20/2011	03/16/2012	15	MOODY'S CORP	\$41.84	\$37.14	\$627.66	\$557.09	\$70.57
888-06862	02/24/2012	03/14/2012	55	CBRE GROUP INC	\$20.24	\$18.52	\$1,112.99	\$1,018.86	\$94.13
888-06862	08/04/2011	03/14/2012	65	CBRE GROUP INC	\$20.24	\$19.89	\$1,315.35	\$1,292.85	\$22.50
888-06862	01/11/2012	03/13/2012	65	NEXEN INC	\$19.97	\$17.75	\$1,298.09	\$1,153.56	\$144.53
888-06862	11/22/2011	02/28/2012	5	APPLE INC	\$533.76	\$373.60	\$2,668.79	\$1,867.99	\$800.80
888-06862	06/22/2011	02/28/2012	20	GENERAL MOTORS CO	\$26.24	\$30.02	\$524.78	\$600.47	(\$75.69)

Capital Gains

Account THE FRANKLIN FUND (888-06862)
July 1, 2011 - June 30, 2012

Taxable Short-Term Covered Capital Gains

Account No	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/22/2011	02/28/2012	5	GENERAL MOTORS CO	\$26.24	\$30.02	\$131.20	\$150.12	(\$18.92)
888-06862	06/21/2011	02/23/2012	10	MONSANTO CO	\$77.69	\$67.42	\$776.87	\$674.19	\$102.68
888-06862	03/17/2011	02/23/2012	15	MONSANTO CO	\$77.69	\$67.12	\$1,165.30	\$1,006.76	\$158.54
888-06862	10/11/2011	02/21/2012	25	DOW CHEMICAL	\$34.68	\$26.56	\$867.05	\$663.99	\$203.06
888-06862	10/07/2011	02/15/2012	26	ESTEE LAUDER COMPANIES-CL A	\$55.46	\$45.94	\$1,441.93	\$1,194.41	\$247.52
888-06862	08/03/2011	02/15/2012	5	VF CORP	\$143.45	\$112.51	\$717.26	\$562.57	\$154.69
888-06862	12/27/2011	02/14/2012	15	MARATHON PETROLEUM CORP	\$44.04	\$33.74	\$660.53	\$506.08	\$154.45
888-06862	10/03/2011	02/14/2012	25	MARATHON PETROLEUM CORP	\$44.04	\$27.07	\$1,100.88	\$676.70	\$424.18
888-06862	12/09/2011	02/08/2012	25	ORACLE CORP	\$28.67	\$31.67	\$716.70	\$791.71	(\$75.01)
888-06862	03/15/2011	02/07/2012	15	INTUIT INC	\$57.42	\$48.91	\$861.26	\$733.64	\$127.62
888-06862	02/22/2011	02/07/2012	10	INTUIT INC	\$57.42	\$52.83	\$574.18	\$528.30	\$45.88
888-06862	10/26/2011	02/06/2012	45	CMS ENERGY CORP	\$21.91	\$20.89	\$986.03	\$940.25	\$45.78
888-06862	08/19/2011	02/06/2012	65	CMS ENERGY CORP	\$21.91	\$18.92	\$1,424.26	\$1,229.90	\$194.36
888-06862	08/03/2011	02/06/2012	1	VF CORP	\$132.77	\$112.51	\$132.77	\$112.51	\$20.26
888-06862	08/03/2011	02/06/2012	10	VF CORP	\$132.77	\$112.51	\$1,327.72	\$1,125.14	\$202.58
888-06862	05/23/2011	02/02/2012	20	LYONDELLBASELL INDU-CL A	\$43.51	\$38.93	\$870.22	\$778.59	\$91.63
888-06862	12/27/2011	01/31/2012	5	MARATHON PETROLEUM CORP	\$38.08	\$33.74	\$190.38	\$168.70	\$21.68
888-06862	08/24/2011	01/31/2012	25	MARATHON PETROLEUM CORP	\$38.08	\$35.15	\$951.90	\$878.81	\$73.09
888-06862	08/11/2011	01/31/2012	20	MARATHON PETROLEUM CORP	\$38.08	\$37.21	\$761.52	\$744.16	\$17.36
888-06862	03/23/2011	01/31/2012	10	PROCTER & GAMBLE CO	\$62.88	\$60.72	\$628.84	\$607.23	\$21.61
888-06862	02/18/2011	01/31/2012	25	BROADCOM CORP-CL A	\$34.79	\$42.18	\$869.74	\$1,054.49	(\$184.75)
888-06862	02/07/2011	01/31/2012	25	LOWE'S COS INC	\$26.85	\$24.63	\$671.25	\$615.69	\$55.56
888-06862	01/12/2012	01/24/2012	10	WATSON PHARMACEUTICALS INC	\$56.00	\$61.95	\$560.01	\$619.47	(\$59.46)
888-06862	01/11/2012	01/24/2012	20	WATSON PHARMACEUTICALS INC	\$56.00	\$63.25	\$1,120.02	\$1,265.09	(\$145.07)
888-06862	11/02/2011	01/23/2012	15	FMC TECHNOLOGIES INC	\$52.31	\$44.76	\$784.68	\$671.46	\$113.22
888-06862	05/26/2011	01/23/2012	5	FMC TECHNOLOGIES INC	\$52.31	\$43.73	\$261.56	\$218.65	\$42.91
888-06862	05/17/2011	01/19/2012	15	LYONDELLBASELL INDU-CL A	\$39.90	\$38.95	\$598.53	\$584.25	\$14.28
888-06862	03/24/2011	01/19/2012	10	PROCTER & GAMBLE CO	\$66.14	\$60.89	\$661.39	\$608.93	\$52.46
888-06862	03/23/2011	01/19/2012	3	PROCTER & GAMBLE CO	\$66.14	\$60.72	\$198.42	\$182.17	\$16.25
888-06862	02/24/2011	01/11/2012	10	CELGENE CORP	\$70.98	\$52.73	\$709.83	\$527.32	\$182.51



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/20/2011	01/11/2012	10	ROCKWELL AUTOMATION INC	\$77.95	\$74.75	\$779.47	\$747.50	\$31.97
888-06862	03/10/2011	01/10/2012	25	MARATHON OIL CORP	\$31.21	\$29.73	\$780.28	\$743.25	\$37.03
888-06862	01/25/2011	01/10/2012	15	MARATHON OIL CORP	\$31.21	\$25.85	\$468.17	\$387.80	\$80.37
888-06862	10/25/2011	01/09/2012	16	PEPSICO INC	\$65.39	\$62.03	\$1,046.27	\$992.52	\$53.75
888-06862	09/26/2011	01/09/2012	19	PEPSICO INC	\$65.39	\$60.95	\$1,242.45	\$1,158.12	\$84.33
888-06862	03/09/2011	01/09/2012	8	BORGWARNER INC	\$64.77	\$76.84	\$518.16	\$614.70	(\$96.54)
888-06862	02/24/2011	01/09/2012	2	BORGWARNER INC	\$64.77	\$75.22	\$129.54	\$150.43	(\$20.89)
888-06862	11/22/2011	01/06/2012	1	GOOGLE INC-CL A	\$652.87	\$580.52	\$652.87	\$580.52	\$72.35
888-06862	05/17/2011	01/06/2012	30	LYONDELLBASELL INDU-CL A	\$34.54	\$38.95	\$1,036.11	\$1,168.50	(\$132.39)
888-06862	05/17/2011	01/03/2012	5	METLIFE INC	\$32.24	\$43.87	\$161.21	\$219.33	(\$58.12)
888-06862	04/25/2011	01/03/2012	20	METLIFE INC	\$32.24	\$44.17	\$644.86	\$883.30	(\$238.44)
888-06862	04/08/2011	01/03/2012	20	METLIFE INC	\$32.24	\$44.60	\$644.86	\$892.08	(\$247.22)
888-06862	03/10/2011	01/03/2012	15	METLIFE INC	\$32.24	\$45.75	\$483.64	\$686.25	(\$202.61)
888-06862	03/09/2011	12/22/2011	2	BORGWARNER INC	\$64.78	\$76.84	\$129.56	\$153.68	(\$24.12)
888-06862	02/18/2011	12/22/2011	8	BORGWARNER INC	\$64.78	\$80.14	\$518.24	\$641.11	(\$122.87)
888-06862	01/26/2011	12/22/2011	30	LOWE'S COS INC	\$25.77	\$25.90	\$773.07	\$776.91	(\$3.84)
888-06862	08/19/2011	12/21/2011	10	CONOCOPHILLIPS	\$70.47	\$64.35	\$704.66	\$643.47	\$61.19
888-06862	06/21/2011	12/21/2011	15	UNITEDHEALTH GROUP INC	\$49.90	\$51.97	\$748.55	\$779.54	(\$30.99)
888-06862	06/20/2011	12/21/2011	20	UNITEDHEALTH GROUP INC	\$49.90	\$51.24	\$998.07	\$1,024.80	(\$26.73)
888-06862	02/18/2011	12/21/2011	20	ACCENTURE PLC-CL A	\$51.49	\$53.85	\$1,029.71	\$1,077.03	(\$47.32)
888-06862	06/20/2011	12/15/2011	20	RIVERBED TECHNOLOGY INC	\$23.30	\$32.13	\$465.97	\$642.60	(\$176.63)
888-06862	02/24/2011	12/14/2011	9	CELGENE CORP	\$63.24	\$52.73	\$569.12	\$474.59	\$94.53
888-06862	07/21/2011	12/08/2011	15	CONOCOPHILLIPS	\$71.68	\$75.27	\$1,075.15	\$1,129.00	(\$53.85)
888-06862	06/07/2011	12/08/2011	40	CONOCOPHILLIPS	\$71.68	\$71.60	\$2,867.06	\$2,863.85	\$3.21
888-06862	05/04/2011	12/08/2011	10	CONOCOPHILLIPS	\$71.68	\$72.69	\$716.76	\$726.91	(\$10.15)
888-06862	04/26/2011	12/07/2011	30	RIVERBED TECHNOLOGY INC	\$26.57	\$35.54	\$797.20	\$1,066.05	(\$268.85)
888-06862	08/18/2011	12/06/2011	15	LAS VEGAS SANDS CORP	\$45.56	\$41.73	\$683.39	\$625.97	\$57.42
888-06862	05/18/2011	12/05/2011	10	WELLPOINT INC	\$69.15	\$80.92	\$691.54	\$809.23	(\$117.69)
888-06862	04/29/2011	12/05/2011	10	WELLPOINT INC	\$69.15	\$76.33	\$691.54	\$763.26	(\$71.72)
888-06862	04/25/2011	12/05/2011	5	WELLPOINT INC	\$69.15	\$72.13	\$345.77	\$360.67	(\$14.90)

