Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation CARYLON FOUNDATION	A Employer identification number 36-6033583
Number and street (or P O box number if mail is not delivered to street address) 2500 W. ARTHINGTON STREET / Room/suite	B Telephone number 312-666-7700
City or town, state, and ZIP code CHICAGO, IL 60612	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 21,405,372. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,178,500.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	361,258.	361,258.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	483,057.			
b	Gross sales price for all assets on line 6a 13,165,090.				
7	Capital gain net income (from Part IV, line 2)		483,057.		
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	96,806.	96,806.		STATEMENT 2
12	**Total.** Add lines 1 through 11	2,119,621.	941,121.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees STMT 3	83,978.	83,978.		0.
17	Interest				
18	Taxes STMT 4	21,373.	2,013.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	60.	60.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	105,411.	86,051.		0.
25	Contributions, gifts, grants paid	966,513.			966,513.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,071,924.	86,051.		966,513.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,047,697.			
b	**Net investment income** (if negative, enter -0-)		855,070.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue / Operating and Administrative Expenses

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	269,801.	203,118.	203,118.
	2 Savings and temporary cash investments	52,132.	154,809.	154,809.
	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 STMT 6	0.	1,580,644.	1,580,948.
	b Investments - corporate stock STMT 7	8,461,678.	6,231,870.	6,000,957.
	c Investments - corporate bonds STMT 8	8,833,120.	9,947,154.	10,163,030.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,613,273.	4,155,701.	3,283,190.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ PREPAID EXCISE TAX)	14,915.	19,320.	19,320.
	16 Total assets (to be completed by all filers)	21,244,919.	22,292,616.	21,405,372.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	21,244,919.	22,292,616.	
	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	21,244,919.	22,292,616.	
	31 Total liabilities and net assets/fund balances	21,244,919.	22,292,616.	

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	21,244,919.
2 Enter amount from Part I, line 27a	2	1,047,697.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,292,616.
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	22,292,616.

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 STATEMENT			
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	13,165,090.		12,873,853.	483,057.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				483,057.

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 } 2 483,057.

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? [X] 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			
2009			
2008			
2007	0.		.000000
2006			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	17,101.
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	17,101.
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	17,101.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 19,320.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	29,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	12,219.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 12,219. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.CARYLONCORP.COM

14 The books are in care of ▶ MARCIE HEMMELSTEIN Telephone no. ▶ 312-666-7700

Located at ▶ 2500 ARTHINGTON STREET, CHICAGO, IL ZIP+4 ▶ 60612

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 [X] 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 [X] No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JULIUS HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 1.00	0.	0.	0.
MARCIE HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 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
NOT APPLICABLE		0.
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 NOT APPLICABLE	0.
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 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,226,027.
b	Average of monthly cash balances	1b	339,932.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	21,565,959.
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	21,565,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	323,489.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,242,470.
6	**Minimum investment return.** Enter 5% of line 5	6	1,062,124.

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	1,062,124.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 17,101.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	17,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,045,023.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,045,023.
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	1,045,023.

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	966,513.
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	966,513.
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	966,513.

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				1,045,023.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			965,100.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 966,513.				
a Applied to 2010, but not more than line 2a			965,100.	
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				1,413.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				1,043,610.
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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JULIUS HEMMELSTEIN

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:

MARCIE HEMMELSTEIN
2500 W. ARTHINGTON ST, CHICAGO, IL 60612

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

IN WRITING, INCLUDE PURPOSE OF CONTRIBUTION

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			CHARITY	743,175.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			EDUCATION	193,875.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			RELIGIOUS	29,463.
Total ▶ 3a				966,513.
b Approved for future payment NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	361,258.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	96,806.	
8 Gain or (loss) from sales of assets other than inventory			18	483,057.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		941,121.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 941,121.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Marion B. Hemmelstein 3/5/13 ▶ DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD A. REISIN	[signature]	3/6/13		P00079655
Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.			Firm's EIN ▶ 36-2938874	
Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313			Phone no. 312-670-7444	

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	Employer identification number
CARYLON FOUNDATION	36-6033583

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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).

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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	ACE PIPE CLEANING INC. 4000 TRUMAN RAOD KANSAS CITY, MO 64127	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	BEARY PROPERTIES INC. 2500 WEST ARTHINGTON CHICAGO, IL 60612	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	BIONOMIC SERVICES INC. 516 ROUNDTREE ROAD CHARLOTTE, NC 28217	$ 65,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	DEEP SOUTH INDUSTRIAL SERVICES 515 INDUSTRIAL DR ROCKMART, GA 30153	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	DEEP SOUTH SOLUTIONS, INC 515 INDUSTRIAL DR ROCKMART, GA 30153	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	JULIUS HEMMELSTEIN 2500 WEST ARTHINGTON CHICAGO, IL 60612	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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
7	METROPOLITAN ENVIRONMENTAL SERVICES 5055 NIKE DRIVE HILLIARD, OH 43026	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	MOBILE DREDGING & PUMPING CO 3100 BETHEL ROAD CHESTER, PA 19013	$ 75,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	NATIONAL INDUSTRIAL MAINTENANCE - MI 4400 STECKER DEARBORN, MI 48126	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10	NATIONAL INDUSTRIAL MAINTENANCE SERVICES 4530 BARING AVENUE EAST CHICAGO, IN 46312	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11	NATIONAL PLANT SERVICES INC. 1461 HARBOR AVE LONG BEACH, CA 90813	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12	ODESCO INDUSTRIAL SERVICES 100 WASHINGTON, PO BOX 862 SOUTH ROXANA, IL 62087	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: CARYLON FOUNDATION

Employer identification number: 36-6033583

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
13	ROBINSON PIPE CLEANING COMPANY - 84 2656 IDLEWOOD RD PITTSBURGH, PA 15205	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
14	SPECIALIZED MAINTENANCE SERVICES 4533 PASADENA PASADENA, TX 77503	$ 105,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
15	VIDEO INDUSTRIAL SERVICES 113 SHERIDAN RD BIRMINGHAM, AL 35214	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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	BERNSTEIN GLOBAL STYLE	P	07/01/11	06/30/12
b	BERNSTEIN GLOBAL STYLE	P	06/29/11	06/30/12
c	BERNSTEIN #39504	P	07/01/11	06/30/12
d	BERNSTEIN #39504	P	06/29/11	06/30/12
e	BERNSTEIN #55654	P	07/01/08	07/01/11
f	BERNSTEIN #66280	P	11/04/10	06/25/12
g	BERNSTEIN #68329	P	12/18/07	04/13/12
h	BERNSTEIN #57183	P	07/01/11	06/30/12
i	BERNSTEIN GLOBAL STYLE 1256	P	07/01/11	06/30/12
j	BERNSTEIN GLOBAL STYLE 1256	P	06/29/11	06/30/12
k	CAPITAL GAINS DIVIDENDS			
l				
m				
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				-8,866.
b				198,424.
c	2,035,402.		2,067,777.	-32,375.
d	4,424,217.		4,081,130.	343,087.
e	938,113.		1,000,000.	-61,887.
f	900,000.		905,383.	-5,383.
g	31,563.		31,563.	0.
h	4,788,000.		4,788,000.	0.
i				905.
j				1,357.
k	47,795.			47,795.
l				
m				
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				-8,866.
b				198,424.
c				-32,375.
d				343,087.
e				-61,887.
f				-5,383.
g				0.
h				0.
i				905.
j				1,357.
k				47,795.
l				
m				
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	483,057.
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

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN #39504	319,131.	42,180.	276,951.
BERNSTEIN #57183	304.	0.	304.
BERNSTEIN #66280	12,256.	0.	12,256.
BERNSTEIN GLOBAL	61,911.	0.	61,911.
MAPLEWOOD	5.	0.	5.
NATIONAL REPUBLIC BANK	146.	0.	146.
VANGUARD INTERNATIONAL EXPLORER FUND	15,300.	5,615.	9,685.
TOTAL TO FM 990-PF, PART I, LN 4	409,053.	47,795.	361,258.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION	481.	481.	
MAPLEWOOD	8,657.	8,657.	
BERNSTEIN GLOBAL STYLE	65,643.	65,643.	
MISCELLANEOUS INCOME	22,025.	22,025.	
TOTAL TO FORM 990-PF, PART I, LINE 11	96,806.	96,806.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	83,978.	83,978.		0.
TO FORM 990-PF, PG 1, LN 16C	83,978.	83,978.		0.

FORM 990-PF	TAXES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	19,360.	0.		0.
FOREIGN TAXES	2,013.	2,013.		0.
TO FORM 990-PF, PG 1, LN 18	21,373.	2,013.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	60.	60.		0.
TO FORM 990-PF, PG 1, LN 23	60.	60.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN US GOV'T OBLIGATIONS	X		1,580,644.	1,580,948.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,580,644.	1,580,948.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,580,644.	1,580,948.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN EQUITIES	5,890,830.	5,630,667.
VANGUARD INT'L EXPLORER	341,040.	370,290.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,231,870.	6,000,957.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN FIXED INCOME	9,146,659.	9,344,935.
BERNSTEIN GLOBAL BOND	787,081.	802,095.
STATE OF ISRAEL	13,414.	16,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,947,154.	10,163,030.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MAPLEWOOD, LLC	COST	302,474.	169,337.
BERNSTEIN GLOBAL STYLE	COST	3,215,587.	2,556,266.
BERNSTEIN OTHER ALTERNATIVE ASSETS	COST	637,640.	557,587.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,155,701.	3,283,190.

Charity
7/1/2011 through 6/30/2012

Date	Description	Amount
6/18/2012	Am Comm For Weizmann Ins.	2,500.00
6/18/2012	American Friends Of Israel War Disabled	5,000.00
5/15/2012	Anchor Cross Society	4,000.00
11/8/2011	Chabad At UIC	10,000.00
6/18/2012	Chai Lifeline	5,000.00
12/20/2011	Chicago Youth Centers	1,500.00
6/20/2012	Cypress Church	1,000.00
2/2/2012	Eaton First Church Of God	500.00
7/13/2011	Fortune Society	250.00
6/5/2012	Friends Of Israel Defense Forces	15,000.00
6/18/2012	Heartland Alliance	10,000.00
12/20/2011	Holocaust Community Services	5,000.00
3/28/2012	Hundred Club of Cook County	200.00
3/28/2012	Jewish War Veterans	100.00
8/25/2011	JEWISH COALITION FOR DISASTER RELIEF	1,000.00
6/18/2012	Jewish National Fund	15,000.00
2/20/2012	Jewish Women's Foundation	25,000.00
11/10/2011	John Howard Association	75.00
6/5/2012	John Howard Association	25,000.00
9/8/2011	JOHN Howard Association	10,000.00
3/7/2012	JUF	150,000.00
6/5/2012	JUF	50,360.00
6/29/2012	Komen For The Cure	1,500.00
10/10/2011	Lakeside Foundation	1,000.00
12/7/2011	Little Sisters Of The Poor	500.00
6/5/2012	Magen David Adom	15,000.00
12/20/2011	Mercy Home For Boys & Girls	100.00
6/5/2012	Misericordia	20,000.00
7/13/2011	Partners In Health	10,000.00
7/13/2011	Partners In Health	1,000.00
12/20/2011	Partners In Health	500.00
6/18/2012	PKD Foundation	15,000.00
9/20/2011	Rush U Medical Center	250.00
6/18/2012	Rush U Medical Center	25,000.00
2/20/2012	Rush University Medical Center	200,000.00
6/18/2012	Rush University Medical Center	50,000.00
12/7/2011	Shaare Zedek Hospital	1,000.00
10/24/2011	Shomrim	400.00
11/14/2011	Shomrim	20.00
3/28/2012	Shomrim	20.00
6/18/2012	Smile Train	10,000.00
6/18/2012	The ARK	5,000.00
6/5/2012	US Holocaust Memorial Museum	50,000.00
11/14/2011	WFMT Radio	400.00
7/1/2011 - 6/30/2012		743,175.00