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Capital Gains

Account: THE FRANKLIN FUND (888-06862)
July 1, 2011 - June 30, 2012

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/07/2011	12/05/2011	15	MONSANTO CO	\$71.13	\$68.44	\$1,066.92	\$1,026.66	\$40.26
888-06862	03/07/2011	11/17/2011	30	METLIFE INC	\$30.70	\$45.90	\$921.13	\$1,376.87	(\$455.74)
888-06862	08/01/2011	11/16/2011	38	MARATHON PETROLEUM CORP	\$34.40	\$44.76	\$1,307.21	\$1,700.77	(\$393.56)
888-06862	05/13/2011	11/16/2011	10	NOBLE ENERGY INC	\$95.82	\$87.63	\$958.18	\$876.28	\$81.90
888-06862	03/10/2011	11/16/2011	12	MARATHON PETROLEUM CORP	\$34.40	\$40.09	\$412.80	\$481.08	(\$68.28)
888-06862	09/06/2011	11/14/2011	15	LAS VEGAS SANDS CORP	\$47.11	\$44.93	\$706.64	\$673.90	\$32.74
888-06862	07/25/2011	11/14/2011	55	ARUBA NETWORKS INC	\$23.69	\$24.90	\$1,303.21	\$1,369.51	(\$66.30)
888-06862	02/18/2011	11/11/2011	10	ROVI CORP	\$29.16	\$59.27	\$291.64	\$592.72	(\$301.08)
888-06862	03/14/2011	11/04/2011	12	PROCTER & GAMBLE CO	\$62.82	\$60.97	\$753.90	\$731.69	\$22.21
888-06862	01/04/2011	11/04/2011	15	LIMITED BRANDS INC	\$42.43	\$30.06	\$636.50	\$450.91	\$185.59
888-06862	02/25/2011	11/01/2011	20	JOHNSON CONTROLS INC	\$31.51	\$40.52	\$630.27	\$810.40	(\$180.13)
888-06862	02/18/2011	11/01/2011	15	JOHNSON CONTROLS INC	\$31.51	\$42.13	\$472.70	\$631.97	(\$159.27)
888-06862	03/14/2011	10/31/2011	10	PROCTER & GAMBLE CO	\$64.44	\$60.98	\$644.37	\$609.75	\$34.62
888-06862	07/22/2011	10/28/2011	15	CONOCOPHILLIPS	\$71.90	\$75.45	\$1,078.52	\$1,131.78	(\$53.26)
888-06862	07/21/2011	10/28/2011	5	CONOCOPHILLIPS	\$71.90	\$75.27	\$359.51	\$376.33	(\$16.82)
888-06862	04/29/2011	10/28/2011	25	STARBUCKS CORP	\$42.51	\$36.25	\$1,062.78	\$906.22	\$156.56
888-06862	04/12/2011	10/28/2011	25	CONOCOPHILLIPS	\$71.90	\$77.29	\$1,797.54	\$1,932.20	(\$134.66)
888-06862	09/13/2011	10/27/2011	35	WELLS FARGO & COMPANY	\$27.17	\$24.41	\$950.90	\$854.18	\$96.72
888-06862	02/18/2011	10/27/2011	10	BORGWARNER INC	\$75.07	\$80.14	\$750.71	\$801.39	(\$50.68)
888-06862	08/31/2011	10/24/2011	50	DELL INC	\$15.56	\$15.04	\$777.92	\$752.18	\$25.74
888-06862	05/12/2011	10/21/2011	25	RIVERBED TECHNOLOGY INC	\$24.36	\$37.63	\$609.07	\$940.74	(\$331.67)
888-06862	10/03/2011	10/19/2011	30	ARUBA NETWORKS INC	\$22.98	\$20.85	\$689.36	\$625.39	\$63.97
888-06862	07/25/2011	10/19/2011	5	ARUBA NETWORKS INC	\$22.98	\$24.90	\$114.89	\$124.50	(\$9.61)
888-06862	07/25/2011	10/19/2011	17	UNITED TECHNOLOGIES CORP	\$73.68	\$87.66	\$1,252.64	\$1,490.26	(\$237.62)
888-06862	03/30/2011	10/18/2011	15	CELGENE CORP	\$64.44	\$56.70	\$966.63	\$850.48	\$116.15
888-06862	03/08/2011	10/18/2011	20	LIMITED BRANDS INC	\$41.19	\$31.61	\$823.89	\$632.16	\$191.73
888-06862	04/06/2011	10/14/2011	10	MONSANTO CO	\$73.22	\$69.77	\$732.16	\$697.66	\$34.50
888-06862	04/18/2011	10/10/2011	15	PROCTER & GAMBLE CO	\$64.56	\$63.88	\$968.36	\$958.20	\$10.16
888-06862	02/18/2011	10/10/2011	10	ACCENTURE PLC-CL A	\$56.62	\$53.85	\$566.23	\$538.52	\$27.71
888-06862	07/21/2011	10/05/2011	15	ANADARKO PETROLEUM CORP	\$63.34	\$82.79	\$950.10	\$1,241.81	(\$291.71)

Capital Gains

Account: THE FRANKLIN FUND (888-068662)
July 1, 2011 - June 30, 2012

Taxable Short-Term Covered Capital Gains

Account No	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	07/26/2011	09/30/2011	40	ALCOA INC	\$9.80	\$15.50	\$391.86	\$620.01	(\$228.15)
888-06862	07/20/2011	09/30/2011	20	LIMITED BRANDS INC	\$38.79	\$40.20	\$775.71	\$803.99	(\$28.28)
888-06862	05/25/2011	09/30/2011	15	CITRIX SYSTEMS INC	\$56.45	\$82.29	\$846.69	\$1,234.37	(\$387.68)
888-06862	04/29/2011	09/30/2011	15	STARBUCKS CORP	\$37.68	\$36.25	\$565.19	\$543.73	\$21.46
888-06862	02/23/2011	09/26/2011	10	NOBLE ENERGY INC	\$71.23	\$88.94	\$712.27	\$889.39	(\$177.12)
888-06862	01/31/2011	09/23/2011	1	AMAZON COM INC	\$219.93	\$169.43	\$219.93	\$169.43	\$50.50
888-06862	06/21/2011	09/19/2011	30	UNITEDHEALTH GROUP INC	\$49.70	\$51.97	\$1,491.01	\$1,559.07	(\$68.06)
888-06862	05/19/2011	09/15/2011	10	STANLEY BLACK & DECKER INC	\$56.99	\$75.50	\$569.86	\$754.96	(\$185.10)
888-06862	02/02/2011	09/15/2011	10	STANLEY BLACK & DECKER INC	\$56.99	\$72.96	\$569.86	\$729.59	(\$159.73)
888-06862	03/21/2011	09/12/2011	25	ORACLE CORP	\$26.16	\$31.58	\$654.07	\$789.47	(\$135.40)
888-06862	08/24/2011	09/09/2011	20	DIRECTV-CLASS A	\$41.42	\$42.78	\$828.40	\$855.65	(\$27.25)
888-06862	01/20/2011	09/08/2011	25	ORACLE CORP	\$26.58	\$31.87	\$664.58	\$796.76	(\$132.18)
888-06862	03/29/2011	09/01/2011	1	GOOGLE INC-CL A	\$534.13	\$579.81	\$534.13	\$579.81	(\$45.68)
888-06862	03/31/2011	08/30/2011	10	STANLEY BLACK & DECKER INC	\$61.87	\$76.54	\$618.65	\$765.36	(\$146.71)
888-06862	02/25/2011	08/23/2011	30	RIVERBED TECHNOLOGY INC	\$21.32	\$41.64	\$639.70	\$1,249.24	(\$609.54)
888-06862	02/09/2011	08/23/2011	35	RIVERBED TECHNOLOGY INC	\$21.32	\$38.89	\$746.32	\$1,361.04	(\$614.72)
888-06862	01/25/2011	08/22/2011	30	DOW CHEMICAL	\$25.83	\$35.05	\$774.82	\$1,051.61	(\$276.79)
888-06862	04/27/2011	08/15/2011	20	RAYTHEON COMPANY	\$41.13	\$49.83	\$822.69	\$996.62	(\$173.93)
888-06862	03/29/2011	08/15/2011	1	GOOGLE INC-CL A	\$547.66	\$579.81	\$547.66	\$579.81	(\$32.15)
888-06862	03/25/2011	08/15/2011	45	NABORS INDUSTRIES LTD	\$19.96	\$29.45	\$898.38	\$1,325.15	(\$426.77)
888-06862	03/10/2011	08/15/2011	15	RAYTHEON COMPANY	\$41.13	\$51.99	\$617.01	\$779.88	(\$162.87)
888-06862	03/08/2011	08/15/2011	1	GOOGLE INC-CL A	\$547.66	\$596.06	\$547.66	\$596.06	(\$48.40)
888-06862	02/22/2011	08/15/2011	50	NABORS INDUSTRIES LTD	\$19.96	\$28.05	\$998.19	\$1,402.74	(\$404.55)
888-06862	02/22/2011	08/11/2011	55	TESORO CORPORATION	\$19.30	\$23.80	\$1,061.54	\$1,309.15	(\$247.61)
888-06862	05/19/2011	08/10/2011	45	HESS CORP	\$55.24	\$77.83	\$2,485.61	\$3,502.32	(\$1,016.71)
888-06862	04/20/2011	08/10/2011	8	OCCIDENTAL PETROLEUM CORP	\$83.31	\$100.83	\$666.47	\$806.63	(\$140.16)
888-06862	04/11/2011	08/09/2011	150	SPRINT NEXTEL CORP	\$3.20	\$4.73	\$480.51	\$709.23	(\$228.72)
888-06862	03/16/2011	08/09/2011	135	SPRINT NEXTEL CORP	\$3.20	\$4.93	\$432.46	\$665.86	(\$233.40)
888-06862	01/06/2011	08/05/2011	25	DIRECTV-CLASS A	\$45.38	\$41.11	\$1,134.50	\$1,027.85	\$106.65
888-06862	06/01/2011	08/03/2011	40	HCA HOLDINGS INC	\$23.85	\$34.94	\$954.01	\$1,397.56	(\$443.55)

Taxable Short-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	05/16/2011	08/03/2011	15	NETAPP INC	\$45.74	\$53.57	\$686.07	\$803.55	(\$117.48)
888-06862	04/20/2011	08/03/2011	2	OCCIDENTAL PETROLEUM CORP	\$94.23	\$100.83	\$188.46	\$201.66	(\$13.20)
888-06862	04/11/2011	08/03/2011	5	OCCIDENTAL PETROLEUM CORP	\$94.23	\$101.58	\$471.14	\$507.90	(\$36.76)
888-06862	04/05/2011	08/03/2011	25	HCA HOLDINGS INC	\$23.85	\$33.62	\$596.26	\$840.50	(\$244.24)
888-06862	03/08/2011	08/03/2011	13	LOWE'S COS INC	\$20.39	\$26.63	\$265.04	\$346.20	(\$81.16)
888-06862	02/22/2011	08/03/2011	10	MONSANTO CO	\$70.68	\$71.90	\$706.80	\$718.95	(\$12.15)
888-06862	01/26/2011	08/03/2011	10	LOWE'S COS INC	\$20.39	\$25.90	\$203.88	\$258.97	(\$55.09)
888-06862	05/17/2011	08/02/2011	11	GOODRICH CORP	\$93.79	\$90.05	\$1,031.69	\$990.54	\$41.15
888-06862	02/22/2011	08/01/2011	5	MONSANTO CO	\$71.99	\$71.90	\$359.95	\$359.48	\$0.47
888-06862	02/02/2011	08/01/2011	15	MONSANTO CO	\$71.99	\$75.38	\$1,079.84	\$1,130.74	(\$50.90)
888-06862	05/31/2011	07/28/2011	15	NETAPP INC	\$48.12	\$54.58	\$721.87	\$818.73	(\$96.86)
888-06862	05/16/2011	07/28/2011	10	NETAPP INC	\$48.12	\$53.57	\$481.25	\$535.70	(\$54.45)
888-06862	04/07/2011	07/28/2011	25	AT&T INC	\$29.21	\$30.48	\$730.25	\$762.05	(\$31.80)
888-06862	03/31/2011	07/28/2011	10	AT&T INC	\$29.21	\$30.70	\$292.10	\$307.00	(\$14.90)
888-06862	03/08/2011	07/28/2011	45	AT&T INC	\$29.21	\$28.52	\$1,314.45	\$1,283.47	\$30.98
888-06862	05/17/2011	07/21/2011	15	EXPRESS SCRIPTS INC	\$55.46	\$60.06	\$831.95	\$900.83	(\$68.88)
888-06862	04/26/2011	07/21/2011	10	EXPRESS SCRIPTS INC	\$55.46	\$53.68	\$554.63	\$536.82	\$17.81
888-06862	03/31/2011	07/21/2011	35	AT&T INC	\$30.30	\$30.70	\$1,060.56	\$1,074.52	(\$13.96)
888-06862	03/07/2011	07/21/2011	15	EXPRESS SCRIPTS INC	\$55.46	\$54.64	\$831.95	\$819.56	\$12.39
888-06862	06/01/2011	07/20/2011	41	ENSCO PLC- SPON ADR	\$52.39	\$54.36	\$2,147.83	\$2,228.63	(\$80.80)
888-06862	03/01/2011	07/20/2011	30	MOTOROLA SOLUTIONS INC	\$44.10	\$38.22	\$1,322.88	\$1,146.51	\$176.37
888-06862	04/05/2011	07/19/2011	50	AT&T INC	\$30.08	\$30.92	\$1,504.23	\$1,546.24	(\$42.01)
888-06862	03/31/2011	07/19/2011	20	AT&T INC	\$30.08	\$30.70	\$601.69	\$614.01	(\$12.32)
888-06862	03/15/2011	07/19/2011	190	SPRINT NEXTEL CORP	\$5.25	\$4.96	\$997.69	\$942.19	\$55.50
888-06862	03/10/2011	07/01/2011	30	MOTOROLA SOLUTIONS INC	\$46.34	\$40.50	\$1,390.15	\$1,215.14	\$175.01
888-06862	03/01/2011	07/01/2011	5	MOTOROLA SOLUTIONS INC	\$46.34	\$38.22	\$231.69	\$191.08	\$40.61
Total							\$182,574.50	\$188,014.69	(\$5,440.19)

Taxable Short-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	12/14/2011	06/26/2012	392.03	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$13.86	\$5,500.18	\$5,433.54	\$66.64
888-06862	12/20/2010	11/11/2011	19	ROVI CORP	\$29.16	\$56.97	\$554.12	\$1,082.51	(\$528.39)
888-06862	11/22/2010	10/25/2011	20	NORTHROP GRUMMAN CORP	\$56.34	\$56.97	\$1,126.85	\$1,139.45	(\$12.60)
888-06862	11/22/2010	10/20/2011	20	NORTHROP GRUMMAN CORP	\$54.18	\$56.97	\$1,083.54	\$1,139.46	(\$55.92)
888-06862	12/03/2010	10/05/2011	25	ALCOA INC	\$9.32	\$14.18	\$233.05	\$354.58	(\$121.53)
888-06862	11/09/2010	10/05/2011	90	ALCOA INC	\$9.32	\$14.05	\$838.98	\$1,264.34	(\$425.36)
888-06862	10/29/2010	10/03/2011	7	OCCIDENTAL PETROLEUM CORP	\$70.36	\$78.80	\$492.54	\$551.58	(\$59.04)
888-06862	12/03/2010	09/30/2011	35	ALCOA INC	\$9.80	\$14.18	\$342.88	\$496.42	(\$153.54)
888-06862	12/23/2010	09/27/2011	20	STANLEY BLACK & DECKER INC	\$54.05	\$67.13	\$1,081.01	\$1,342.59	(\$261.58)
888-06862	12/10/2010	09/23/2011	4	AMAZON.COM INC	\$219.93	\$175.25	\$879.71	\$700.99	\$178.72
888-06862	10/15/2010	09/14/2011	5	GOLDMAN SACHS GROUP INC	\$104.87	\$152.08	\$524.34	\$760.42	(\$236.08)
888-06862	09/20/2010	09/14/2011	4	GOLDMAN SACHS GROUP INC	\$104.87	\$151.01	\$419.48	\$604.04	(\$184.56)
888-06862	10/29/2010	09/12/2011	3	OCCIDENTAL PETROLEUM CORP	\$79.17	\$78.80	\$237.52	\$236.39	\$1.13
888-06862	12/23/2010	09/09/2011	40	NORTHROP GRUMMAN CORP	\$52.03	\$58.86	\$2,081.09	\$2,354.57	(\$273.48)
888-06862	12/23/2010	08/22/2011	55	DOW CHEMICAL	\$25.83	\$34.30	\$1,420.49	\$1,886.49	(\$466.00)
888-06862	08/20/2010	08/10/2011	10	HESS CORP	\$55.24	\$51.21	\$552.36	\$512.09	\$40.27
888-06862	08/16/2010	08/10/2011	15	HESS CORP	\$55.24	\$52.48	\$828.54	\$787.13	\$41.41
888-06862	09/08/2010	08/09/2011	5	DELL INC	\$14.02	\$12.46	\$70.12	\$62.30	\$7.82
888-06862	09/08/2010	08/09/2011	60	DELL INC	\$14.02	\$12.46	\$841.46	\$747.57	\$93.89
888-06862	12/31/2010	08/05/2011	30	DEVON ENERGY CORPORATION	\$70.13	\$78.36	\$2,104.02	\$2,350.90	(\$246.88)
888-06862	08/19/2010	08/05/2011	5	DEVON ENERGY CORPORATION	\$70.13	\$63.17	\$350.67	\$315.86	\$34.81
888-06862	08/19/2010	08/05/2011	5	DEVON ENERGY CORPORATION	\$70.13	\$63.17	\$350.67	\$315.86	\$34.81
888-06862	08/19/2010	08/05/2011	5	DEVON ENERGY CORPORATION	\$70.13	\$63.17	\$350.67	\$315.86	\$34.81
888-06862	10/11/2010	07/26/2011	15	DOW CHEMICAL	\$35.80	\$29.86	\$536.96	\$447.85	\$89.11
888-06862	09/30/2010	07/21/2011	50	DELL INC	\$17.25	\$12.81	\$862.50	\$640.65	\$221.85
888-06862	09/08/2010	07/21/2011	20	DELL INC	\$17.25	\$12.46	\$345.00	\$249.19	\$95.81
888-06862	10/11/2010	07/18/2011	15	NEWS CORP	\$14.95	\$13.83	\$224.21	\$207.43	\$16.78
Total							\$24,232.96	\$26,300.06	(\$2,067.10)



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/29/2011	06/29/2012	6	FLOWERVE CORPORAION	\$114.69	\$126.89	\$688.16	\$761.31	(\$73.15)
888-06862	03/15/2011	06/29/2012	5	FLOWERVE CORPORAION	\$114.69	\$122.01	\$573.46	\$610.07	(\$36.61)
888-06862	06/22/2011	06/28/2012	10	ANADARKO PETROLEUM CORP	\$63.31	\$73.58	\$633.13	\$735.82	(\$102.69)
888-06862	06/13/2011	06/28/2012	17	ANADARKO PETROLEUM CORP	\$63.31	\$71.92	\$1,076.32	\$1,222.65	(\$146.33)
888-06862	06/07/2011	06/28/2012	18	ANADARKO PETROLEUM CORP	\$63.31	\$75.46	\$1,139.63	\$1,358.36	(\$218.73)
888-06862	04/11/2011	06/21/2012	20	QUALCOMM INC	\$56.07	\$53.72	\$1,121.42	\$1,074.42	\$47.00
888-06862	03/22/2011	06/21/2012	15	QUALCOMM INC	\$56.07	\$52.78	\$841.07	\$791.65	\$49.42
888-06862	03/18/2011	06/21/2012	15	QUALCOMM INC	\$56.07	\$51.08	\$841.06	\$766.14	\$74.92
888-06862	02/18/2011	06/21/2012	35	QUALCOMM INC	\$56.07	\$59.08	\$1,962.49	\$2,067.94	(\$105.45)
888-06862	01/31/2011	06/21/2012	30	QUALCOMM INC	\$56.07	\$53.88	\$1,682.13	\$1,616.51	\$65.62
888-06862	06/10/2011	06/19/2012	25	ORACLE CORP	\$28.09	\$31.36	\$702.25	\$784.01	(\$81.76)
888-06862	03/30/2011	06/12/2012	25	COMCAST CORP-CL A	\$29.99	\$24.70	\$749.87	\$617.46	\$132.41
888-06862	03/25/2011	06/12/2012	35	COMCAST CORP-CL A	\$29.99	\$25.04	\$1,049.82	\$876.32	\$173.50
888-06862	03/21/2011	06/12/2012	34	COMCAST CORP-CL A	\$29.99	\$24.09	\$1,019.82	\$819.18	\$200.64
888-06862	02/22/2011	06/12/2012	40	COMCAST CORP-CL A	\$29.99	\$25.27	\$1,199.79	\$1,010.80	\$188.99
888-06862	03/18/2011	06/08/2012	8	AMAZON COM INC	\$218.18	\$161.94	\$1,745.44	\$1,295.49	\$449.95
888-06862	01/31/2011	06/08/2012	7	AMAZON COM INC	\$218.18	\$169.43	\$1,527.26	\$1,186.00	\$341.26
888-06862	04/18/2011	06/06/2012	40	CENTURYLINK INC	\$37.41	\$39.49	\$1,496.53	\$1,579.78	(\$83.25)
888-06862	04/27/2011	05/24/2012	95	CORNING INC	\$12.78	\$20.98	\$1,214.12	\$1,993.24	(\$779.12)
888-06862	05/13/2011	05/22/2012	20	TRANSOCEAN LTD	\$43.91	\$68.74	\$878.20	\$1,374.75	(\$496.55)
888-06862	05/05/2011	05/18/2012	15	MONSANTO CO	\$70.90	\$66.10	\$1,063.54	\$991.49	\$72.05
888-06862	04/26/2011	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$53.68	\$520.40	\$536.82	(\$16.42)
888-06862	03/29/2011	04/26/2012	40	MOODY'S CORP	\$42.02	\$33.35	\$1,680.92	\$1,333.83	\$347.09
888-06862	02/24/2011	04/23/2012	10	BORGWARNER INC	\$79.95	\$75.21	\$799.51	\$752.13	\$47.38
888-06862	03/30/2011	04/19/2012	6	FLOWERVE CORPORAION	\$111.66	\$129.23	\$669.94	\$775.37	(\$105.43)
888-06862	03/03/2011	03/28/2012	20	TRAVELERS COS INC/THE	\$58.82	\$59.39	\$1,176.35	\$1,187.71	(\$11.36)
888-06862	03/15/2011	03/27/2012	25	DTE ENERGY COMPANY	\$55.39	\$48.14	\$1,384.64	\$1,203.55	\$181.09
888-06862	03/09/2011	03/27/2012	10	DTE ENERGY COMPANY	\$55.39	\$49.05	\$553.85	\$490.49	\$63.36
888-06862	03/17/2011	03/26/2012	15	METLIFE INC	\$38.33	\$42.76	\$574.93	\$641.35	(\$66.42)
888-06862	01/25/2011	03/06/2012	70	DELTA AIR LINES INC	\$9.78	\$11.70	\$684.56	\$819.19	(\$134.63)

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Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	01/06/2011	02/22/2012	10	CITRIX SYSTEMS INC	\$73.47	\$68.86	\$734.69	\$688.63	\$46.06
888-06862	01/25/2011	02/14/2012	8	MARATHON PETROLEUM CORP	\$44.04	\$31.38	\$352.28	\$251.02	\$101.26
888-06862	01/14/2011	01/18/2012	10	ALLERGAN INC	\$86.94	\$70.62	\$869.38	\$706.15	\$163.23
888-06862	01/07/2011	01/10/2012	25	LIMITED BRANDS INC	\$39.00	\$28.69	\$975.00	\$717.32	\$257.68
888-06862	01/04/2011	01/05/2012	20	LIMITED BRANDS INC	\$39.28	\$30.06	\$785.60	\$601.21	\$184.39
			Total				\$34,967.56	\$34,238.16	\$729.40