Education
7/1/2011 through 6/30/2012

Date	Description	Amount
7/22/2011	Jewish Learning Institute JLI	10,000.00
9/27/2011	Israel Center For Ex Edu	100,000.00
11/8/2011	Jewish Learning Institute JLI	25,000.00
11/14/2011	Chicago Public Library Foundation	2,500.00
12/7/2011	Blitstein Institute Of HTC7500	5,000.00
12/20/2011	Working In The Schools	1,000.00
12/20/2011	Cheder Lubavitch Day School	1,000.00
2/7/2012	Blitstein Institute Of HTC7500	5,000.00
2/20/2012	Silent Stars	1,800.00
2/21/2012	Blitstein Institute Of HTC7500	7,500.00
5/15/2012	St Mary Of The Angels	75.00
6/5/2012	Hadassah Hospital	15,000.00
6/18/2012	Am Comm For Weizmann Ins.	20,000.00
Total		193,875.00

Religious
7/1/2011 through 6/30/2012

Date	Description	Amount
9/1/2011	ANSHe Sholom B'nai Israel	10,000.00
9/8/2011	ANSHE Sholom B'nai Israel	2,500.00
6/18/2012	Chevra Kadisha	5,000.00
2/2/2012	Temple Beth El	1,140.00
6/18/2012	Chevra Kadisha	5,000.00
6/18/2012	Central Synagogue	5,000.00
6/20/2012	Chicago Loop Synagogue	200.00
6/20/2012	Bnai Brith	123.00
6/20/2012	American Society for Yad Vashem	500.00
7/1/2011 - 6/30/2012		29,463.00

BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

This report contains data for all accounts that were open as of the period ending date you selected: accounts 038-66280, 038-68329, 039-57183, 079-55594, 079-55654, and 888-39504 (comprised of accounts 038-64263 and 038-66415).

Managed Assets

Cash Balances

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
154,809.05	CASH	N/A	$1.00	$1.00	$154,809	$154,809	$0	0.1%	N/A	Cash
TOTAL Cash Balances					$154,809	$154,809	$0	0.1%		

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
373.501	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	06/20/2012	$16.13	$16.14	$6,025	$6,028	$4	2 2%	888-39504	Intermediate Duration Fund (Institutional)
333.811	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	05/18/2012	$16 09	$16 14	$5,371	$5,388	$17	2 2%	888-39504	Intermediate Duration Fund (Institutional)
2,258.919	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/14/2011	$15.94	$16.14	$36,007	$36,459	$452	2.2%	888-39504	Intermediate Duration Fund (Institutional)
4,913.793	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	02/23/2011	$15.66	$16.14	$76,950	$79,309	$2,359	2 2%	888-39504	Intermediate Duration Fund (Institutional)
3,636.364	BERNSTEIN INTER DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/27/2010	$15 62	$16.14	$56,800	$58,691	$1,891	2.2%	888-39504	Intermediate Duration Fund (Institutional)
3,408.505	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/16/2010	$15.52	$16.14	$52,900	$55,013	$2,113	2.2%	888-39504	Intermediate Duration Fund (Institutional)
5,324.228	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/07/2010	$15.67	$16.14	$83,431	$85,933	$2,502	2 2%	888-39504	Intermediate Duration Fund (Institutional)
3,592.871	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	11/29/2010	$15.99	$16.14	$57,450	$57,989	$539	2.2%	888-39504	Intermediate Duration Fund (Institutional)
3,464.396	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	10/25/2010	$16.15	$16.14	$55,950	$55,915	($35)	2.2%	888-39504	Intermediate Duration Fund (Institutional)
2,482.866	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	09/23/2010	$16.05	$16.14	$39,850	$40,073	$223	2 2%	888-39504	Intermediate Duration Fund (Institutional)
4,641.473	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	04/21/2010	$15.48	$16.14	$71,850	$74,913	$3,063	2 2%	888-39504	Intermediate Duration Fund (Institutional)
3,431.373	BERNSTEIN INTER DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	02/25/2010	$15 30	$16.14	$52,500	$55,382	$2,882	2 2%	888-39504	Intermediate Duration Fund (Institutional)
4,209.15	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	01/20/2010	$15.30	$16.14	$64,400	$67,936	$3,536	2 2%	888-39504	Intermediate Duration Fund (Institutional)
2,731.788	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/22/2009	$15.10	$16.14	$41,250	$44,091	$2,841	2 2%	888-39504	Intermediate Duration Fund (Institutional)

BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

Fixed Income

	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	2,133.465	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/17/2009	$15.21	$16.14	$32,450	$34,434	$1,984	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	3,166.31	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/08/2009	$15 18	$16.14	$48,065	$51,104	$3,040	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	2,172.775	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	11/25/2009	$15.28	$16.14	$33,200	$35,069	$1,869	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	3,507.611	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	11/05/2009	$15.11	$16.14	$53,000	$56,613	$3,613	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	24,798.948	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	09/25/2009	$15.07	$16 14	$373,690	$400,223	$26,533	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	3,319.531	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	07/24/2009	$14.49	$16.14	$48,100	$53,577	$5,477	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	6,041.963	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	06/01/2009	$14.06	$16.14	$84,950	$97,517	$12,567	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	2,856.623	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	04/16/2009	$13.74	$16.14	$39,250	$46,106 $2,191 AI	$6,856	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	2,026.432	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	02/10/2009	$13.62	$16.14	$27,600	$32,707	$5,107	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	3,274.467	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	01/22/2009	$13.59	$16.14	$44,500	$52,850	$8,350	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	26,880.059	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	01/21/2009	$13.59	$16.14	$365,300	$433,844	$68,544	2.2%	888-39504	Intermediate Duration Fund (Institutional)
	2,894.486	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	12/09/2008	$13.12	$16.14	$37,976	$46,717	$8,741	2 2%	888-39504	Intermediate Duration Fund (Institutional)
	25,122.385	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO(SIIDX)	05/06/2008	$14 88	$16.14	$373,821	$405,475	$31,654	2.2%	888-39504	Intermediate Duration Fund (Institutional)
Total	152,996.093					$2,262,635	$2,469,357	$206,722	2.2%		
	84.101	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	06/20/2012	$11.87	$11.88	$998	$999	$1	0.3%	038-66280	Short Duration Plus Fund
	430.525	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	06/20/2012	$11.87	$11.88	$5,110	$5,115	$4	0 3%	888-39504	Short Duration Plus Fund
	96.166	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	05/18/2012	$11 89	$11.88	$1,143	$1,142	($1)	0.3%	038-66280	Short Duration Plus Fund
	422.985	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	05/18/2012	$11.89	$11.88	$5,029	$5,025	($4)	0.3%	888-39504	Short Duration Plus Fund
	100.605	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	04/20/2012	$11.90	$11.88	$1,197	$1,195	($2)	0.3%	038-66280	Short Duration Plus Fund
	73.222	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	03/20/2012	$11.87	$11.88	$869	$870	$1	0.3%	038-66280	Short Duration Plus Fund
	6,562.924	BERNSTEIN SHORT DURATION PLUS	02/17/2012	$11.89	$11.88	$78,033	$77,968	($66)	0 3%	038-66280	Short Duration Plus

AB BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	PORTFOLIO(SNSDX)									Fund
56.698	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	01/20/2012	$11.89	$11.88	$674	$674	($1)	0.3%	038-66280	Short Duration Plus Fund
0.138	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	01/03/2012	$11.88	$11.88	$2	$2	($0)	0 3%	038-66280	Short Duration Plus Fund
27.499	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/30/2011	$11.89	$11.88	$327	$327	($0)	0.3%	038-66280	Short Duration Plus Fund
65.757	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/20/2011	$11.89	$11.88	$782	$781	($1)	0.3%	038-66280	Short Duration Plus Fund
42,052.145	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/05/2011	$11.89	$11 88	$500,000	$499,579	($421)	0 3%	038-66280	Short Duration Plus Fund
72.208	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	11/18/2011	$11.89	$11.88	$859	$858	($1)	0.3%	038-66280	Short Duration Plus Fund
81.594	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	10/20/2011	$11 89	$11.88	$970	$969	($1)	0.3%	038-66280	Short Duration Plus Fund
84.781	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	09/20/2011	$11.92	$11.88	$1,011	$1,007	($3)	0.3%	038-66280	Short Duration Plus Fund
100.113	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	08/19/2011	$11.94	$11 88	$1,195	$1,189	($6)	0 3%	038-66280	Short Duration Plus Fund
101.935	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	07/20/2011	$11.93	$11.88	$1,216	$1,211	($5)	0.3%	038-66280	Short Duration Plus Fund
1,278.894	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	07/08/2011	$11.94	$11.88	$15,270	$15,193	($77)	0.3%	888-39504	Short Duration Plus Fund
196,574.664	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	07/07/2011	$11 92	$11.88	$2,343,170	$2,335,307	($7,863)	0 3%	888-39504	Short Duration Plus Fund
3,893.546	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	07/05/2011	$11.93	$11.88	$46,450	$46,255	($195)	0 3%	888-39504	Short Duration Plus Fund
105.537	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	06/20/2011	$11.94	$11.88	$1,260	$1,254	($6)	0.3%	038-66280	Short Duration Plus Fund
155.365	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	05/20/2011	$11.93	$11.88	$1,854	$1,846	($8)	0 3%	038-66280	Short Duration Plus Fund
189.345	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	04/20/2011	$11.91	$11.88	$2,255	$2,249	($6)	0 3%	038-66280	Short Duration Plus Fund
494.947	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	04/06/2011	$11.88	$11.88	$5,880	$5,880	$0	0.3%	038-66280	Short Duration Plus Fund
167.2	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	03/18/2011	$11.91	$11.88	$1,991	$1,986	($5)	0 3%	038-66280	Short Duration Plus Fund
302,940.286	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	03/03/2011	$11.89	$11 88	$3,601,960	$3,598,931 $1,686 AI	($3,029)	0 3%	888-39504	Short Duration Plus Fund
192.191	BERNSTEIN SHORT DURATION PLUS	02/18/2011	$11.88	$11 88	$2,283	$2,283	($0)	0 3%	038-66280	Short Duration Plus

BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	PORTFOLIO(SNSDX)									Fund
3,369.889	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	02/14/2011	$11.87	$11.88	$40,001	$40,034	$34	0.3%	038-66280	Short Duration Plus Fund
106.858	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	01/20/2011	$11.89	$11.88	$1,271	$1,269	($1)	0 3%	038-66280	Short Duration Plus Fund
58.069	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/31/2010	$11.90	$11.88	$691	$690	($1)	0 3%	038-66280	Short Duration Plus Fund
148.865	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/20/2010	$11.89	$11.88	$1,770	$1,769	($1)	0 3%	038-66280	Short Duration Plus Fund
5,896.542	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/10/2010	$11.89	$11 88	$70,110	$70,051	($59)	0 3%	038-66280	Short Duration Plus Fund
0.493	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	12/02/2010	$11.91	$11.88	$6	$6	($0)	0.3%	038-66280	Short Duration Plus Fund
118.505	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	11/19/2010	$11.92	$11.88	$1,413	$1,408	($5)	0 3%	038-66280	Short Duration Plus Fund
839.631	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	11/15/2010	$11.91	$11.88	$10,000	$9,975	($25)	0.3%	038-66280	Short Duration Plus Fund
4,608.365	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	11/08/2010	$11.94	$11.88	$55,000	$54,724 $253 AI	($276)	0.3%	038-66280	Short Duration Plus Fund
6,854.015	BERNSTEIN SHORT DURATION PLUS PORTFOLIO(SNSDX)	11/04/2010	$11.96	$11 88	$81,974	$81,426	($548)	0 3%	038-66280	Short Duration Plus Fund
Total 578,404.603					$6,884,024	$6,871,447	($12,577)	0.3%		
395,000	FED HOME LN DISCOUNT NT DN	05/03/2012	$99.97	$100.00	$394,885 (1)	$394,984 (2)	$99	0.0%	039-57183	Government Cash - Agencies and Treasuries
397,000	US TREASURY BILLS	04/25/2012	$99.98	$100.00	$396,912	$396,988	$76	0.0%	039-57183	Government Cash - Agencies and Treasuries
399,000	US TREASURY BILLS	04/18/2012	$99 98	$100.00	$398,928	$398,992	$64	0.0%	039-57183	Government Cash - Agencies and Treasuries
390,000	US TREASURY BILLS	05/02/2012	$99 98	$100.00	$389,919	$389,984	$65	0 1%	039-57183	Government Cash - Agencies and Treasuries
TOTAL Fixed Income					$10,727,303	$10,925,883	$194,449	0.7%		

COST FMV

(1) : 1,580,644 1,580,948 US treasury oblig

Bernstein
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

Real Asset Securities

	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	26,745.672	AB REAL ASSET STRATEGY CLASS 1(AMTOX)	07/07/2011	$12.13	$10.62	$324,425	$284,039	($40,386)	0.0 %	888-39504	Real Asset Strategy
	25,757.813	AB REAL ASSET STRATEGY CLASS 1(AMTOX)	03/03/2011	$12.16	$10.62	$313,215	$273,548	($39,667)	0.0 %	888-39504	Real Asset Strategy
Total	52,503.485					$637,640	$557,587	($80,053)	0.0%		
OTHER TOTAL Real Asset Securities						$637,640	$557,587	($80,053)	0.0%		

Equities

	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	16,585.714	AB SMID CAP GROWTH ADV CLASS(CHCYX)	06/18/2012	$7.00	$7.07	$116,100	$117,261	$1,161	0.0 %	888-39504	Strategic Equities
	7,247.191	AB SMID CAP VALUE ADV CLASS(ABYSX)	06/18/2012	$16.02	$16.48	$116,100	$119,434	$3,334	0.4%	888-39504	Strategic Equities
	475	ABBOTT LABORATORIES(ABT)	06/29/2012	$63.90	$64.47	$30,353	$30,623	$271	3.2%	888-39504	Strategic Equities
	100	ALLERGAN INC(AGN)	04/25/2011	$77.96	$92.57	$7,796	$9,257	$1,461	0.2%	888-39504	Strategic Equities
	100	ALLERGAN INC(AGN)	03/18/2011	$70.17	$92.57	$7,017	$9,257	$2,240	0.2%	888-39504	Strategic Equities
	100	ALLERGAN INC(AGN)	03/04/2011	$71.70	$92.57	$7,170	$9,257	$2,087	0.2%	888-39504	Strategic Equities
	125	ALLERGAN INC(AGN)	02/10/2011	$72.78	$92.57	$9,097	$11,571	$2,474	0.2%	888-39504	Strategic Equities
	50	ALLERGAN INC(AGN)	01/05/2011	$69.84	$92.57	$3,492	$4,629	$1,137	0.2%	888-39504	Strategic Equities
Total	475					$34,571	$43,971	$9,400	0.2%		
	500	ALTRIA GROUP INC(MO)	05/21/2012	$31.79	$34.55	$15,895	$17,275	$1,380	4.8%	888-39504	Strategic Equities
	1,250	ALTRIA GROUP INC(MO)	03/21/2011	$25.16	$34.55	$31,452	$43,188	$11,736	4.8%	888-39504	Strategic Equities
	350	ALTRIA GROUP INC(MO)	09/24/2010	$23.98	$34.55	$8,395	$12,093	$3,698	4.8%	888-39504	Strategic Equities
Total	2,100					$55,741	$72,555	$16,814	4.8%		
	600	AMERICAN EXPRESS CO(AXP)	06/12/2012	$56.17	$58.21	$33,701	$34,926	$1,225	1.4%	888-39504	Strategic Equities
	375	AMGEN INC(AMGN)	05/17/2012	$71.38	$73.04	$26,768	$27,390	$623	2.0%	888-39504	Strategic Equities
	190	ANADARKO PETROLEUM CORP(APC)	08/05/2011	$71.42	$66.20	$13,570	$12,578	($992)	0.5%	888-39504	Strategic Equities
	56	ANADARKO PETROLEUM CORP(APC)	06/10/2011	$73.25	$66.20	$4,102	$3,707	($395)	0.5%	888-39504	Strategic Equities
	175	ANADARKO PETROLEUM CORP(APC)	06/07/2011	$75.47	$66.20	$13,206	$11,585	($1,621)	0.5%	888-39504	Strategic Equities
Total	421					$30,878	$27,870	($3,008)	0.5%		
	200	APOLLO GROUP INC-CL A(APOL)	04/30/2012	$35.07	$36.19	$7,013	$7,238	$225	0.0%	888-39504	Strategic Equities
	500	APOLLO GROUP INC-CL A(APOL)	12/28/2011	$53.53	$36.19	$26,764	$18,095	($8,669)	0.0%	888-39504	Strategic Equities
Total	700					$33,778	$25,333	($8,445)	0.0%		
	25	APPLE INC(AAPL)	11/23/2011	$369.48	$584.00	$9,237	$14,600	$5,363	0.0%	888-39504	Strategic Equities
	25	APPLE INC(AAPL)	03/28/2011	$353.24	$584.00	$8,831	$14,600	$5,769	0.0%	888-39504	Strategic Equities

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	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	20	APPLE INC(AAPL)	03/04/2011	$358 88	$584 00	$7,178	$11,680	$4,502	0.0%	888-39504	Strategic Equities
	30	APPLE INC(AAPL)	07/16/2010	$249.90	$584.00	$7,497	$17,520	$10,023	0.0%	888-39504	Strategic Equities
	50	APPLE INC(AAPL)	05/11/2010	$252.13	$584.00	$12,607	$29,200	$16,593	0 0%	888-39504	Strategic Equities
	200	APPLE INC(AAPL)	11/07/2008	$98 92	$584 00	$19,783	$116,800	$97,017	0 0%	888-39504	Strategic Equities
Total	**350**					**$65,133**	**$204,400**	**$139,267**	**0.0%**		
	1,000	APPLIED MATERIALS INC(AMAT)	01/31/2012	$12.27	$11.46	$12,272	$11,460	($812)	3 1%	888-39504	Strategic Equities
	900	APPLIED MATERIALS INC(AMAT)	12/27/2011	$10.89	$11.46	$9,802	$10,314	$512	3 1%	888-39504	Strategic Equities
	800	APPLIED MATERIALS INC(AMAT)	12/06/2011	$11.08	$11.46	$8,861	$9,168	$307	3 1%	888-39504	Strategic Equities
	1,700	APPLIED MATERIALS INC(AMAT)	10/17/2011	$11.46	$11.46	$19,475	$19,482	$7	3.1%	888-39504	Strategic Equities
	1,100	APPLIED MATERIALS INC(AMAT)	07/27/2011	$12.75	$11 46	$14,024	$12,606	($1,418)	3 1%	888-39504	Strategic Equities
Total	**5,500**					**$64,434**	**$63,030**	**($1,404)**	**3.1%**		
	200	ASTRAZENECA PLC-SPONS ADR(AZN)	03/16/2012	$45.05	$44.75	$9,010	$8,950	($60)	8.7%	888-39504	Strategic Equities
	200	ASTRAZENECA PLC-SPONS ADR(AZN)	09/06/2011	$44.55	$44.75	$8,910	$8,950	$40	8 7%	888-39504	Strategic Equities
	200	ASTRAZENECA PLC-SPONS ADR(AZN)	03/16/2011	$45.61	$44.75	$9,123	$8,950	($173)	8 7%	888-39504	Strategic Equities
	300	ASTRAZENECA PLC-SPONS ADR(AZN)	03/04/2011	$48.68	$44.75	$14,603	$13,425	($1,178)	8 7%	888-39504	Strategic Equities
	100	ASTRAZENECA PLC-SPONS ADR(AZN)	12/07/2010	$48.08	$44.75	$4,808	$4,475	($333)	8 7%	888-39504	Strategic Equities
	400	ASTRAZENECA PLC-SPONS ADR(AZN)	11/23/2010	$47.98	$44.75	$19,193	$17,900	($1,293)	8.7%	888-39504	Strategic Equities
	500	ASTRAZENECA PLC-SPONS ADR(AZN)	05/26/2010	$40.95	$44.75	$20,473	$22,375	$1,902	8 7%	888-39504	Strategic Equities
	300	ASTRAZENECA PLC-SPONS ADR(AZN)	05/14/2010	$42.24	$44.75	$12,670	$13,425	$755	8.7%	888-39504	Strategic Equities
Total	**2,200**					**$98,790**	**$98,450**	**($340)**	**8.7%**		
	450	AT&T INC(T)	12/06/2011	$29.28	$35.66	$13,174	$16,047	$2,873	4.9%	888-39504	Strategic Equities
	450	AT&T INC(T)	04/27/2011	$31.32	$35.66	$14,095	$16,047	$1,952	4.9%	888-39504	Strategic Equities
Total	**900**					**$27,269**	**$32,094**	**$4,825**	**4.9%**		
	544.496	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/14/2011	$23.91	$25.15	$13,019	$13,694	$675	1 0%	888-39504	Emerging Markets Fund
	101.881	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/07/2010	$32.81	$25.15	$3,342	$2,562	($780)	1 0%	888-39504	Emerging Markets Fund
	75.439	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/08/2009	$28.18	$25.15	$2,126	$1,897	($229)	1 0%	888-39504	Emerging Markets Fund
	1,627.059	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/09/2008	$14.72	$25.15	$23,950	$40,921	$16,970	1 0%	888-39504	Emerging Markets Fund
	2,480.77	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	09/18/2008	$26 00	$25.15	$64,500	$62,391	($2,109)	1.0%	888-39504	Emerging Markets Fund
	1,641.793	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	04/08/2008	$38 59	$25 15	$63,350	$41,291	($22,059)	1 0%	888-39504	Emerging Markets Fund