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/12/2010	06/29/2012	8	FLOWERVE CORPORATION	\$114.69	\$106.42	\$917.55	\$851.37	\$66.18
888-06862	10/22/2010	06/29/2012	11	FLOWERVE CORPORATION	\$114.69	\$113.75	\$1,261.62	\$1,251.24	\$10.38
888-06862	03/20/2009	06/27/2012	20	DEVON ENERGY CORPORATION	\$55.98	\$47.75	\$1,119.57	\$955.05	\$164.52
888-06862	02/17/2009	06/27/2012	15	DEVON ENERGY CORPORATION	\$55.98	\$49.19	\$839.68	\$737.80	\$101.88
888-06862	03/22/2011	06/26/2012	64	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$13.77	\$902.54	\$885.81	\$16.73
888-06862	12/07/2010	06/26/2012	183	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$13.73	\$2,579.46	\$2,524.30	\$55.16
888-06862	07/10/2009	06/26/2012	48	JPMORGAN CHASE & CO	\$35.75	\$33.09	\$1,716.20	\$1,588.13	\$128.07
888-06862	06/12/2009	06/26/2012	27	JPMORGAN CHASE & CO	\$35.75	\$34.99	\$965.37	\$944.68	\$20.69
888-06862	05/01/2009	06/26/2012	81	JPMORGAN CHASE & CO	\$35.75	\$32.93	\$2,896.10	\$2,667.46	\$228.64
888-06862	04/07/2003	06/26/2012	874	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.03	\$13.26	\$12,274.51	\$11,600.86	\$673.65
888-06862	12/31/2010	06/22/2012	10	JOHNSON & JOHNSON	\$66.60	\$61.99	\$666.00	\$619.87	\$46.13
888-06862	09/27/2010	06/22/2012	20	JOHNSON & JOHNSON	\$66.60	\$62.15	\$1,332.00	\$1,242.98	\$89.02
888-06862	06/24/2010	06/22/2012	25	JOHNSON & JOHNSON	\$66.60	\$59.51	\$1,665.00	\$1,487.67	\$177.33
888-06862	04/08/2003	06/21/2012	6	GOLDMAN SACHS GROUP INC	\$94.69	\$72.45	\$568.16	\$434.70	\$133.46
888-06862	12/09/2010	06/19/2012	30	ORACLE CORP	\$28.09	\$29.24	\$842.70	\$877.10	(\$34.40)
888-06862	11/22/2010	06/19/2012	20	ORACLE CORP	\$28.09	\$27.99	\$561.80	\$559.83	\$1.97
888-06862	11/10/2010	06/19/2012	30	ORACLE CORP	\$28.09	\$28.66	\$842.70	\$859.65	(\$16.95)
888-06862	10/25/2010	06/19/2012	40	ORACLE CORP	\$28.09	\$29.09	\$1,123.60	\$1,163.47	(\$39.87)



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	10/05/2010	06/19/2012	35	ORACLE CORP	\$28.09	\$27.20	\$983.15	\$951.99	\$31.16
888-06862	09/23/2010	06/19/2012	70	ORACLE CORP	\$28.09	\$27.35	\$1,966.30	\$1,914.66	\$51.64
888-06862	06/01/2010	06/18/2012	20	BROADCOM CORP-CL A	\$34.50	\$34.46	\$690.08	\$689.24	\$0.84
888-06862	11/20/2009	06/18/2012	70	EMC CORP/MASS	\$24.57	\$16.91	\$1,719.82	\$1,183.71	\$536.11
888-06862	11/11/2009	06/18/2012	55	BROADCOM CORP-CL A	\$34.50	\$27.24	\$1,897.72	\$1,498.08	\$399.64
888-06862	09/04/2009	06/18/2012	60	EMC CORP/MASS	\$24.57	\$15.79	\$1,474.14	\$947.69	\$526.45
888-06862	07/31/2009	06/18/2012	95	EMC CORP/MASS	\$24.57	\$15.15	\$2,334.04	\$1,439.15	\$894.89
888-06862	07/11/2005	06/18/2012	10	APPLE INC	\$583.14	\$38.20	\$5,831.44	\$381.97	\$5,449.47
888-06862	12/16/2004	06/18/2012	9	GOOGLE INC-CL A	\$568.28	\$178.90	\$5,114.53	\$1,610.12	\$3,504.41
888-06862	07/01/2010	06/15/2012	35	MARATHON OIL CORP	\$24.76	\$18.72	\$866.68	\$655.24	\$211.44
888-06862	05/17/2010	06/15/2012	95	MARATHON OIL CORP	\$24.76	\$18.89	\$2,352.41	\$1,794.77	\$557.64
888-06862	09/21/2009	06/15/2012	20	SCHLUMBERGER LTD	\$66.21	\$60.60	\$1,324.16	\$1,212.02	\$112.14
888-06862	01/18/2006	06/15/2012	10	SCHLUMBERGER LTD	\$66.21	\$54.22	\$662.08	\$542.15	\$119.93
888-06862	04/26/2010	06/12/2012	40	DIRECTV-CLASS A	\$43.18	\$36.81	\$1,727.32	\$1,472.36	\$254.96
888-06862	07/13/2010	06/08/2012	10	AMAZON.COM INC	\$218.18	\$122.82	\$2,181.80	\$1,228.17	\$953.63
888-06862	10/01/2010	06/06/2012	35	CENTURYLINK INC	\$37.41	\$39.81	\$1,309.46	\$1,393.23	(\$83.77)
888-06862	09/30/2010	06/06/2012	15	CENTURYLINK INC	\$37.41	\$39.62	\$561.20	\$594.36	(\$33.16)
888-06862	09/30/2010	06/06/2012	10	CENTURYLINK INC	\$37.41	\$39.62	\$374.13	\$396.24	(\$22.11)
888-06862	08/31/2010	05/31/2012	25	JPMORGAN CHASE & CO	\$33.13	\$36.23	\$828.34	\$905.87	(\$77.53)
888-06862	05/15/2009	05/31/2012	50	JPMORGAN CHASE & CO	\$33.13	\$35.24	\$1,656.68	\$1,761.80	(\$105.12)
888-06862	05/06/2009	05/31/2012	19	JPMORGAN CHASE & CO	\$33.13	\$36.08	\$629.54	\$685.48	(\$55.94)
888-06862	12/03/2008	05/24/2012	60	CORNING INC	\$12.78	\$8.57	\$766.81	\$514.07	\$252.74
888-06862	12/15/2010	05/23/2012	20	POTASH CORP OF SASKATCHEWAN	\$39.03	\$46.48	\$780.60	\$929.53	(\$148.93)
888-06862	08/30/2010	05/18/2012	17	MONSANTO CO	\$70.90	\$56.54	\$1,205.34	\$961.23	\$244.11
888-06862	08/09/2010	05/18/2012	23	MONSANTO CO	\$70.90	\$59.44	\$1,630.75	\$1,367.04	\$263.71
888-06862	11/22/2010	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$53.04	\$520.41	\$530.42	(\$10.01)
888-06862	09/27/2010	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$48.87	\$520.40	\$488.72	\$31.68
888-06862	06/03/2010	05/17/2012	12	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$51.94	\$624.49	\$623.33	\$1.16
888-06862	05/04/2010	05/17/2012	38	EXPRESS SCRIPTS HOLDING CO	\$52.04	\$50.03	\$1,977.54	\$1,901.21	\$76.33
888-06862	06/14/2010	05/14/2012	21	NORTHROP GRUMMAN CORP	\$60.20	\$54.85	\$1,264.11	\$1,151.78	\$112.33

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BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	09/25/2009	05/14/2012	110	CONSTELLATION BRANDS INC-A	\$19.36	\$15.42	\$2,129.19	\$1,695.94	\$433.25
888-06862	08/18/2009	05/14/2012	19	NORTHROP GRUMMAN CORP	\$60.20	\$42.84	\$1,143.71	\$813.87	\$329.84
888-06862	11/22/2010	05/07/2012	25	UNITED PARCEL SERVICE-CL B	\$78.03	\$68.43	\$1,950.84	\$1,710.77	\$240.07
888-06862	09/08/2010	05/07/2012	15	UNITED PARCEL SERVICE-CL B	\$78.03	\$67.94	\$1,170.50	\$1,019.04	\$151.46
888-06862	08/13/2010	05/07/2012	25	UNITED PARCEL SERVICE-CL B	\$78.03	\$64.59	\$1,950.84	\$1,614.64	\$336.20
888-06862	11/03/2010	04/25/2012	30	MARVELL TECHNOLOGY GROUP LT	\$14.83	\$19.66	\$444.77	\$589.90	(\$145.13)
888-06862	10/27/2010	04/25/2012	85	MARVELL TECHNOLOGY GROUP LT	\$14.83	\$18.33	\$1,260.19	\$1,557.97	(\$297.78)
888-06862	06/01/2010	04/25/2012	20	BROADCOM CORP-CL A	\$36.20	\$34.46	\$724.04	\$689.25	\$34.79
888-06862	11/01/2010	04/19/2012	15	STARBUCKS CORP	\$59.26	\$28.72	\$888.94	\$430.77	\$458.17
888-06862	10/22/2010	04/11/2012	10	UNITED PARCEL SERVICE-CL B	\$78.97	\$69.74	\$789.74	\$697.41	\$92.33
888-06862	10/19/2010	04/11/2012	25	UNITED PARCEL SERVICE-CL B	\$78.97	\$68.97	\$1,974.36	\$1,724.16	\$250.20
888-06862	06/14/2010	03/28/2012	30	TRAVELERS COS INC/THE	\$58.82	\$50.66	\$1,764.53	\$1,519.94	\$244.59
888-06862	06/02/2010	03/28/2012	45	DOW CHEMICAL	\$34.23	\$26.11	\$1,540.17	\$1,174.95	\$365.22
888-06862	02/05/2010	03/28/2012	35	DOW CHEMICAL	\$34.23	\$26.35	\$1,197.91	\$922.10	\$275.81
888-06862	01/01/1950	03/28/2012	40	TRAVELERS COS INC/THE	\$58.82	\$39.06	\$2,352.70	\$1,562.28	\$790.42
888-06862	08/18/2010	03/27/2012	1	GOLDMAN SACHS GROUP INC	\$126.89	\$148.91	\$126.89	\$148.91	(\$22.02)
888-06862	07/16/2010	03/27/2012	5	GOLDMAN SACHS GROUP INC	\$126.89	\$150.08	\$634.45	\$750.41	(\$115.96)
888-06862	08/18/2010	03/20/2012	2	GOLDMAN SACHS GROUP INC	\$126.74	\$148.91	\$253.49	\$297.81	(\$44.32)
888-06862	07/23/2010	03/20/2012	8	GOLDMAN SACHS GROUP INC	\$126.74	\$147.00	\$1,013.95	\$1,176.03	(\$162.08)
888-06862	04/08/2003	03/20/2012	2	GOLDMAN SACHS GROUP INC	\$126.74	\$72.45	\$253.49	\$144.90	\$108.59
888-06862	05/06/2009	03/16/2012	19	JPMORGAN CHASE & CO	\$44.34	\$36.08	\$842.53	\$685.49	\$157.04
888-06862	09/20/2010	03/09/2012	8	GOLDMAN SACHS GROUP INC	\$117.59	\$151.01	\$940.76	\$1,208.08	(\$267.32)
888-06862	07/16/2010	03/09/2012	3	GOLDMAN SACHS GROUP INC	\$117.59	\$150.08	\$352.78	\$450.24	(\$97.46)
888-06862	12/23/2010	03/06/2012	50	DELTA AIR LINES INC	\$9.78	\$12.32	\$488.97	\$616.23	(\$127.26)
888-06862	11/18/2010	02/28/2012	15	GENERAL MOTORS CO	\$26.24	\$34.00	\$393.59	\$509.99	(\$116.40)
888-06862	12/23/2010	02/22/2012	3	CITRIX SYSTEMS INC	\$73.47	\$68.47	\$220.41	\$205.42	\$14.99
888-06862	09/08/2010	02/21/2012	75	DELL INC	\$18.20	\$12.46	\$1,365.02	\$934.46	\$430.56
888-06862	02/05/2010	02/21/2012	10	DOW CHEMICAL	\$34.68	\$26.35	\$346.82	\$263.46	\$83.36
888-06862	11/18/2010	02/17/2012	25	GENERAL MOTORS CO	\$27.19	\$34.00	\$679.72	\$849.99	(\$170.27)
888-06862	10/05/2010	02/16/2012	12	ACCENTURE PLC-CL A	\$58.04	\$44.58	\$696.44	\$535.00	\$161.44

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BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/09/2010	02/14/2012	6	GOODRICH CORP	\$125.51	\$70.97	\$753.07	\$425.84	\$327.23
888-06862	08/06/2009	02/13/2012	40	JOHNSON CONTROLS INC	\$33.30	\$26.31	\$1,332.13	\$1,052.46	\$279.67
888-06862	10/22/2010	02/10/2012	10	ACCENTURE PLC-CL A	\$56.75	\$45.69	\$567.54	\$456.94	\$110.60
888-06862	10/07/2010	02/10/2012	15	ACCENTURE PLC-CL A	\$56.75	\$45.48	\$851.30	\$682.13	\$169.17
888-06862	10/05/2010	02/10/2012	3	ACCENTURE PLC-CL A	\$56.75	\$44.58	\$170.26	\$133.75	\$36.51
888-06862	04/09/2010	02/07/2012	6	GOODRICH CORP	\$125.36	\$70.97	\$752.13	\$425.84	\$326.29
888-06862	08/07/2009	02/07/2012	40	JOHNSON CONTROLS INC	\$33.03	\$26.97	\$1,321.23	\$1,078.90	\$242.33
888-06862	11/01/2010	02/01/2012	20	STARBUCKS CORP	\$48.21	\$28.72	\$964.15	\$574.37	\$389.78
888-06862	06/09/2009	02/01/2012	35	INGERSOLL-RAND PLC	\$35.27	\$22.34	\$1,234.28	\$781.84	\$452.44
888-06862	12/13/2010	01/31/2012	45	LOWE'S COS INC	\$26.85	\$25.07	\$1,208.25	\$1,128.11	\$80.14
888-06862	07/16/2010	01/27/2012	9	CELGENE CORP	\$73.05	\$52.59	\$657.41	\$473.35	\$184.06
888-06862	11/13/2009	01/19/2012	30	JOHNSON CONTROLS INC	\$32.50	\$27.12	\$975.11	\$813.68	\$161.43
888-06862	01/01/1950	01/12/2012	30	CONOCOPHILLIPS	\$70.79	\$25.09	\$2,123.79	\$752.77	\$1,371.02
888-06862	07/16/2010	01/11/2012	1	CELGENE CORP	\$70.98	\$52.59	\$70.98	\$52.59	\$18.39
888-06862	11/02/2010	01/10/2012	35	LIMITED BRANDS INC	\$39.00	\$29.79	\$1,365.00	\$1,042.52	\$322.48
888-06862	05/17/2010	01/10/2012	15	MARATHON OIL CORP	\$31.21	\$18.89	\$468.17	\$283.38	\$184.79
888-06862	12/16/2004	01/10/2012	1	GOOGLE INC-CL A	\$620.86	\$178.90	\$620.86	\$178.90	\$441.96
888-06862	11/02/2010	01/05/2012	5	LIMITED BRANDS INC	\$39.28	\$29.79	\$196.40	\$148.93	\$47.47
888-06862	12/09/2010	12/22/2011	10	LOWE'S COS INC	\$25.77	\$25.13	\$257.69	\$251.29	\$6.40
888-06862	12/09/2010	12/22/2011	20	LOWE'S COS INC	\$25.77	\$25.13	\$515.38	\$502.57	\$12.81
888-06862	10/22/2010	12/21/2011	5	ACCENTURE PLC-CL A	\$51.49	\$45.69	\$257.43	\$228.47	\$28.96
888-06862	01/15/2010	12/21/2011	40	EMC CORP/MASS	\$21.44	\$18.05	\$857.64	\$722.12	\$135.52
888-06862	01/01/1950	12/21/2011	25	CONOCOPHILLIPS	\$70.47	\$25.09	\$1,761.64	\$627.31	\$1,134.33
888-06862	03/15/2010	12/20/2011	85	DELTA AIR LINES INC	\$8.60	\$12.62	\$730.92	\$1,072.70	(\$341.78)
888-06862	06/01/2010	12/14/2011	10	CELGENE CORP	\$63.24	\$52.78	\$632.36	\$527.80	\$104.56
888-06862	03/01/2010	12/13/2011	50	COMCAST CORP-CL A	\$23.39	\$16.77	\$1,169.59	\$838.52	\$331.07
888-06862	04/09/2010	12/09/2011	5	GOODRICH CORP	\$122.72	\$70.97	\$613.60	\$354.86	\$258.74
888-06862	08/30/2010	12/05/2011	22	JPMORGAN CHASE & CO	\$33.73	\$36.28	\$742.15	\$798.14	(\$55.99)
888-06862	07/11/2005	12/01/2011	19	GILEAD SCIENCES INC	\$39.79	\$22.83	\$756.06	\$433.68	\$322.38
888-06862	03/06/2008	11/30/2011	11	CELGENE CORP	\$62.49	\$56.14	\$687.42	\$617.57	\$69.85

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Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	04/09/2010	11/23/2011	64	GILEAD SCIENCES INC	\$39.46	\$45.69	\$2,525.55	\$2,924.02	(\$398.47)
888-06862	08/06/2009	11/17/2011	1	NVR INC	\$642.65	\$598.92	\$642.65	\$598.92	\$43.73
888-06862	05/06/2009	11/17/2011	20	JPMORGAN CHASE & CO	\$30.60	\$36.08	\$611.90	\$721.56	(\$109.66)
888-06862	08/30/2010	11/11/2011	40	JPMORGAN CHASE & CO	\$33.38	\$36.28	\$1,335.32	\$1,451.17	(\$115.85)
888-06862	12/17/2009	11/11/2011	43	COMCAST CORP-CL A	\$22.51	\$17.12	\$967.74	\$736.10	\$231.64
888-06862	12/17/2009	11/09/2011	58	COMCAST CORP-CL A	\$21.87	\$17.12	\$1,268.51	\$992.88	\$275.63
888-06862	07/01/2009	11/07/2011	60	SMITHFIELD FOODS INC	\$22.59	\$14.05	\$1,355.36	\$842.73	\$512.63
888-06862	08/19/2010	11/02/2011	15	DEVON ENERGY CORPORATION	\$64.29	\$63.17	\$964.29	\$947.57	\$16.72
888-06862	05/06/2009	11/02/2011	19	JPMORGAN CHASE & CO	\$33.38	\$36.08	\$634.26	\$685.49	(\$51.23)
888-06862	09/20/2010	11/01/2011	10	GOLDMAN SACHS GROUP INC	\$104.82	\$151.01	\$1,048.17	\$1,510.10	(\$461.93)
888-06862	04/09/2010	10/28/2011	6	GOODRICH CORP	\$122.74	\$70.97	\$736.43	\$425.84	\$310.59
888-06862	09/24/2010	10/27/2011	12	CITRIX SYSTEMS INC	\$75.25	\$70.38	\$903.06	\$844.61	\$58.45
888-06862	05/08/2009	10/27/2011	50	WELLS FARGO & COMPANY	\$27.17	\$22.00	\$1,358.42	\$1,100.00	\$258.42
888-06862	03/06/2008	10/27/2011	5	CELGENE CORP	\$65.00	\$56.14	\$325.00	\$280.72	\$44.28
888-06862	03/06/2008	10/27/2011	10	CELGENE CORP	\$65.00	\$56.14	\$650.00	\$561.43	\$88.57
888-06862	09/08/2010	10/24/2011	5	DELL INC	\$15.56	\$12.46	\$77.79	\$62.30	\$15.49
888-06862	01/28/2010	10/14/2011	50	NEXEN INC	\$16.83	\$21.72	\$841.32	\$1,085.92	(\$244.60)
888-06862	10/07/2009	10/14/2011	15	NEXEN INC	\$16.83	\$21.72	\$252.39	\$325.82	(\$73.43)
888-06862	07/14/2009	10/14/2011	85	NEXEN INC	\$16.83	\$19.86	\$1,430.24	\$1,688.24	(\$258.00)
888-06862	06/09/2009	10/13/2011	20	INGERSOLL-RAND PLC	\$29.16	\$22.34	\$583.17	\$446.76	\$136.41
888-06862	05/11/2010	10/12/2011	20	THE WALT DISNEY CO	\$33.16	\$35.71	\$663.17	\$714.25	(\$51.08)
888-06862	12/01/2008	10/10/2011	19	BUNGE LTD	\$56.46	\$38.99	\$1,072.80	\$740.84	\$331.96
888-06862	12/01/2008	10/06/2011	1	BUNGE LTD	\$57.53	\$38.99	\$57.53	\$38.99	\$18.54
888-06862	11/06/2008	10/06/2011	10	BUNGE LTD	\$57.53	\$41.48	\$575.25	\$414.84	\$160.41
888-06862	11/06/2008	10/04/2011	10	BUNGE LTD	\$55.88	\$41.48	\$558.77	\$414.84	\$143.93
888-06862	09/24/2010	09/30/2011	5	CITRIX SYSTEMS INC	\$56.45	\$70.38	\$282.23	\$351.92	(\$69.69)
888-06862	07/11/2005	09/29/2011	5	APPLE INC	\$401.26	\$38.20	\$2,006.28	\$190.99	\$1,815.29
888-06862	07/11/2005	09/27/2011	5	APPLE INC	\$405.52	\$38.20	\$2,027.58	\$190.99	\$1,836.59
888-06862	07/09/2010	09/12/2011	5	OCCIDENTAL PETROLEUM CORP	\$79.17	\$81.16	\$395.88	\$405.81	(\$9.93)
888-06862	11/20/2009	09/12/2011	15	GENERAL ELECTRIC CO	\$14.98	\$15.57	\$224.63	\$233.62	(\$8.99)