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	1,920.896	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	02/04/2008	$37 90	$25.15	$72,800	$48,311	($24,489)	1.0%	888-39504	Emerging Markets Fund
	1,581.818	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	01/09/2008	$40.33	$25.15	$63,800	$39,783	($24,017)	1.0%	888-39504	Emerging Markets Fund
	1,076.146	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/11/2007	$40.96	$25.15	$44,079	$27,065	($17,014)	1 0%	888-39504	Emerging Markets Fund
	517.84	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/07/2007	$54.09	$25.15	$28,010	$13,024	($14,987)	1.0%	888-39504	Emerging Markets Fund
Total	11,568.118					$378,977	$290,938	($88,038)	1.0%		
	10.873	BERNSTEIN GLOBAL STYLE BLEND SERIES DBT(01899006)	01/16/2008	$31.65	$22.06	$344 ①	$240 ②	($104)	0 0 %	038-68329	Global Style Blend Series DBT
	115,888.56	BERNSTEIN GLOBAL STYLE BLEND SERIES DBT(01899006)	12/18/2007	$25.92	$22 06	$3,003,329	$2,556,026	($447,303)	0 0 %	038-68329	Global Style Blend Series DBT
Total	115,899.433					$3,003,674	$2,556,266	($447,407)	0.0%		
	184.384	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	06/06/2012	$11 99	$12 51	$2,211	$2,307	$96	2 0%	888-39504	International Portfolio
	2,991.298	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	03/22/2012	$13.79	$12.51	$41,250	$37,421	($3,829)	2 0%	888-39504	International Portfolio
	4,495.677	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	02/22/2012	$13.88	$12.51	$62,400	$56,241	($6,159)	2 0%	888-39504	International Portfolio
	3,733.333	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	04/01/2009	$10.50	$12.51	$39,200	$46,704	$7,504	2 0%	888-39504	International Portfolio
	7,001.167	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/18/2008	$17.14	$12.51	$120,000	$87,585	($32,415)	2 0%	888-39504	International Portfolio
	7,122.093	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	05/06/2008	$24 08	$12 51	$171,500	$89,097	($82,403)	2 0%	888-39504	International Portfolio
	8,621.878	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	04/08/2008	$23.22	$12.51	$200,200	$107,860	($92,340)	2.0%	888-39504	International Portfolio
	10,890.441	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	02/04/2008	$22.91	$12.51	$249,500	$136,239	($113,261)	2 0%	888-39504	International Portfolio
	8,583.934	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	01/09/2008	$24.15	$12.51	$207,302	$107,385	($99,917)	2 0%	888-39504	International Portfolio
Total	53,624.205					$1,093,563	$670,839	($422,724)	2.0%		
	450	BIOGEN IDEC INC(BIIB)	06/06/2012	$133.57	$144 38	$60,108	$64,971	$4,863	0 0%	888-39504	Strategic Equities
	75	BORGWARNER INC(BWA)	02/16/2012	$81.83	$65.59	$6,137	$4,919	($1,218)	0 0%	888-39504	Strategic Equities
	100	BORGWARNER INC(BWA)	05/26/2011	$69.93	$65.59	$6,993	$6,559	($434)	0 0%	888-39504	Strategic Equities
	75	BORGWARNER INC(BWA)	03/23/2011	$74.56	$65.59	$5,592	$4,919	($673)	0.0%	888-39504	Strategic Equities
Total	250					$18,722	$16,398	($2,325)	0.0%		
	200	BP PLC-SPONS ADR(BP)	11/10/2011	$42.98	$40.54	$8,596	$8,108	($488)	4.7%	888-39504	Strategic Equities
	200	BP PLC-SPONS ADR(BP)	10/31/2011	$44.89	$40.54	$8,979	$8,108	($871)	4.7%	888-39504	Strategic Equities
	300	BP PLC-SPONS ADR(BP)	10/10/2011	$38.18	$40.54	$11,453	$12,162	$709	4 7%	888-39504	Strategic Equities
	400	BP PLC-SPONS ADR(BP)	10/06/2011	$36.21	$40.54	$14,482	$16,216	$1,734	4.7%	888-39504	Strategic Equities
	300	BP PLC-SPONS ADR(BP)	09/20/2011	$38 96	$40 54	$11,689	$12,162	$473	4 7%	888-39504	Strategic Equities
	400	BP PLC-SPONS ADR(BP)	09/16/2011	$39 55	$40 54	$15,819	$16,216	$397	4 7%	888-39504	Strategic Equities

Cost FMV
① = 3,003,673 ② = 2,556,266 Alternative Inv

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	300	BP PLC-SPONS ADR(BP)	08/11/2011	$39.65	$40.54	$11,896	$12,162	$266	4.7%	888-39504	Strategic Equities
Total	2,100					$82,914	$85,134	$2,220	4.7%		
	600	CBRE GROUP INC(CBG)	02/15/2012	$18.57	$16.36	$11,144	$9,816	($1,328)	0.0 %	888-39504	Strategic Equities
	300	CBRE GROUP INC(CBG)	10/31/2011	$18.12	$16.36	$5,437	$4,908	($529)	0.0 %	888-39504	Strategic Equities
	300	CBRE GROUP INC(CBG)	09/20/2011	$14 39	$16.36	$4,316	$4,908	$592	0.0 %	888-39504	Strategic Equities
Total	1,200					$20,896	$19,632	($1,264)	0.0%		
	450	CENTERPOINT ENERGY INC(CNP)	02/15/2012	$18.82	$20.67	$8,467	$9,302	$835	3.9%	888-39504	Strategic Equities
	650	CENTERPOINT ENERGY INC(CNP)	10/21/2011	$21.13	$20.67	$13,736	$13,436	($301)	3 9%	888-39504	Strategic Equities
Total	1,100					$22,203	$22,737	$534	3.9%		
	400	CENTURYLINK INC(CTL)	10/11/2011	$33.45	$39.49	$13,379	$15,796	$2,417	7 3%	888-39504	Strategic Equities
	300	CENTURYLINK INC(CTL)	09/22/2011	$32.86	$39.49	$9,857	$11,847	$1,990	7.3%	888-39504	Strategic Equities
	400	CENTURYLINK INC(CTL)	08/11/2011	$34.10	$39 49	$13,639	$15,796	$2,157	7 3%	888-39504	Strategic Equities
Total	1,100					$36,875	$43,439	$6,564	7.3%		
	125	CHEVRON CORP(CVX)	06/08/2012	$100.20	$105 50	$12,525	$13,188	$663	3 4%	888-39504	Strategic Equities
	75	CHIPOTLE MEXICAN GRILL-CL A(CMG)	06/15/2012	$400.96	$379.95	$30,072	$28,496	($1,576)	0 0 %	888-39504	Strategic Equities
	600	CISCO SYSTEMS INC(CSCO)	03/13/2012	$20 03	$17.17	$12,019	$10,302	($1,717)	1 9%	888-39504	Strategic Equities
	300	CISCO SYSTEMS INC(CSCO)	02/24/2012	$20.26	$17.17	$6,078	$5,151	($927)	1 9%	888-39504	Strategic Equities
	300	CISCO SYSTEMS INC(CSCO)	02/09/2012	$19.96	$17 17	$5,988	$5,151	($837)	1 9%	888-39504	Strategic Equities
	800	CISCO SYSTEMS INC(CSCO)	02/07/2012	$20.26	$17.17	$16,204	$13,736	($2,468)	1 9%	888-39504	Strategic Equities
	600	CISCO SYSTEMS INC(CSCO)	12/22/2011	$18.16	$17.17	$10,894	$10,302	($592)	1 9%	888-39504	Strategic Equities
Total	2,600					$51,183	$44,642	($6,541)	1.9%		
	300	CIT GROUP INC(CIT)	02/01/2012	$39 02	$35.64	$11,705	$10,692	($1,013)	0.0 %	888-39504	Strategic Equities
	400	CIT GROUP INC(CIT)	01/27/2012	$38.07	$35.64	$15,229	$14,256	($973)	0.0 %	888-39504	Strategic Equities
	250	CIT GROUP INC(CIT)	01/17/2012	$36.84	$35.64	$9,211	$8,910	($301)	0 0 %	888-39504	Strategic Equities
	850	CIT GROUP INC(CIT)	12/12/2011	$33.59	$35.64	$28,547	$30,294	$1,747	0.0 %	888-39504	Strategic Equities
Total	1,800					$64,692	$64,152	($540)	0.0%		
	300	CITIGROUP INC(C)	10/25/2011	$31.16	$27.41	$9,347	$8,223	($1,124)	0.2%	888-39504	Strategic Equities
	200	CITIGROUP INC(C)	07/29/2011	$38.33	$27.41	$7,665	$5,482	($2,183)	0.2%	888-39504	Strategic Equities
	400	CITIGROUP INC(C)	07/22/2011	$40.18	$27.41	$16,072	$10,964	($5,108)	0 2%	888-39504	Strategic Equities
	200	CITIGROUP INC(C)	07/21/2011	$39.54	$27.41	$7,909	$5,482	($2,427)	0.2%	888-39504	Strategic Equities
	200	CITIGROUP INC(C)	06/08/2011	$37.67	$27.41	$7,534	$5,482	($2,052)	0.2%	888-39504	Strategic Equities
	300	CITIGROUP INC(C)	05/19/2011	$41.37	$27.41	$12,412	$8,223	($4,189)	0 2%	888-39504	Strategic Equities
	270	CITIGROUP INC(C)	05/16/2011	$41.27	$27.41	$11,143	$7,401	($3,743)	0.2%	888-39504	Strategic Equities

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	310	CITIGROUP INC(C)	04/28/2011	$45.57	$27.41	$14,125	$8,497	($5,628)	0.2%	888-39504	Strategic Equities
	440	CITIGROUP INC(C)	04/26/2011	$45.20	$27.41	$19,888	$12,060	($7,828)	0.2%	888-39504	Strategic Equities
	330	CITIGROUP INC(C)	03/30/2011	$44.97	$27.41	$14,840	$9,045	($5,795)	0.2%	888-39504	Strategic Equities
	150	CITIGROUP INC(C)	03/04/2011	$45.32	$27.41	$6,798	$4,112	($2,686)	0.2%	888-39504	Strategic Equities
	120	CITIGROUP INC(C)	03/01/2011	$46.40	$27.41	$5,568	$3,289	($2,279)	0.2%	888-39504	Strategic Equities
	240	CITIGROUP INC(C)	02/25/2011	$46.85	$27.41	$11,244	$6,578	($4,666)	0.2%	888-39504	Strategic Equities
	120	CITIGROUP INC(C)	02/24/2011	$46.53	$27.41	$5,583	$3,289	($2,294)	0.2%	888-39504	Strategic Equities
	220	CITIGROUP INC(C)	02/18/2011	$49.19	$27.41	$10,821	$6,030	($4,791)	0.2%	888-39504	Strategic Equities
Total	3,800					$160,950	$104,158	($56,792)	0.2%		
	100	CITRIX SYSTEMS INC(CTXS)	06/20/2011	$74.08	$83.94	$7,408	$8,394	$986	0.0%	888-39504	Strategic Equities
	100	CITRIX SYSTEMS INC(CTXS)	05/25/2011	$82.29	$83.94	$8,229	$8,394	$165	0.0%	888-39504	Strategic Equities
	100	CITRIX SYSTEMS INC(CTXS)	03/07/2011	$70.84	$83.94	$7,083	$8,394	$1,311	0.0%	888-39504	Strategic Equities
	75	CITRIX SYSTEMS INC(CTXS)	12/23/2010	$68.47	$83.94	$5,136	$6,296	$1,160	0.0%	888-39504	Strategic Equities
	75	CITRIX SYSTEMS INC(CTXS)	12/03/2010	$70.71	$83.94	$5,303	$6,296	$993	0.0%	888-39504	Strategic Equities
Total	450					$33,159	$37,773	$4,614	0.0%		
	225	COACH INC(COH)	05/23/2012	$67.77	$58.48	$15,248	$13,158	($2,090)	2.1%	888-39504	Strategic Equities
	150	COACH INC(COH)	04/26/2012	$72.72	$58.48	$10,907	$8,772	($2,135)	2.1%	888-39504	Strategic Equities
	100	COACH INC(COH)	04/20/2012	$76.25	$58.48	$7,625	$5,848	($1,777)	2.1%	888-39504	Strategic Equities
	175	COACH INC(COH)	04/11/2012	$73.62	$58.48	$12,883	$10,234	($2,649)	2.1%	888-39504	Strategic Equities
Total	650					$46,663	$38,012	($8,651)	2.1%		
	225	COGNIZANT TECH SOLUTIONS-A(CTSH)	04/24/2012	$72.21	$60.00	$16,248	$13,500	($2,748)	0.0%	888-39504	Strategic Equities
	100	COGNIZANT TECH SOLUTIONS-A(CTSH)	04/13/2012	$74.34	$60.00	$7,434	$6,000	($1,434)	0.0%	888-39504	Strategic Equities
	325	COGNIZANT TECH SOLUTIONS-A(CTSH)	04/05/2012	$77.12	$60.00	$25,065	$19,500	($5,565)	0.0%	888-39504	Strategic Equities
Total	650					$48,746	$39,000	($9,746)	0.0%		
	300	COMCAST CORP-CL A(CMCSA)	04/08/2011	$24.96	$31.97	$7,488	$9,591	$2,103	2.0%	888-39504	Strategic Equities
	350	COMCAST CORP-CL A(CMCSA)	04/07/2011	$24.73	$31.97	$8,654	$11,190	$2,535	2.0%	888-39504	Strategic Equities
	200	COMCAST CORP-CL A(CMCSA)	03/22/2011	$24.25	$31.97	$4,850	$6,394	$1,544	2.0%	888-39504	Strategic Equities
Total	850					$20,993	$27,175	$6,182	2.0%		
	200	COVIDIEN PLC(COV)	11/18/2011	$46.21	$53.50	$9,243	$10,700	$1,457	1.5%	888-39504	Strategic Equities
	150	COVIDIEN PLC(COV)	10/21/2011	$45.04	$53.50	$6,755	$8,025	$1,270	1.5%	888-39504	Strategic Equities
	100	COVIDIEN PLC(COV)	08/16/2011	$49.54	$53.50	$4,954	$5,350	$396	1.5%	888-39504	Strategic Equities
	200	COVIDIEN PLC(COV)	07/22/2011	$51.94	$53.50	$10,388	$10,700	$312	1.5%	888-39504	Strategic Equities
	250	COVIDIEN PLC(COV)	05/18/2011	$57.00	$53.50	$14,249	$13,375	($874)	1.5%	888-39504	Strategic Equities

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Total	900					$45,589	$48,150	$2,561	1.5%		
	200	DANAHER CORP(DHR)	04/24/2012	$53.13	$52.08	$10,626	$10,416	($210)	0.2%	888-39504	Strategic Equities
	100	DANAHER CORP(DHR)	03/29/2011	$51.54	$52.08	$5,154	$5,208	$54	0.2%	888-39504	Strategic Equities
	125	DANAHER CORP(DHR)	03/04/2011	$50 42	$52.08	$6,302	$6,510	$208	0 2%	888-39504	Strategic Equities
	150	DANAHER CORP(DHR)	11/04/2010	$44 66	$52.08	$6,699	$7,812	$1,113	0 2%	888-39504	Strategic Equities
	200	DANAHER CORP(DHR)	02/08/2010	$35.30	$52.08	$7,060	$10,416	$3,356	0 2%	888-39504	Strategic Equities
	450	DANAHER CORP(DHR)	09/17/2009	$34.19	$52.08	$15,387	$23,436	$8,049	0.2%	888-39504	Strategic Equities
	200	DANAHER CORP(DHR)	05/27/2009	$30.55	$52.08	$6,109	$10,416	$4,307	0.2%	888-39504	Strategic Equities
	75	DANAHER CORP(DHR)	03/31/2009	$27.24	$52.08	$2,043	$3,906	$1,863	0 2%	888-39504	Strategic Equities
Total	1,500					$59,380	$78,120	$18,740	0.2%		
	900	DELTA AIR LINES INC(DAL)	07/19/2011	$8.20	$10.95	$7,378	$9,855	$2,477	0.0 %	888-39504	Strategic Equities
	400	DELTA AIR LINES INC(DAL)	02/23/2011	$10.47	$10.95	$4,189	$4,380	$191	0.0 %	888-39504	Strategic Equities
Total	1,300					$11,567	$14,235	$2,668	0.0%		
	150	DOLLAR GENERAL CORP(DG)	01/09/2012	$40.72	$54.39	$6,108	$8,159	$2,050	0 0 %	888-39504	Strategic Equities
	150	DOLLAR GENERAL CORP(DG)	10/31/2011	$39 60	$54.39	$5,940	$8,159	$2,219	0.0 %	888-39504	Strategic Equities
	150	DOLLAR GENERAL CORP(DG)	09/20/2011	$37.82	$54.39	$5,673	$8,159	$2,486	0.0 %	888-39504	Strategic Equities
	150	DOLLAR GENERAL CORP(DG)	09/09/2011	$34.65	$54.39	$5,197	$8,159	$2,961	0.0 %	888-39504	Strategic Equities
Total	600					$22,917	$32,634	$9,717	0.0%		
	225	DTE ENERGY COMPANY(DTE)	08/24/2011	$49.60	$59.33	$11,159	$13,349	$2,190	4.2%	888-39504	Strategic Equities
	350	EDISON INTERNATIONAL(EIX)	02/21/2012	$41.63	$46 20	$14,569	$16,170	$1,601	2 8%	888-39504	Strategic Equities
	250	EMERSON ELECTRIC CO(EMR)	04/26/2012	$51.76	$46.58	$12,941	$11,645	($1,296)	3 4%	888-39504	Strategic Equities
	150	EMERSON ELECTRIC CO(EMR)	04/24/2012	$50.92	$46.58	$7,638	$6,987	($651)	3 4%	888-39504	Strategic Equities
	150	EMERSON ELECTRIC CO(EMR)	03/28/2012	$51.35	$46.58	$7,702	$6,987	($715)	3 4%	888-39504	Strategic Equities
	150	EMERSON ELECTRIC CO(EMR)	03/14/2012	$51.83	$46.58	$7,775	$6,987	($788)	3 4%	888-39504	Strategic Equities
	125	EMERSON ELECTRIC CO(EMR)	02/17/2012	$51.44	$46.58	$6,430	$5,823	($607)	3.4%	888-39504	Strategic Equities
	200	EMERSON ELECTRIC CO(EMR)	02/01/2012	$52.28	$46.58	$10,455	$9,316	($1,139)	3.4%	888-39504	Strategic Equities
	175	EMERSON ELECTRIC CO(EMR)	01/30/2012	$51.41	$46.58	$8,997	$8,152	($845)	3.4%	888-39504	Strategic Equities
Total	1,200					$61,937	$55,896	($6,041)	3.4%		
	75	EOG RESOURCES INC(EOG)	07/25/2011	$106.46	$90.11	$7,984	$6,758	($1,226)	0.8%	888-39504	Strategic Equities
	100	EOG RESOURCES INC(EOG)	01/20/2011	$99.82	$90.11	$9,982	$9,011	($971)	0 8%	888-39504	Strategic Equities
	100	EOG RESOURCES INC(EOG)	09/28/2010	$90.93	$90.11	$9,093	$9,011	($82)	0.8%	888-39504	Strategic Equities
	100	EOG RESOURCES INC(EOG)	08/13/2010	$94.37	$90.11	$9,437	$9,011	($426)	0 8%	888-39504	Strategic Equities
	100	EOG RESOURCES INC(EOG)	05/04/2010	$109.42	$90.11	$10,942	$9,011	($1,931)	0.8%	888-39504	Strategic Equities

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	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
Total	475					$47,438	$42,802	($4,636)	0.8%		
	700	EXXON MOBIL CORP(XOM)	06/08/2012	$80.16	$85.57	$56,109	$59,899	$3,790	2.7%	888-39504	Strategic Equities
	150	F5 NETWORKS INC(FFIV)	05/24/2012	$109.62	$99.56	$16,442	$14,934	($1,508)	0.0%	888-39504	Strategic Equities
	100	F5 NETWORKS INC(FFIV)	04/13/2012	$122.23	$99.56	$12,223	$9,956	($2,267)	0 0%	888-39504	Strategic Equities
Total	250					$28,665	$24,890	($3,775)	0.0%		
	200	FAMILY DOLLAR STORES(FDO)	05/23/2012	$64.48	$66.48	$12,897	$13,296	$399	1.3%	888-39504	Strategic Equities
	150	FMC TECHNOLOGIES INC(FTI)	09/21/2011	$43.05	$39.23	$6,458	$5,885	($573)	0.0%	888-39504	Strategic Equities
	250	FMC TECHNOLOGIES INC(FTI)	08/04/2011	$41.25	$39.23	$10,313	$9,808	($506)	0.0%	888-39504	Strategic Equities
	150	FMC TECHNOLOGIES INC(FTI)	06/01/2011	$43.85	$39 23	$6,578	$5,885	($693)	0 0%	888-39504	Strategic Equities
Total	550					$23,349	$21,577	($1,772)	0.0%		
	400	FORD MOTOR CO(F)	05/06/2010	$12.09	$9.59	$4,836	$3,836	($1,000)	2.1%	888-39504	Strategic Equities
	300	FORD MOTOR CO(F)	04/20/2010	$13 85	$9.59	$4,156	$2,877	($1,279)	2 1%	888-39504	Strategic Equities
Total	700					$8,992	$6,713	($2,279)	2 1%		
	750	FORTUNE BRANDS HOME & SECURI(FBHS)	01/19/2012	$18.01	$22 27	$13,505	$16,703	$3,198	0.0 %	888-39504	Strategic Equities
	500	GANNETT CO(GCI)	07/12/2011	$13 72	$14.73	$6,861	$7,365	$504	5 4%	888-39504	Strategic Equities
	800	GANNETT CO(GCI)	08/20/2010	$12.27	$14.73	$9,813	$11,784	$1,971	5.4%	888-39504	Strategic Equities
Total	1,300					$16,674	$19,149	$2,475	5.4%		
	600	GENERAL ELECTRIC CO(GE)	02/06/2012	$19.10	$20 84	$11,458	$12,504	$1,046	3 3%	888-39504	Strategic Equities
	400	GENERAL ELECTRIC CO(GE)	02/02/2012	$18 76	$20 84	$7,506	$8,336	$830	3 3%	888-39504	Strategic Equities
	400	GENERAL ELECTRIC CO(GE)	12/12/2011	$16.45	$20.84	$6,579	$8,336	$1,757	3 3%	888-39504	Strategic Equities
Total	1,400					$25,542	$29,176	$3,634	3.3%		
	200	GENERAL MILLS INC(GIS)	06/06/2012	$37.79	$38.54	$7,558	$7,708	$150	3 4%	888-39504	Strategic Equities
	200	GENERAL MILLS INC(GIS)	01/09/2012	$40.04	$38.54	$8,008	$7,708	($300)	3 4%	888-39504	Strategic Equities
	150	GENERAL MILLS INC(GIS)	11/01/2011	$38.37	$38.54	$5,756	$5,781	$25	3 4%	888-39504	Strategic Equities
	150	GENERAL MILLS INC(GIS)	10/18/2011	$39.63	$38 54	$5,945	$5,781	($164)	3.4%	888-39504	Strategic Equities
	150	GENERAL MILLS INC(GIS)	09/02/2011	$37.45	$38.54	$5,617	$5,781	$164	3.4%	888-39504	Strategic Equities
Total	850					$32,884	$32,759	($125)	3.4%		
	500	GENERAL MOTORS CO(GM)	11/22/2011	$20.98	$19.72	$10,491	$9,860	($631)	0 0 %	888-39504	Strategic Equities
	800	GENERAL MOTORS CO(GM)	11/14/2011	$23 01	$19.72	$18,411	$15,776	($2,635)	0.0 %	888-39504	Strategic Equities
	600	GENERAL MOTORS CO(GM)	10/27/2011	$25.44	$19.72	$15,265	$11,832	($3,433)	0 0 %	888-39504	Strategic Equities
	200	GENERAL MOTORS CO(GM)	06/21/2011	$29 85	$19.72	$5,970	$3,944	($2,026)	0.0 %	888-39504	Strategic Equities
Total	2,100					$50,137	$41,412	($8,725)	0.0%		
	255	GILEAD SCIENCES INC(GILD)	03/12/2012	$46 27	$51.28	$11,798	$13,076	$1,279	0.0%	888-39504	Strategic Equities