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/04/2009	09/12/2011	25	GENERAL ELECTRIC CO	\$14.98	\$14.46	\$374.38	\$361.57	\$12.81
888-06862	02/17/2009	09/02/2011	120	NEWS CORP	\$16.46	\$6.15	\$1,974.62	\$738.43	\$1,236.19
888-06862	12/16/2004	09/01/2011	1	GOOGLE INC-CL A	\$534.13	\$178.90	\$534.13	\$178.90	\$355.23
888-06862	02/17/2009	08/19/2011	55	NEWS CORP	\$16.05	\$6.15	\$882.65	\$338.44	\$544.21
888-06862	01/20/2010	08/16/2011	30	ROYAL CARIBBEAN CRUISES LTD	\$25.43	\$26.83	\$762.77	\$804.81	(\$42.04)
888-06862	02/17/2009	08/12/2011	50	NEWS CORP	\$16.44	\$6.15	\$822.16	\$307.67	\$514.49
888-06862	07/09/2010	08/11/2011	3	OCCIDENTAL PETROLEUM CORP	\$84.64	\$81.16	\$253.93	\$243.49	\$10.44
888-06862	06/24/2010	08/11/2011	4	OCCIDENTAL PETROLEUM CORP	\$84.64	\$82.07	\$338.58	\$328.29	\$10.29
888-06862	06/14/2010	08/11/2011	30	BUNGE LTD	\$60.30	\$52.25	\$1,808.99	\$1,567.60	\$241.39
888-06862	09/25/2009	08/10/2011	300	OFFICE DEPOT INC	\$2.52	\$6.16	\$756.00	\$1,847.67	(\$1,091.67)
888-06862	05/08/2009	08/10/2011	40	WELLS FARGO & COMPANY	\$24.20	\$22.00	\$968.00	\$880.00	\$88.00
888-06862	02/26/2010	08/09/2011	60	GAP INC/THE	\$15.91	\$21.35	\$954.49	\$1,281.08	(\$326.59)
888-06862	04/26/2010	08/05/2011	5	DIRECTV-CLASS A	\$45.38	\$36.81	\$226.90	\$184.04	\$42.86
888-06862	04/19/2010	08/03/2011	75	LOWE'S COS INC	\$20.39	\$26.22	\$1,529.10	\$1,966.16	(\$437.06)
888-06862	04/09/2010	08/02/2011	6	GOODRICH CORP	\$93.79	\$70.97	\$562.74	\$425.84	\$136.90
888-06862	10/09/2009	08/02/2011	18	COOPER INDUSTRIES PLC	\$52.22	\$39.14	\$939.92	\$704.56	\$235.36
888-06862	10/09/2009	08/02/2011	12	COOPER INDUSTRIES PLC	\$52.22	\$39.14	\$626.61	\$469.70	\$156.91
888-06862	02/05/2010	07/26/2011	20	DOW CHEMICAL	\$35.80	\$26.35	\$715.94	\$526.92	\$189.02
888-06862	10/09/2009	07/22/2011	15	COOPER INDUSTRIES PLC	\$57.10	\$39.14	\$856.51	\$587.13	\$269.38
888-06862	07/20/2009	07/12/2011	35	DELL INC	\$17.25	\$12.85	\$603.75	\$449.78	\$153.97
888-06862	05/28/2009	07/20/2011	34	ENSCO PLC- SPON ADR	\$52.39	\$37.52	\$1,781.13	\$1,275.51	\$505.62
888-06862	02/17/2009	07/20/2011	40	NEWS CORP	\$16.01	\$6.15	\$640.32	\$246.14	\$394.18
888-06862	07/11/2005	07/19/2011	2	APPLE INC	\$375.02	\$38.20	\$750.03	\$76.39	\$673.64
888-06862	06/23/2010	07/18/2011	95	NEWS CORP	\$14.95	\$13.40	\$1,419.97	\$1,272.72	\$147.25
888-06862	06/23/2010	07/18/2011	10	NEWS CORP	\$14.95	\$13.40	\$149.47	\$133.97	\$15.50
888-06862	06/23/2010	07/18/2011	40	NEWS CORP	\$14.95	\$13.40	\$597.88	\$535.89	\$61.99
Total							\$181,562.37	\$146,600.31	\$34,962.06

TOTAL LONG-TERM \$216,529.93 \$180,838.47 \$35,691.46



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2011 - June 30, 2012

Taxable Cash in Lieu Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	N/A	07/13/2011	0	MARATHON PETROLEUM CORP	\$0.00	\$0.00	\$20.29	\$0.00	\$20.29
				Total		\$20.29	\$20.29	\$0.00	\$20.29

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description	Amount
888-06862	12/19/2011	BERNSTEIN EMERGING MARKETS PORTFOLIO LONG CAPITAL GAIN	\$1,173.59
888-06862	12/19/2011	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN	\$4,308.76
888-06862	12/16/2011	OVERLAY B PORTFOLIO CLASS 1 LONG CAPITAL GAIN	\$359.90
888-06862	12/16/2011	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1 LONG CAPITAL GAIN	\$11,595.25
		Total	\$17,437.50

² Cash in Lieu Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers

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.

¹ Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other investment that receives a K-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)

Managed Assets

Cash Balances

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
CASH									
25,777.22	CASH	\$1.00	\$1.00	\$25,777	\$25,777	\$28	0.1%	2.0%	100.0%
TOTAL Cash				\$25,777	\$25,777	\$28	0.1%	2.0%	100.0%
TOTAL Cash Balances				\$25,777	\$25,777	\$28	0.1%	2.0%	100.0%

Fixed Income

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds									
TAXABLE FUND									
16,181.2	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$13.13	\$14.02	\$212,499	\$226,860	\$6,427	2.1%	17.6%	100.0%
					\$209				
TOTAL Mutual Funds				\$212,499	\$227,069	\$6,427	2.1%	17.6%	100.0%
TOTAL Fixed Income				\$212,499	\$227,069	\$6,427	2.1%	17.6%	100.0%

Equities

Quantity Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Capital Equipment									
AEROSPACE-DEFENSE									
35	PRECISION CASTPARTS CORP	\$162.04	\$164.49	\$5,671	\$5,757	\$4	0.1%	0.4%	0.9%

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio % of	Asset Class
Equities										
AUTO TRUCKS - PARTS										
65	LEAR CORP	LEA	\$41.28	\$37.73	\$2,683	\$2,452	\$36	1.5%	0.2%	0.4%
ELECTRICAL EQUIPMENT										
35	ROCKWELL AUTOMATION INC	ROK	\$67.27	\$66.06	\$2,354	\$2,312	\$66	2.9%	0.2%	0.4%
95	EMERSON ELECTRIC CO	EMR	\$51.57	\$46.58	\$4,899	\$4,425	\$152	3.4%	0.3%	0.7%
150	GENERAL ELECTRIC CO	GE	\$14.46	\$20.84	\$2,169	\$3,126	\$102	3.3%	0.2%	0.5%
	Total				\$9,423	\$9,863	\$320	3.2%	0.8%	1.5%
MACHINERY										
0	FLOWERVE CORP	FLS	\$0.00	\$114.75	\$0	\$0	\$0	0.0%	0.0%	0.0%
MISC CAPITAL GOODS										
185	DANAHER CORP	DHR	\$34.93	\$52.08	\$6,461	\$9,635	\$19	0.2%	0.7%	1.5%
	TOTAL Capital Equipment				\$24,239	\$27,708	\$379	1.4%	2.2%	4.2%
Consumer Cyclical										
AUTO PARTS - AFTERMARKET										
12	O'REILLY AUTOMOTIVE INC	ORLY	\$82.53	\$83.77	\$990	\$1,005	\$0	0.0%	0.1%	0.2%
AUTOS & AUTO PARTS OEMS										
25	BORGWARNER INC	BWA	\$71.78	\$65.59	\$1,795	\$1,640	\$0	0.0%	0.1%	0.3%
50	TRW AUTOMOTIVE HOLDINGS CORP	TRW	\$46.72	\$36.76	\$2,336	\$1,838	\$0	0.0%	0.1%	0.3%
225	GENERAL MOTORS CO	GM	\$24.45	\$19.72	\$5,501	\$4,437	\$0	0.0%	0.3%	0.7%
50	HARLEY DAVIDSON INC	HOG	\$38.48	\$45.73	\$1,924	\$2,287	\$31	1.4%	0.2%	0.3%
90	FORD MOTOR CO	F	\$7.61	\$9.59	\$685	\$863	\$18	2.1%	0.1%	0.1%
	Total				\$12,241	\$11,064	\$49	0.4%	0.9%	1.7%
HOTEL - MOTEL										
90	LAS VEGAS SANDS CORP	LVS	\$45.46	\$43.49	\$4,091	\$3,914	\$90	2.3%	0.3%	0.6%
HOUSEHLD - APPLIANCES/DURABLES										
110	NEWELL RUBBERMAID INC	NWL	\$15.05	\$18.14	\$1,656	\$1,995	\$44	2.2%	0.2%	0.3%
RETAILERS										

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio	% of Asset Class	
40	WAL-MART STORES INC	WMT	\$62.92	\$69.72	\$2,517	\$2,789	\$64	2.3%	0.2%	0.4%	
300	KROGER CO	KR	\$24.07	\$23.19	\$7,220	\$6,957	\$138	2.0%	0.5%	1.1%	
45	HOME DEPOT INC	HD	\$49.60	\$52.99	\$2,232	\$2,385	\$52	2.2%	0.2%	0.4%	
55	DOLLAR GENERAL CORP	DG	\$36.85	\$54.39	\$2,027	\$2,991	\$0	0.0%	0.2%	0.5%	
19	FAMILY DOLLAR STORES	FDO	\$64.81	\$66.48	\$1,231	\$1,263	\$16	1.3%	0.1%	0.2%	
	Total				\$15,227	\$16,385	\$270	1.6%	1.3%	2.5%	
	TEXTILES/SHOES - APPAREL MFG.										
30	PVH CORP	PVH	\$71.66	\$77.79	\$2,150	\$2,334	\$5	0.2%	0.2%	0.4%	
65	COACH INC	COH	\$72.37	\$58.48	\$4,704	\$3,801	\$78	2.1%	0.3%	0.6%	
	Total				\$6,854	\$6,135	\$83	1.3%	0.5%	0.9%	
	TOTAL Consumer Cyclical										
	Consumer Growth										
	DRUGS										
40	AMGEN INC	AMGN	\$71.38	\$73.04	\$2,855	\$2,922	\$58	2.0%	0.2%	0.4%	
200	ASTRAZENECA PLC-SPONS ADR	AZN	\$43.75	\$44.75	\$8,751	\$8,950	\$780	8.7%	0.7%	1.4%	
625	PFIZER INC	PFE	\$20.10	\$23.00	\$12,563	\$14,375	\$550	3.8%	1.1%	2.2%	
105	GILEAD SCIENCES INC	GILD	\$29.51	\$51.28	\$3,098	\$5,384	\$0	0.0%	0.4%	0.8%	
25	VERTEX PHARMACEUTICALS INC	VRTX	\$33.11	\$55.92	\$828	\$1,398	\$0	0.0%	0.1%	0.2%	
	Total				\$28,095	\$33,029	\$1,388	4.2%	2.6%	5.1%	
	ENTERTAINMENT										
155	THE WALT DISNEY CO	DIS	\$24.71	\$48.50	\$3,830	\$7,518	\$93	1.2%	0.6%	1.1%	
110	VIACOM INC-CLASS B	VIAB	\$42.77	\$47.02	\$4,705	\$5,172	\$121	2.3%	0.4%	0.8%	
375	MGM RESORTS INTERNATIONAL	MGM	\$13.50	\$11.16	\$5,062	\$4,185	\$0	0.0%	0.3%	0.6%	
	Total				\$13,597	\$16,875	\$214	1.3%	1.3%	2.6%	
	HOSPITAL SUPPLIES										
55	ALLERGAN INC	AGN	\$69.34	\$92.57	\$3,814	\$5,091	\$11	0.2%	0.4%	0.8%	

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
As of June 29, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Market Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
45	ABBOTT LABORATORIES	ABT	\$63.90	\$64.47	\$2,876	\$2,901	\$92	3.2%	0.2%	0.4%
110	JOHNSON & JOHNSON	JNJ	\$59.05	\$67.56	\$6,496	\$7,432	\$268	3.6%	0.6%	1.1%
75	STRYKER CORP	SYK	\$52.71	\$55.10	\$3,954	\$4,133	\$64	1.5%	0.3%	0.6%
	Total				\$17,139	\$19,557	\$435	2.2%	1.5%	3.0%
	MEDICAL PRODUCTS									
110	COVIDIEN PLC	COV	\$50.05	\$53.50	\$5,505	\$5,885	\$88	1.5%	0.5%	0.9%
	MISC CONSUMER GROWTH									
60	APOLLO GROUP INC-CLA	APOL	\$49.99	\$36.19	\$2,999	\$2,171	\$0	0.0%	0.2%	0.3%
	OTHER MEDICAL									
70	MCKESSON CORP	MCK	\$87.38	\$93.75	\$6,117	\$6,563	\$56	0.9%	0.5%	1.0%
	PUBLISHING									
10	GOOGLE INC-CL A	GOOG	\$178.90	\$580.07	\$1,789	\$5,801	\$0	0.0%	0.4%	0.9%
	PUBLISHING - NEWSPAPERS									
200	GANNETT CO	GCI	\$12.54	\$14.73	\$2,508	\$2,946	\$160	5.4%	0.2%	0.5%
	RADIO - TV BROADCASTING									
45	LIBERTY INTERACTIVE CORP-A	LINTA	\$19.48	\$17.79	\$877	\$801	\$0	0.0%	0.1%	0.1%
85	COMCAST CORP-CL A	CMCSA	\$16.77	\$31.97	\$1,425	\$2,717	\$55	2.0%	0.2%	0.4%
75	TIME WARNER CABLE	TWC	\$34.07	\$82.10	\$2,555	\$6,158	\$0	0.0%	0.5%	0.9%
	Total				\$4,857	\$9,676	\$55	0.6%	0.8%	1.5%
	TOTAL Consumer Growth				\$82,606	\$102,501	\$2,396	2.3%	8.0%	15.7%
	Consumer Staples									
	BEVERAGES - SOFT, LITE & HARD									
40	LORILLARD INC	LO	\$109.25	\$131.95	\$4,370	\$5,278	\$248	4.7%	0.4%	0.8%
	FOODS									
130	GENERAL MILLS INC	GIS	\$39.18	\$38.54	\$5,094	\$5,010	\$172	3.4%	0.4%	0.8%
130	TYSON FOODS INC-CLA	TSN	\$19.36	\$18.83	\$2,516	\$2,448	\$21	0.9%	0.2%	0.4%
75	KIMBERLY-CLARK CORP	KMB	\$81.81	\$83.77	\$6,136	\$6,283	\$222	3.5%	0.5%	1.0%

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio %	% of Asset Class
Total					\$13,746	\$13,741	\$414	3.0%	1.1%	2.1%
RESTAURANTS										
22	YUMI BRANDS INC	YUM	\$66.80	\$64.42	\$1,470	\$1,417	\$25	1.8%	0.1%	0.2%
45	MCDONALD'S CORP	MCD	\$90.45	\$88.53	\$4,070	\$3,984	\$126	3.2%	0.3%	0.6%
70	STARBUCKS CORP	SBUX	\$25.06	\$53.32	\$1,754	\$3,732	\$48	1.3%	0.3%	0.6%
8	CHIPOTLE MEXICAN GRILL-CL A	CMG	\$400.96	\$379.95	\$3,208	\$3,040	\$0	0.0%	0.2%	0.5%
Total					\$10,501	\$12,173	\$199	1.6%	0.9%	1.9%
SOAPS										
20	PROCTER & GAMBLE CO	PG	\$63.24	\$61.25	\$1,265	\$1,225	\$45	3.7%	0.1%	0.2%
TOBACCO										
45	REYNOLDS AMERICAN INC	RAI	\$41.41	\$44.87	\$1,863	\$2,019	\$106	5.3%	0.2%	0.3%
200	ALTRIA GROUP INC	MO	\$23.41	\$34.55	\$4,682	\$6,910	\$328	4.8%	0.5%	1.1%
25	PHILIP MORRIS INTERNATIONAL	PM	\$84.50	\$87.26	\$2,112	\$2,182	\$77	3.5%	0.2%	0.3%
Total					\$8,658	\$11,111	\$511	4.6%	0.9%	1.7%
TOTAL Consumer Staples										
						\$38,540	\$43,528	\$1,417	3.3%	3.4%
Emerging Markets Mutual Funds										
EMERGING MARKETS FUND										
1,483	853 BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEMX	\$26.78	\$25.15	\$39,744	\$37,319	\$356	1.0%	2.9%	5.7%
						\$39,744	\$37,319	\$356	1.0%	2.9%
TOTAL Emerging Markets Mutual Funds										
Energy										
OIL - CRUDE PRODUCTS										
50	EOG RESOURCES INC	EOG	\$103.71	\$90.11	\$5,185	\$4,506	\$34	0.8%	0.3%	0.7%
65	NOBLE ENERGY INC	NBL	\$72.64	\$84.82	\$4,721	\$5,513	\$57	1.0%	0.4%	0.8%
Total					\$9,907	\$10,019	\$91	0.9%	0.8%	1.5%
OIL WELL EQUIPMENT & SERVICES										
145	HALLIBURTON CO	HAL	\$28.57	\$28.39	\$4,142	\$4,117	\$52	1.3%	0.3%	0.6%



BERNSTEIN

Global Wealth Management

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-068862)

As of June 29, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio %	% of Asset Class
65	NATIONAL - OILWELL INC	NOV	\$79.66	\$64.44	\$5,178	\$4,189	\$31	0.7%	0.3%	0.6%
95	MARATHON PETROLEUM CORP	MPC	\$27.59	\$44.92	\$2,621	\$4,267	\$95	2.2%	0.3%	0.7%
90	SCHLUMBERGER LTD	SLB	\$50.10	\$64.91	\$4,509	\$5,842	\$99	1.7%	0.5%	0.9%
75	TRANSOCEAN LTD	RIG	\$56.38	\$44.73	\$4,229	\$3,355	\$0	0.0%	0.3%	0.5%
65	FMC TECHNOLOGIES INC	FTI	\$43.46	\$39.23	\$2,825	\$2,550	\$0	0.0%	0.2%	0.4%
Total					\$23,504	\$24,319	\$277	1.1%	1.9%	3.7%
OILS - INTEGRATED INTERNATIONAL										
70	EXXON MOBIL CORP	XOM	\$80.16	\$85.57	\$5,611	\$5,990	\$160	2.7%	0.5%	0.9%
14	CHEVRON CORP	CVX	\$100.20	\$105.50	\$1,403	\$1,477	\$50	3.4%	0.1%	0.2%
225	BP PLC-SPONS ADR	BP	\$39.23	\$40.54	\$8,828	\$9,121	\$432	4.7%	0.7%	1.4%
Total					\$15,841	\$16,588	\$642	3.9%	1.3%	2.5%
TOTAL Energy					\$49,252	\$50,926	\$1,011	2.0%	3.9%	7.8%
Financial										
BANKS - NYC										
350	CITIGROUP INC	C	\$41.99	\$27.41	\$14,697	\$9,594	\$14	0.2%	0.7%	1.5%
150	CIT GROUP INC	CIT	\$36.09	\$35.64	\$5,414	\$5,346	\$0	0.0%	0.4%	0.8%
29	JPMORGAN CHASE & CO	JPM	\$32.81	\$35.73	\$951	\$1,036	\$35	3.4%	0.1%	0.2%
Total					\$21,063	\$15,976	\$49	0.3%	1.2%	2.4%
FINANCE - PERSONAL LOANS										
60	AMERICAN EXPRESS CO	AXP	\$56.17	\$58.21	\$3,370	\$3,493	\$48	1.4%	0.3%	0.5%
MAJOR REGIONAL BANKS										
310	WELLS FARGO & COMPANY	WFC	\$32.49	\$33.44	\$10,072	\$10,366	\$273	2.6%	0.8%	1.6%
120	US BANCORP	USB	\$30.48	\$32.16	\$3,657	\$3,859	\$94	2.4%	0.3%	0.6%
Total					\$13,730	\$14,226	\$366	2.6%	1.1%	2.2%
MISC FINANCIAL										
40	MCGRAW-HILL COMPANIES INC	MHP	\$42.32	\$45.00	\$1,693	\$1,800	\$41	2.3%	0.1%	0.3%

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
70	VISA INC - CLASS A SHRS	V	\$109.66	\$123.63	\$7,677	\$8,654	\$62	0.7%	0.7%	1.3%
Total					\$9,369	\$10,454	\$102	1.0%	0.8%	1.6%
MULTI-LINE INSURANCE										
108	UNITEDHEALTH GROUP INC	UNH	\$46.85	\$58.50	\$5,060	\$6,318	\$92	1.5%	0.5%	1.0%
65	HEALTH NET INC	HNT	\$28.28	\$24.27	\$1,838	\$1,578	\$0	0.0%	0.1%	0.2%
150	WELLPOINT INC	WLP	\$66.47	\$63.79	\$9,971	\$9,569	\$173	1.8%	0.7%	1.5%
Total					\$16,869	\$17,464	\$264	1.5%	1.4%	2.7%
REAL ESTATE INVESTMENT TRUST										
105	CBRE GROUP INC	CBG	\$15.01	\$16.36	\$1,577	\$1,718	\$0	0.0%	0.1%	0.3%
TOTAL Financial					\$65,977	\$63,330	\$830	1.3%	4.9%	9.7%
Industrial Resources										
CHEMICALS										
75	LYONDELLBASELL INDU-CL A	LYB	\$23.59	\$40.27	\$1,769	\$3,020	\$8	0.3%	0.2%	0.5%
TOTAL Industrial Resources					\$1,769	\$3,020	\$8	0.3%	0.2%	0.5%
International Equity Mutual Funds										
INTERNATIONAL EQUITY FUND										
12,309,764	BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	\$12.81	\$12.51	\$157,684	\$153,995	\$3,139	2.0%	11.9%	23.6%
TOTAL International Equity Mutual Funds					\$157,684	\$153,995	\$3,139	2.0%	11.9%	23.6%
Mutual Funds										
MUTUAL FUNDS										
742,821	AB SMID CAP VALUE ADV CLASS	ABYSX	\$16.02	\$16.48	\$11,900	\$12,242	\$52	0.4%	0.9%	1.9%
1,700	AB SMID CAP GROWTH ADV CLASS	CHCYX	\$7.00	\$7.07	\$11,900	\$12,019	\$0	0.0%	0.9%	1.8%
Total					\$23,800	\$24,261	\$52	0.2%	1.9%	3.7%
TOTAL Mutual Funds					\$23,800	\$24,261	\$52	0.2%	1.9%	3.7%
Non-Financial										