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	300	GILEAD SCIENCES INC(GILD)	08/16/2011	$38.58	$51.28	$11,573	$15,384	$3,811	0 0%	888-39504	Strategic Equities
	445	GILEAD SCIENCES INC(GILD)	08/08/2011	$36.86	$51.28	$16,401	$22,820	$6,419	0.0%	888-39504	Strategic Equities
Total	1,000					$39,771	$51,280	$11,509	0.0%		
	10	GOOGLE INC-CL A(GOOG)	02/23/2012	$605 77	$580 07	$6,058	$5,801	($257)	0 0%	888-39504	Strategic Equities
	10	GOOGLE INC-CL A(GOOG)	11/30/2011	$597.17	$580 07	$5,972	$5,801	($171)	0 0%	888-39504	Strategic Equities
	25	GOOGLE INC-CL A(GOOG)	03/29/2011	$579.81	$580.07	$14,495	$14,502	$7	0.0%	888-39504	Strategic Equities
	11	GOOGLE INC-CL A(GOOG)	03/07/2011	$588.43	$580.07	$6,473	$6,381	($92)	0.0%	888-39504	Strategic Equities
	25	GOOGLE INC-CL A(GOOG)	11/18/2008	$293.81	$580.07	$7,345	$14,502	$7,157	0 0%	888-39504	Strategic Equities
	19	GOOGLE INC-CL A(GOOG)	11/07/2008	$334.41	$580.07	$6,354	$11,021	$4,667	0 0%	888-39504	Strategic Equities
Total	100					$46,696	$58,007	$11,311	0.0%		
	1,400	HALLIBURTON CO(HAL)	06/21/2012	$28 57	$28 39	$39,994	$39,746	($248)	1.3%	888-39504	Strategic Equities
	150	HARLEY DAVIDSON INC(HOG)	11/14/2011	$39.53	$45.73	$5,930	$6,860	$930	1.4%	888-39504	Strategic Equities
	150	HARLEY DAVIDSON INC(HOG)	11/01/2011	$38.19	$45.73	$5,729	$6,860	$1,131	1 4%	888-39504	Strategic Equities
Total	300					$11,659	$13,719	$2,060	1.4%		
	225	HEALTH NET INC(HNT)	06/08/2011	$30.54	$24.27	$6,871	$5,461	($1,410)	0 0%	888-39504	Strategic Equities
	375	HEALTH NET INC(HNT)	11/24/2010	$26.67	$24.27	$10,003	$9,101	($902)	0.0%	888-39504	Strategic Equities
Total	600					$16,874	$14,562	($2,312)	0.0%		
	100	HERSHEY CO/THE(HSY)	02/21/2012	$60.62	$72.03	$6,062	$7,203	$1,141	2.1%	888-39504	Strategic Equities
	100	HERSHEY CO/THE(HSY)	02/14/2012	$60 45	$72.03	$6,045	$7,203	$1,158	2 1%	888-39504	Strategic Equities
	100	HERSHEY CO/THE(HSY)	02/13/2012	$60.04	$72.03	$6,004	$7,203	$1,199	2 1%	888-39504	Strategic Equities
	175	HERSHEY CO/THE(HSY)	12/20/2011	$59.53	$72.03	$10,418	$12,605	$2,187	2 1%	888-39504	Strategic Equities
Total	475					$28,528	$34,214	$5,686	2.1%		
	300	HEWLETT-PACKARD CO(HPQ)	03/23/2012	$23.21	$20.11	$6,962	$6,033	($929)	2.6%	888-39504	Strategic Equities
	300	HEWLETT-PACKARD CO(HPQ)	03/07/2012	$24.40	$20.11	$7,320	$6,033	($1,287)	2 6%	888-39504	Strategic Equities
	300	HEWLETT-PACKARD CO(HPQ)	02/28/2012	$26.16	$20.11	$7,848	$6,033	($1,815)	2 6%	888-39504	Strategic Equities
	800	HEWLETT-PACKARD CO(HPQ)	11/23/2011	$25.93	$20.11	$20,741	$16,088	($4,653)	2.6%	888-39504	Strategic Equities
	300	HEWLETT-PACKARD CO(HPQ)	08/22/2011	$24.64	$20.11	$7,392	$6,033	($1,359)	2.6%	888-39504	Strategic Equities
	400	HEWLETT-PACKARD CO(HPQ)	08/19/2011	$23.52	$20.11	$9,409	$8,044	($1,365)	2 6%	888-39504	Strategic Equities
	900	HEWLETT-PACKARD CO(HPQ)	08/08/2011	$31.52	$20.11	$28,365	$18,099	($10,266)	2.6%	888-39504	Strategic Equities
	200	HEWLETT-PACKARD CO(HPQ)	05/25/2011	$35.98	$20.11	$7,196	$4,022	($3,174)	2.6%	888-39504	Strategic Equities
	200	HEWLETT-PACKARD CO(HPQ)	03/07/2011	$42.24	$20.11	$8,447	$4,022	($4,425)	2.6%	888-39504	Strategic Equities
	200	HEWLETT-PACKARD CO(HPQ)	02/25/2011	$42 69	$20.11	$8,537	$4,022	($4,515)	2 6%	888-39504	Strategic Equities
	110	HEWLETT-PACKARD CO(HPQ)	02/23/2011	$43.18	$20.11	$4,750	$2,212	($2,538)	2.6%	888-39504	Strategic Equities

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	100	HEWLETT-PACKARD CO(HPQ)	08/12/2010	$40.06	$20 11	$4,006	$2,011	($1,995)	2.6%	888-39504	Strategic Equities
	225	HEWLETT-PACKARD CO(HPQ)	07/12/2010	$45.44	$20.11	$10,224	$4,525	($5,699)	2 6%	888-39504	Strategic Equities
	425	HEWLETT-PACKARD CO(HPQ)	05/26/2010	$46.25	$20.11	$19,657	$8,547	($11,110)	2 6%	888-39504	Strategic Equities
	40	HEWLETT-PACKARD CO(HPQ)	05/06/2008	$48 32	$20 11	$1,933	$804	($1,128)	2 6%	888-39504	Strategic Equities
Total	4,800					$152,787	$96,528	($56,259)	2.6%		
	450	HOME DEPOT INC(HD)	05/30/2012	$49.60	$52.99	$22,321	$23,846	$1,524	2 2%	888-39504	Strategic Equities
	150	INFORMATICA CORPORATION(INFA)	02/14/2012	$47.71	$42.36	$7,156	$6,354	($802)	0.0%	888-39504	Strategic Equities
	225	INTL BUSINESS MACHINES CORP(IBM)	05/31/2012	$193.60	$195.58	$43,559	$44,006	$446	1.7%	888-39504	Strategic Equities
	150	INTUIT INC(INTU)	08/23/2011	$44.47	$59.35	$6,670	$8,903	$2,233	1.0%	888-39504	Strategic Equities
	125	INTUIT INC(INTU)	07/20/2011	$48 03	$59.35	$6,004	$7,419	$1,415	1 0%	888-39504	Strategic Equities
	150	INTUIT INC(INTU)	03/18/2011	$50.07	$59.35	$7,510	$8,903	$1,392	1 0%	888-39504	Strategic Equities
	225	INTUIT INC(INTU)	02/22/2011	$52.83	$59.35	$11,887	$13,354	$1,467	1.0%	888-39504	Strategic Equities
Total	650					$32,070	$38,578	$6,507	1.0%		
	300	JOHNSON & JOHNSON(JNJ)	03/04/2011	$60.40	$67 56	$18,121	$20,268	$2,147	3 6%	888-39504	Strategic Equities
	100	JOHNSON & JOHNSON(JNJ)	02/02/2011	$60.53	$67.56	$6,053	$6,756	$703	3.6%	888-39504	Strategic Equities
	300	JOHNSON & JOHNSON(JNJ)	10/01/2010	$61.79	$67.56	$18,537	$20,268	$1,731	3.6%	888-39504	Strategic Equities
	100	JOHNSON & JOHNSON(JNJ)	08/30/2010	$57 71	$67.56	$5,771	$6,756	$985	3 6%	888-39504	Strategic Equities
	100	JOHNSON & JOHNSON(JNJ)	08/26/2010	$57.96	$67.56	$5,796	$6,756	$960	3.6%	888-39504	Strategic Equities
	150	JOHNSON & JOHNSON(JNJ)	07/22/2010	$57.45	$67.56	$8,617	$10,134	$1,517	3 6%	888-39504	Strategic Equities
Total	1,050					$62,896	$70,938	$8,042	3.6%		
	177	JPMORGAN CHASE & CO(JPM)	04/16/2012	$43.04	$35.73	$7,618	$6,324	($1,294)	3.4%	888-39504	Strategic Equities
	223	JPMORGAN CHASE & CO(JPM)	03/21/2012	$45.19	$35.73	$10,077	$7,968	($2,109)	3 4%	888-39504	Strategic Equities
Total	400					$17,695	$14,292	($3,403)	3.4%		
	700	KIMBERLY-CLARK CORP(KMB)	06/13/2012	$81 60	$83 77	$57,116	$58,639	$1,523	3 5%	888-39504	Strategic Equities
	600	KROGER CO(KR)	02/03/2012	$24.04	$23.19	$14,424	$13,914	($510)	2 0%	888-39504	Strategic Equities
	500	KROGER CO(KR)	02/02/2012	$23.95	$23 19	$11,975	$11,595	($380)	2.0%	888-39504	Strategic Equities
	300	KROGER CO(KR)	03/04/2011	$23.60	$23.19	$7,081	$6,957	($124)	2 0%	888-39504	Strategic Equities
	400	KROGER CO(KR)	01/31/2011	$21.59	$23.19	$8,637	$9,276	$639	2.0%	888-39504	Strategic Equities
	600	KROGER CO(KR)	01/25/2011	$21.71	$23.19	$13,023	$13,914	$891	2.0%	888-39504	Strategic Equities
	1,000	KROGER CO(KR)	01/19/2011	$21.46	$23.19	$21,457	$23,190	$1,734	2 0%	888-39504	Strategic Equities
Total	3,400					$76,596	$78,846	$2,250	2.0%		
	175	LAM RESEARCH CORP(LRCX)	10/27/2011	$43.75	$37.74	$7,657	$6,605	($1,052)	0 0%	888-39504	Strategic Equities
	300	LAM RESEARCH CORP(LRCX)	05/10/2011	$48.22	$37.74	$14,464	$11,322	($3,142)	0.0%	888-39504	Strategic Equities

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Total	475					$22,121	$17,927	($4,195)	0.0%		
	575	LAS VEGAS SANDS CORP(LVS)	06/14/2012	$45.42	$43.49	$26,119	$25,007	($1,112)	2.3%	888-39504	Strategic Equities
	125	LAS VEGAS SANDS CORP(LVS)	02/24/2012	$53 56	$43 49	$6,695	$5,436	($1,259)	2.3%	888-39504	Strategic Equities
	125	LAS VEGAS SANDS CORP(LVS)	01/25/2012	$48 96	$43.49	$6,120	$5,436	($684)	2.3%	888-39504	Strategic Equities
	75	LAS VEGAS SANDS CORP(LVS)	01/23/2012	$47.50	$43.49	$3,562	$3,262	($300)	2 3%	888-39504	Strategic Equities
Total	900					$42,497	$39,141	($3,356)	2.3%		
	250	LEAR CORP(LEA)	02/02/2012	$42.69	$37.73	$10,673	$9,433	($1,241)	1.5%	888-39504	Strategic Equities
	150	LEAR CORP(LEA)	03/17/2011	$49.31	$37.73	$7,397	$5,660	($1,737)	1.5%	888-39504	Strategic Equities
	200	LEAR CORP(LEA)	07/29/2010	$38.18	$37 73	$7,636	$7,546	($90)	1 5%	888-39504	Strategic Equities
	200	LEAR CORP(LEA)	06/28/2010	$35.34	$37.73	$7,067	$7,546	$479	1 5%	888-39504	Strategic Equities
Total	800					$32,773	$30,184	($2,589)	1.5%		
	425	LIBERTY INTERACTIVE CORP-A(LINTA)	03/06/2012	$18.53	$17.79	$7,875	$7,561	($314)	0 0%	888-39504	Strategic Equities
	125	LORILLARD INC(LO)	10/17/2011	$117.23	$131.95	$14,653	$16,494	$1,841	4.7%	888-39504	Strategic Equities
	75	LORILLARD INC(LO)	10/13/2011	$116.48	$131.95	$8,736	$9,896	$1,160	4.7%	888-39504	Strategic Equities
	250	LORILLARD INC(LO)	08/17/2011	$108.34	$131 95	$27,086	$32,988	$5,901	4.7%	888-39504	Strategic Equities
Total	450					$50,475	$59,378	$8,902	4.7%		
	250	LYONDELLBASELL INDU-CL A(LYB)	05/01/2012	$43.06	$40.27	$10,765	$10,068	($698)	0 3%	888-39504	Strategic Equities
	300	LYONDELLBASELL INDU-CL A(LYB)	10/18/2011	$28.08	$40.27	$8,424	$12,081	$3,657	0 3%	888-39504	Strategic Equities
	250	LYONDELLBASELL INDU-CL A(LYB)	08/31/2011	$34.67	$40.27	$8,668	$10,068	$1,400	0 3%	888-39504	Strategic Equities
Total	800					$27,857	$32,216	$4,359	0.3%		
	300	MARATHON PETROLEUM CORP(MPC)	08/10/2011	$35.54	$44.92	$10,661	$13,476	$2,815	2 2%	888-39504	Strategic Equities
	600	MARATHON PETROLEUM CORP(MPC)	08/05/2011	$36.67	$44.92	$22,004	$26,952	$4,948	2.2%	888-39504	Strategic Equities
Total	900					$32,665	$40,428	$7,763	2.2%		
	500	MARVELL TECHNOLOGY GROUP LT(MRVL)	10/31/2011	$14.07	$11.28	$7,033	$5,640	($1,393)	0 0%	888-39504	Strategic Equities
	700	MARVELL TECHNOLOGY GROUP LT(MRVL)	10/20/2011	$13.32	$11.28	$9,321	$7,896	($1,425)	0 0%	888-39504	Strategic Equities
	300	MARVELL TECHNOLOGY GROUP LT(MRVL)	09/23/2011	$14.69	$11.28	$4,407	$3,384	($1,023)	0 0%	888-39504	Strategic Equities
Total	1,500					$20,761	$16,920	($3,841)	0.0%		
	450	MCDONALD'S CORP(MCD)	06/15/2012	$90.45	$88.53	$40,702	$39,839	($864)	3.2%	888-39504	Strategic Equities
	350	MCGRAW-HILL COMPANIES INC(MHP)	04/28/2011	$40.24	$45.00	$14,084	$15,750	$1,666	2 3%	888-39504	Strategic Equities
	325	MCKESSON CORP(MCK)	05/31/2012	$87.59	$93.75	$28,467	$30,469	$2,002	0 9%	888-39504	Strategic Equities
	100	MCKESSON CORP(MCK)	05/08/2012	$89.30	$93 75	$8,930	$9,375	$445	0.9%	888-39504	Strategic Equities
	75	MCKESSON CORP(MCK)	03/21/2012	$86.92	$93.75	$6,519	$7,031	$512	0 9%	888-39504	Strategic Equities
	150	MCKESSON CORP(MCK)	03/06/2012	$82.38	$93.75	$12,357	$14,063	$1,705	0 9%	888-39504	Strategic Equities

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	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
Total	650					$56,273	$60,938	$4,665	0.9%		
	500	MGM RESORTS INTERNATIONAL(MGM)	04/03/2012	$13 87	$11.16	$6,934	$5,580	($1,354)	0 0%	888-39504	Strategic Equities
	700	MGM RESORTS INTERNATIONAL(MGM)	02/28/2012	$13 55	$11.16	$9,485	$7,812	($1,673)	0.0%	888-39504	Strategic Equities
	2,800	MGM RESORTS INTERNATIONAL(MGM)	12/28/2011	$10.13	$11.16	$28,366	$31,248	$2,882	0 0%	888-39504	Strategic Equities
Total	4,000					$44,785	$44,640	($145)	0.0%		
	1,200	MICRON TECHNOLOGY INC(MU)	11/01/2011	$5.37	$6.31	$6,444	$7,572	$1,128	0 0%	888-39504	Strategic Equities
	1,200	MICRON TECHNOLOGY INC(MU)	10/24/2011	$5.57	$6.31	$6,681	$7,572	$891	0.0%	888-39504	Strategic Equities
	2,300	MICRON TECHNOLOGY INC(MU)	10/17/2011	$5.55	$6.31	$12,758	$14,513	$1,755	0 0%	888-39504	Strategic Equities
Total	4,700					$25,882	$29,657	$3,775	0.0%		
	600	MICROSOFT CORP(MSFT)	06/28/2012	$29.55	$30 59	$17,728	$18,354	$626	2.6%	888-39504	Strategic Equities
	400	MOODY'S CORP(MCO)	06/08/2011	$39.34	$36.55	$15,737	$14,620	($1,117)	1.8%	888-39504	Strategic Equities
	150	MOODY'S CORP(MCO)	03/25/2011	$32.82	$36.55	$4,923	$5,483	$559	1.8%	888-39504	Strategic Equities
Total	550					$20,661	$20,103	($558)	1.8%		
	125	NATIONAL - OILWELL INC(NOV)	04/13/2012	$78.97	$64 44	$9,871	$8,055	($1,816)	0 7%	888-39504	Strategic Equities
	225	NATIONAL - OILWELL INC(NOV)	03/27/2012	$78.32	$64.44	$17,623	$14,499	($3,124)	0.7%	888-39504	Strategic Equities
	75	NATIONAL - OILWELL INC(NOV)	02/16/2012	$83.85	$64.44	$6,289	$4,833	($1,456)	0.7%	888-39504	Strategic Equities
	125	NATIONAL - OILWELL INC(NOV)	02/14/2012	$83.52	$64.44	$10,440	$8,055	($2,385)	0.7%	888-39504	Strategic Equities
Total	550					$44,223	$35,442	($8,781)	0.7%		
	850	NEWELL RUBBERMAID INC(NWL)	10/27/2011	$13.80	$18 14	$11,729	$15,419	$3,690	2 2%	888-39504	Strategic Equities
	100	NOBLE ENERGY INC(NBL)	01/12/2012	$96.27	$84.82	$9,627	$8,482	($1,145)	1 0%	888-39504	Strategic Equities
	150	NOBLE ENERGY INC(NBL)	05/16/2011	$86.92	$84.82	$13,039	$12,723	($316)	1.0%	888-39504	Strategic Equities
	100	NOBLE ENERGY INC(NBL)	03/02/2011	$90.96	$84.82	$9,096	$8,482	($614)	1.0%	888-39504	Strategic Equities
	100	NOBLE ENERGY INC(NBL)	08/17/2010	$69.31	$84.82	$6,930	$8,482	$1,552	1 0%	888-39504	Strategic Equities
	100	NOBLE ENERGY INC(NBL)	07/14/2010	$66 96	$84.82	$6,696	$8,482	$1,786	1 0%	888-39504	Strategic Equities
	50	NOBLE ENERGY INC(NBL)	04/22/2010	$79.19	$84.82	$3,959	$4,241	$282	1 0%	888-39504	Strategic Equities
Total	600					$49,347	$50,892	$1,545	1.0%		
	450	NV ENERGY INC(NVE)	11/23/2011	$14.40	$17.58	$6,481	$7,911	$1,430	3.9%	888-39504	Strategic Equities
	950	NV ENERGY INC(NVE)	08/16/2011	$14.55	$17.58	$13,822	$16,701	$2,879	3.9%	888-39504	Strategic Equities
Total	1,400					$20,303	$24,612	$4,309	3.9%		
	14	NVR INC(NVR)	08/17/2009	$609.79	$850.00	$8,537	$11,900	$3,363	0.0%	888-39504	Strategic Equities
	1	NVR INC(NVR)	07/28/2009	$610.32	$850.00	$610	$850	$240	0.0%	888-39504	Strategic Equities
Total	15					$9,147	$12,750	$3,603	0.0%		
	125	O'REILLY AUTOMOTIVE INC(ORLY)	06/27/2012	$82.53	$83.77	$10,316	$10,471	$155	0.0 %	888-39504	Strategic Equities

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	400	PFIZER INC(PFE)	09/06/2011	$18.24	$23.00	$7,296	$9,200	$1,904	3.8%	888-39504	Strategic Equities
	500	PFIZER INC(PFE)	07/11/2011	$20.03	$23.00	$10,015	$11,500	$1,485	3 8%	888-39504	Strategic Equities
	600	PFIZER INC(PFE)	06/08/2011	$20.67	$23.00	$12,400	$13,800	$1,400	3.8%	888-39504	Strategic Equities
	500	PFIZER INC(PFE)	05/03/2011	$20.62	$23.00	$10,309	$11,500	$1,191	3 8%	888-39504	Strategic Equities
	700	PFIZER INC(PFE)	03/17/2011	$19.71	$23.00	$13,796	$16,100	$2,304	3.8%	888-39504	Strategic Equities
	300	PFIZER INC(PFE)	08/18/2010	$16.18	$23.00	$4,854	$6,900	$2,046	3 8%	888-39504	Strategic Equities
	500	PFIZER INC(PFE)	08/16/2010	$16.00	$23.00	$8,000	$11,500	$3,500	3.8%	888-39504	Strategic Equities
	1,100	PFIZER INC(PFE)	06/26/2009	$15.28	$23.00	$16,807	$25,300	$8,493	3.8%	888-39504	Strategic Equities
	900	PFIZER INC(PFE)	05/06/2008	$20.39	$23 00	$18,349	$20,700	$2,351	3.8%	888-39504	Strategic Equities
	600	PFIZER INC(PFE)	02/05/2008	$23 18	$23.00	$13,909	$13,800	($109)	3 8%	888-39504	Strategic Equities
Total	6,100					$115,734	$140,300	$24,566	3.8%		
	250	PHILIP MORRIS INTERNATIONAL(PM)	05/21/2012	$84.50	$87.26	$21,125	$21,815	$691	3.5%	888-39504	Strategic Equities
	50	PRECISION CASTPARTS CORP(PCP)	02/06/2012	$171.25	$164.49	$8,562	$8,225	($338)	0.1%	888-39504	Strategic Equities
	50	PRECISION CASTPARTS CORP(PCP)	01/12/2012	$172.87	$164.49	$8,643	$8,225	($419)	0.1%	888-39504	Strategic Equities
	40	PRECISION CASTPARTS CORP(PCP)	10/25/2011	$172 10	$164.49	$6,884	$6,580	($304)	0 1%	888-39504	Strategic Equities
	30	PRECISION CASTPARTS CORP(PCP)	09/30/2011	$156.48	$164.49	$4,694	$4,935	$240	0 1%	888-39504	Strategic Equities
	80	PRECISION CASTPARTS CORP(PCP)	08/04/2011	$151.85	$164.49	$12,148	$13,159	$1,011	0.1%	888-39504	Strategic Equities
	75	PRECISION CASTPARTS CORP(PCP)	06/14/2011	$152.70	$164.49	$11,452	$12,337	$885	0 1%	888-39504	Strategic Equities
Total	325					$52,384	$53,459	$1,075	0.1%		
	65	PRICELINE.COM INC(PCLN)	06/06/2012	$640 76	$664 52	$41,649	$43,194	$1,544	0 0%	888-39504	Strategic Equities
	200	PROCTER & GAMBLE CO(PG)	05/21/2012	$63 24	$61 25	$12,648	$12,250	($398)	3 7%	888-39504	Strategic Equities
	75	PVH CORP(PVH)	04/11/2012	$88.70	$77.79	$6,653	$5,834	($819)	0 2%	888-39504	Strategic Equities
	75	PVH CORP(PVH)	11/04/2011	$73.81	$77.79	$5,536	$5,834	$299	0.2%	888-39504	Strategic Equities
	150	PVH CORP(PVH)	10/19/2011	$65.97	$77.79	$9,895	$11,669	$1,774	0 2%	888-39504	Strategic Equities
Total	300					$22,083	$23,337	$1,254	0.2%		
	425	REYNOLDS AMERICAN INC(RAI)	05/22/2012	$41.41	$44.87	$17,599	$19,070	$1,471	5.3%	888-39504	Strategic Equities
	100	ROCKWELL AUTOMATION INC(ROK)	10/04/2011	$56.10	$66.06	$5,610	$6,606	$996	2 9%	888-39504	Strategic Equities
	125	ROCKWELL AUTOMATION INC(ROK)	08/15/2011	$65.08	$66.06	$8,135	$8,258	$123	2 9%	888-39504	Strategic Equities
	50	ROCKWELL AUTOMATION INC(ROK)	03/17/2011	$86.89	$66.06	$4,345	$3,303	($1,042)	2.9%	888-39504	Strategic Equities
Total	275					$18,089	$18,167	$77	2.9%		
	100	SCHLUMBERGER LTD(SLB)	01/25/2012	$73.78	$64.91	$7,378	$6,491	($887)	1.7%	888-39504	Strategic Equities
	100	SCHLUMBERGER LTD(SLB)	12/23/2011	$68.69	$64.91	$6,869	$6,491	($378)	1 7%	888-39504	Strategic Equities
	100	SCHLUMBERGER LTD(SLB)	03/29/2010	$63.21	$64.91	$6,321	$6,491	$170	1.7%	888-39504	Strategic Equities