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
HOME BUILDING										
2	NVR INC	NVR	\$598.92	\$850.00	\$1,198	\$1,700	\$0	0.0%	0.1%	0.3%
MISC BUILDING										
35	SHERWIN-WILLIAMS COITHE	SHW	\$116.17	\$132.35	\$4,066	\$4,632	\$55	1.2%	0.4%	0.7%
TOTAL Non-Financial					\$5,264	\$6,332	\$55	0.9%	0.5%	1.0%
Services										
AIR TRANSPORT										
180	DELTA AIR LINES INC	DAL	\$9.55	\$10.95	\$1,719	\$1,971	\$0	0.0%	0.2%	0.3%
RAILROADS										
30	UNION PACIFIC CORP	UNP	\$114.95	\$119.31	\$3,448	\$3,579	\$72	2.0%	0.3%	0.5%
TOTAL Services					\$5,167	\$5,550	\$72	1.3%	0.4%	0.8%
Technology										
COMMUNICATION - EQUIP MFRS										
170	MARVELL TECHNOLOGY GROUP LT	MRVL	\$13.99	\$11.28	\$2,379	\$1,918	\$0	0.0%	0.1%	0.3%
315	CISCO SYSTEMS INC	CSCO	\$19.58	\$17.17	\$6,167	\$5,409	\$101	1.9%	0.4%	0.8%
Total					\$8,546	\$7,326	\$101	1.4%	0.6%	1.1%
COMPUTER SERVICES/SOFTWARE										
65	INFORMATICA CORPORATION	INFA	\$43.06	\$42.36	\$2,799	\$2,753	\$0	0.0%	0.2%	0.4%
90	INTUIT INC	INTU	\$49.45	\$59.35	\$4,450	\$5,342	\$54	1.0%	0.4%	0.8%
55	CITRIX SYSTEMS INC	CTXS	\$60.65	\$83.94	\$3,336	\$4,617	\$0	0.0%	0.4%	0.7%
100	TIBCO SOFTWARE INC	TIBX	\$30.81	\$29.92	\$3,081	\$2,992	\$0	0.0%	0.2%	0.5%
75	COGNIZANT TECH SOLUTIONS-A	CTSH	\$73.93	\$60.00	\$5,545	\$4,500	\$0	0.0%	0.3%	0.7%
7	PRICELINE COM INC	PCLN	\$679.18	\$664.52	\$4,754	\$4,652	\$0	0.0%	0.4%	0.7%
25	F5 NETWORKS INC	FFIV	\$119.99	\$99.56	\$3,000	\$2,489	\$0	0.0%	0.2%	0.4%
60	MICROSOFT CORP	MSFT	\$29.55	\$30.59	\$1,773	\$1,835	\$48	2.6%	0.1%	0.3%
Total					\$28,737	\$29,180	\$102	0.3%	2.3%	4.5%
COMPUTERS										

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	Portfolio	% of Asset Class
35	APPLE INC	AAPL	\$38.20	\$584.00	\$1,337	\$20,440	\$0	0.0%	1.6%	3.1%
24	INTL BUSINESS MACHINES CORP	IBM	\$193.60	\$195.58	\$4,646	\$4,694	\$82	1.7%	0.4%	0.7%
400	HEWLETT-PACKARD CO	HPQ	\$27.42	\$20.11	\$10,967	\$8,044	\$211	2.6%	0.6%	1.2%
Total					\$16,950	\$33,178	\$293	0.9%	2.6%	5.1%
SEMICONDUCTORS										
65	LAM RESEARCH CORP	LRCX	\$45.01	\$37.74	\$2,926	\$2,453	\$0	0.0%	0.2%	0.4%
475	APPLIED MATERIALS INC	AMAT	\$11.62	\$11.46	\$5,517	\$5,444	\$171	3.1%	0.4%	0.8%
550	MICRON TECHNOLOGY INC	MU	\$5.59	\$6.31	\$3,075	\$3,471	\$0	0.0%	0.3%	0.5%
Total					\$11,519	\$11,367	\$171	1.5%	0.9%	1.7%
TOTAL Technology										
Utilities										
ELECTRIC COMPANIES										
30	EDISON INTERNATIONAL	EIX	\$41.72	\$46.20	\$1,252	\$1,386	\$39	2.8%	0.1%	0.2%
135	NV ENERGY INC	NVE	\$14.44	\$17.58	\$1,949	\$2,373	\$92	3.9%	0.2%	0.4%
100	CENTERPOINT ENERGY INC	CNP	\$20.33	\$20.67	\$2,033	\$2,067	\$81	3.9%	0.2%	0.3%
15	DTE ENERGY COMPANY	DTE	\$46.94	\$59.33	\$704	\$890	\$37	4.2%	0.1%	0.1%
Total					\$5,938	\$6,716	\$249	3.7%	0.5%	1.0%
TELEPHONE										
100	CENTURYLINK INC	CTL	\$34.12	\$39.49	\$3,412	\$3,949	\$290	7.3%	0.3%	0.6%
85	AT&T INC	T	\$28.52	\$35.66	\$2,424	\$3,031	\$150	4.9%	0.2%	0.5%
Total					\$5,837	\$6,980	\$440	6.3%	0.5%	1.1%
TOTAL Utilities										
TOTAL Equities										
						\$11,774	\$13,696	\$689	5.0%	1.1%
						\$451 AI				
						\$612,626	\$653,716	\$11,604	1.8%	50.7%
										100.0%

Dynamic Asset Allocation Overlay

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
32,455.44	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	SATX	\$10.21	\$10.28	\$331,441	\$333,642	\$682	0.2%	25.9%	87.0%
4,642.101	OVERLAY B PORTFOLIO CLASS 1	SBOOX	\$10.30	\$10.74	\$47,834	\$49,856	\$1,137	2.3%	3.9%	13.0%
Total					\$379,276	\$383,498	\$1,819	0.5%	29.7%	100.0%
TOTAL Mutual Funds					\$379,276	\$383,498	\$1,819	0.5%	29.7%	100.0%
TOTAL Dynamic Asset Allocation Overlay					\$379,276	\$383,498	\$1,819	0.5%	29.7%	100.0%
NET PORTFOLIO VALUE										
NET PORTFOLIO VALUE					\$1,230,177	\$1,290,512	\$19,878	1.4%		

Notes

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

Client Statement

For the period 06/01/2012 to 06/29/2012

THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
 Base Currency: USD
 NB Account Number: 593-01813

Account Summary

	Opening Balance ⁽⁵⁾⁽¹⁴⁾	Closing Balance ⁽⁵⁾	Cost Basis ⁽¹⁾⁽⁴⁾⁽⁹⁾	Estimated Annual Income ⁽⁶⁾ Amount	% Yield ⁽¹⁰⁾
CASH EQUIVALENT	1,580.08	1,580.08	1,580.08	0.00	0.00
EQUITY MUTUAL FUNDS	558,579.17	582,483.86	571,876.63	19,957.07	3.43
FIXED INCOME TAXABLE FUNDS	389,742.63	392,894.46	387,480.41	12,351.69	3.14
TOTAL VALUE	949,901.88	976,958.40	960,937.12	32,308.76	3.31

Account Composition

	% of Portfolio
CASH EQUIVALENT	0.16
EQUITY MUTUAL FUNDS	59.62
FIXED INCOME TAXABLE FUNDS	40.22

Y-T-D Market Value Change Summary⁽¹³⁾

PREVIOUS YEAR ENDING VALUE	944,286.34
NET DEPOSITS AND WITHDRAWALS	(5,000.00)
INCOME AND EXPENSE ITEMS (NET)	15,680.46
NET CHANGE IN ASSET VALUE	21,991.60
CURRENT PERIOD ENDING VALUE	976,958.40

Income Summary⁽⁷⁾

Y-T-D Net Realized Gains/Losses⁽²⁾⁽³⁾⁽⁴⁾

	This Month	Year-To-Date
TAXABLE DIVIDENDS	6,362.23	15,445.11

TOTAL LONG TERM	N/A
TOTAL SHORT TERM	33.03



Client Statement

For the period 06/01/2012 to 06/29/2012
THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
Base Currency: USD
NB Account Number: 593-01813

Positions In Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt Value	% Portfolio (12)	Annual Income (6)	Yield (10)	
CASH EQUIVALENT										
1,580.08	JPMORGAN TR 100% U.S. TREAS SECS MONEY MKT AGENCY SHARE CL SECURITY S' MBOL IS VPIXX	VPIXZ	1.0000	1,580.08	1.0000	1,580.08	0.16	0.00	0.00	
TOTAL CASH EQUIVALENT										
				1,580.08		1,580.08	0.16	0.00	0.00	
EQUITY MUTUAL FUNDS										
47,015.055	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL	NBHIX	10.9438	514,523.60	11,3700	534,561.78	54.72	18,194.83	3.40	
7,464.592	**PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL	PCRIX	7.8833	57,353.03	6,4200	47,922.68	4.91	1,762.24	3.68	
TOTAL EQUITY MUTUAL FUNDS										
				571,876.63		582,483.86	59.63	19,957.07	3.43	
FIXED INCOME TAXABLE FUNDS										
8,669.729	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL	NHILX	8.8873	77,050.50	9.2000	79,761.51	8.16	4,993.07	6.26	
28,913.476	**NEUBERGER BERMAN CORE BD FD INSTL CL	NCRLX	10.7365	310,429.91	10.8300	313,132.95	32.05	7,358.62	2.35	
TOTAL FIXED INCOME TAXABLE FUNDS										
				387,480.41		392,894.46	40.21	12,351.69	3.14	
GRAND TOTAL										
				960,937.12		976,958.40	100.00	32,308.76	3.31	

Client Statement

For the period 06/01/2012 to 06/29/2012
THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
Base Currency: USD
NB Account Number: 593-01813

Monthly Activity ⁽¹⁾

DIVIDENDS & INTEREST	Settlement Date	Transaction	Description	Amount
USD				
	06/01/2012	DIVIDEND	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL RECORD 00/00/000 PAY 05/31/12	426.26
	06/01/2012	DIVIDEND	**NEUBERGER BERMAN CORE BD FD INSTL CL RECORD 00/00/000 PAY 05/31/12	789.18
	06/22/2012	DIVIDEND	**PIMCO-COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL RECORD 06/20/12 PAY 06/21/12	307.23
	06/29/2012	DIVIDEND	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL RECORD 06/21/12 PAY 06/22/12	4,839.56
			TOTAL DIVIDEND	6,362.23
			TOTAL NET DIVIDENDS & INTEREST / USD	6,362.23

MONEY FUND ACTIVITY	Settlement Date	Transaction	Description	Amount
USD				
	06/01/2012	JOURNAL ENTR	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL REINVEST PRICE \$ 9.01	(426.26)
	06/01/2012	JOURNAL ENTR	**NEUBERGER BERMAN CORE BD FD INSTL CL REINVEST PRICE \$ 10.92	(789.18)



Client Statement

For the period 06/01/2012 to 06/29/2012
 THE FRANKLIN FUND

NEUBERGER BERMAN

JP MCC Account: 541-14508 G70
 Base Currency: USD
 NB Account Number: 593-01813

Monthly Activity ⁽¹¹⁾

MONEY FUND ACTIVITY	Settlement Date	Transaction	Description	Amount
(Continued)				
	06/22/2012	JOURNAL ENTR	**PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL REINVEST PRICE \$ 6 06	(307.23)
	06/25/2012	JOURNAL ENTR	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL REINVEST PRICE \$ 11 10	(4,839.56)
TOTAL NET MONEY FUND ACTIVITY / USD				(6,362.23)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-6160092
	Number, street, and room or suite no. If a P.O. box, see instructions. 460 PARK AVENUE 12TH FL	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

FARKOUH, FURMAN & FACCIO, LLP

- The books are in the care of ▶ **460 PARK AVENUE, 12TH FLOOR - NEW YORK, NY 10022**
 Telephone No ▶ **212-245-5900** FAX No ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,715.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	815.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,900.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-6160092
	Number, street, and room or suite no. If a P.O. box, see instructions. 460 PARK AVENUE 12TH FL	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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

04

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

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

FARKOUH, FURMAN & FACCIO, LLP

• The books are in the care of **460 PARK AVENUE, 12TH FLOOR - NEW YORK, NY 10022**

Telephone No. **212-245-5900**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **MAY 15, 2013**

5 For calendar year , or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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

7 State in detail why you need the extension

INFORMATION REQUIRED TO COMPLETE THIS RETURN BY ITS EXTENDED DUE DATE IS NOT YET AVAILABLE. EVERY EFFORT IS BEING MADE TO OBTAIN IT.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,715.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,715.
c Balance due Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title **PARTNER**

Date