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	100	SCHLUMBERGER LTD(SLB)	03/08/2010	$63.93	$64.91	$6,393	$6,491	$98	1.7%	888-39504	Strategic Equities
	200	SCHLUMBERGER LTD(SLB)	02/19/2009	$39.15	$64.91	$7,830	$12,982	$5,152	1.7%	888-39504	Strategic Equities
	300	SCHLUMBERGER LTD(SLB)	11/07/2008	$49.15	$64.91	$14,746	$19,473	$4,727	1.7%	888-39504	Strategic Equities
Total	**900**					**$49,537**	**$58,419**	**$8,882**	**1.7%**		
	350	SHERWIN-WILLIAMS CO/THE(SHW)	05/18/2012	$116.17	$132.35	$40,660	$46,323	$5,662	1.2%	888-39504	Strategic Equities
	250	STARBUCKS CORP(SBUX)	06/06/2012	$53.27	$53.32	$13,317	$13,330	$13	1.3%	888-39504	Strategic Equities
	200	STARBUCKS CORP(SBUX)	06/23/2011	$37.47	$53.32	$7,494	$10,664	$3,170	1.3%	888-39504	Strategic Equities
	200	STARBUCKS CORP(SBUX)	05/17/2011	$35.10	$53.32	$7,019	$10,664	$3,645	1.3%	888-39504	Strategic Equities
	200	STARBUCKS CORP(SBUX)	12/09/2010	$32.57	$53.32	$6,515	$10,664	$4,149	1.3%	888-39504	Strategic Equities
Total	**850**					**$34,345**	**$45,322**	**$10,977**	**1.3%**		
	150	STRYKER CORP(SYK)	02/17/2012	$53.68	$55.10	$8,051	$8,265	$214	1.5%	888-39504	Strategic Equities
	125	STRYKER CORP(SYK)	01/12/2012	$52.39	$55.10	$6,549	$6,888	$339	1.5%	888-39504	Strategic Equities
	175	STRYKER CORP(SYK)	01/10/2012	$52.09	$55.10	$9,116	$9,643	$526	1.5%	888-39504	Strategic Equities
	200	STRYKER CORP(SYK)	01/05/2012	$51.23	$55.10	$10,245	$11,020	$775	1.5%	888-39504	Strategic Equities
Total	**650**					**$33,962**	**$35,815**	**$1,853**	**1.5%**		
	200	THE WALT DISNEY CO.(DIS)	02/24/2012	$41.49	$48.50	$8,298	$9,700	$1,402	1.2%	888-39504	Strategic Equities
	300	THE WALT DISNEY CO.(DIS)	11/18/2011	$35.59	$48.50	$10,675	$14,550	$3,875	1.2%	888-39504	Strategic Equities
	300	THE WALT DISNEY CO.(DIS)	08/11/2011	$32.26	$48.50	$9,679	$14,550	$4,871	1.2%	888-39504	Strategic Equities
	150	THE WALT DISNEY CO.(DIS)	08/05/2011	$35.11	$48.50	$5,266	$7,275	$2,009	1.2%	888-39504	Strategic Equities
	250	THE WALT DISNEY CO.(DIS)	09/07/2010	$34.32	$48.50	$8,581	$12,125	$3,544	1.2%	888-39504	Strategic Equities
	200	THE WALT DISNEY CO.(DIS)	05/11/2010	$35.71	$48.50	$7,142	$9,700	$2,558	1.2%	888-39504	Strategic Equities
Total	**1,400**					**$49,642**	**$67,900**	**$18,258**	**1.2%**		
	400	TIBCO SOFTWARE INC(TIBX)	05/24/2012	$29.58	$29.92	$11,832	$11,968	$136	0.0%	888-39504	Strategic Equities
	275	TIBCO SOFTWARE INC(TIBX)	04/09/2012	$32.53	$29.92	$8,945	$8,228	($717)	0.0%	888-39504	Strategic Equities
	325	TIBCO SOFTWARE INC(TIBX)	03/14/2012	$29.88	$29.92	$9,710	$9,724	$14	0.0%	888-39504	Strategic Equities
Total	**1,000**					**$30,487**	**$29,920**	**($567)**	**0.0%**		
	150	TIME WARNER CABLE(TWC)	11/23/2011	$58.54	$82.10	$8,781	$12,315	$3,534	0.0%	888-39504	Strategic Equities
	150	TIME WARNER CABLE(TWC)	10/31/2011	$63.73	$82.10	$9,559	$12,315	$2,756	0.0%	888-39504	Strategic Equities
	100	TIME WARNER CABLE(TWC)	09/21/2011	$65.96	$82.10	$6,596	$8,210	$1,614	0.0%	888-39504	Strategic Equities
	125	TIME WARNER CABLE(TWC)	03/04/2011	$71.10	$82.10	$8,887	$10,263	$1,375	0.0%	888-39504	Strategic Equities
	200	TIME WARNER CABLE(TWC)	08/19/2009	$34.04	$82.10	$6,807	$16,420	$9,613	0.0%	888-39504	Strategic Equities
	25	TIME WARNER CABLE(TWC)	05/05/2009	$33.88	$82.10	$847	$2,053	$1,206	0.0%	888-39504	Strategic Equities
Total	**750**					**$41,477**	**$61,575**	**$20,098**	**0.0%**		

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	300	TRANSOCEAN LTD(RIG)	11/10/2011	$49.68	$44.73	$14,905	$13,419	($1,486)	0.0%	888-39504	Strategic Equities
	150	TRANSOCEAN LTD(RIG)	08/09/2011	$51.66	$44.73	$7,748	$6,710	($1,039)	0.0%	888-39504	Strategic Equities
	200	TRANSOCEAN LTD(RIG)	08/02/2011	$60.31	$44.73	$12,062	$8,946	($3,116)	0 0%	888-39504	Strategic Equities
Total	**650**					**$34,715**	**$29,075**	**($5,640)**	**0.0%**		
	225	TRW AUTOMOTIVE HOLDINGS CORP(TRW)	10/27/2011	$42.75	$36.76	$9,618	$8,271	($1,347)	0 0%	888-39504	Strategic Equities
	175	TRW AUTOMOTIVE HOLDINGS CORP(TRW)	10/26/2011	$40.50	$36.76	$7,088	$6,433	($655)	0.0%	888-39504	Strategic Equities
	250	TRW AUTOMOTIVE HOLDINGS CORP(TRW)	05/26/2011	$54.81	$36.76	$13,702	$9,190	($4,512)	0.0%	888-39504	Strategic Equities
Total	**650**					**$30,408**	**$23,894**	**($6,514)**	**0.0%**		
	800	TYSON FOODS INC-CL A(TSN)	06/23/2011	$18.55	$18 83	$14,839	$15,064	$225	0.9%	888-39504	Strategic Equities
	700	TYSON FOODS INC-CL A(TSN)	05/02/2011	$19.86	$18.83	$13,901	$13,181	($720)	0 9%	888-39504	Strategic Equities
Total	**1,500**					**$28,740**	**$28,245**	**($495)**	**0.9%**		
	325	UNION PACIFIC CORP(UNP)	06/22/2012	$114.95	$119.31	$37,358	$38,776	$1,417	2.0%	888-39504	Strategic Equities
	150	UNITEDHEALTH GROUP INC(UNH)	04/12/2012	$58.38	$58.50	$8,757	$8,775	$18	1.5%	888-39504	Strategic Equities
	400	UNITEDHEALTH GROUP INC(UNH)	08/11/2011	$42 81	$58.50	$17,125	$23,400	$6,275	1 5%	888-39504	Strategic Equities
	400	UNITEDHEALTH GROUP INC(UNH)	08/08/2011	$42.64	$58.50	$17,056	$23,400	$6,344	1 5%	888-39504	Strategic Equities
	200	UNITEDHEALTH GROUP INC(UNH)	06/22/2011	$52.26	$58.50	$10,453	$11,700	$1,247	1.5%	888-39504	Strategic Equities
Total	**1,150**					**$53,391**	**$67,275**	**$13,884**	**1.5%**		
	1,200	US BANCORP(USB)	06/12/2012	$30.48	$32 16	$36,574	$38,592	$2,018	2.4%	888-39504	Strategic Equities
	275	VERTEX PHARMACEUTICALS INC(VRTX)	01/05/2012	$33.11	$55 92	$9,104	$15,378	$6,274	0 0%	888-39504	Strategic Equities
	250	VIACOM INC-CLASS B(VIAB)	06/08/2011	$48 55	$47.02	$12,138	$11,755	($383)	2.3%	888-39504	Strategic Equities
	300	VIACOM INC-CLASS B(VIAB)	05/31/2011	$50.20	$47.02	$15,059	$14,106	($953)	2.3%	888-39504	Strategic Equities
	550	VIACOM INC-CLASS B(VIAB)	11/23/2010	$37.39	$47.02	$20,562	$25,861	$5,299	2.3%	888-39504	Strategic Equities
Total	**1,100**					**$47,759**	**$51,722**	**$3,963**	**2.3%**		
	375	VISA INC - CLASS A SHRS(V)	06/26/2012	$123.04	$123.63	$46,140	$46,361	$222	0.7%	888-39504	Strategic Equities
	75	VISA INC - CLASS A SHRS(V)	03/07/2012	$115 34	$123.63	$8,651	$9,272	$622	0 7%	888-39504	Strategic Equities
	200	VISA INC - CLASS A SHRS(V)	08/04/2011	$85.68	$123.63	$17,135	$24,726	$7,591	0.7%	888-39504	Strategic Equities
Total	**650**					**$71,926**	**$80,360**	**$8,434**	**0.7%**		
	375	WAL-MART STORES INC(WMT)	05/21/2012	$62.92	$69.72	$23,595	$26,145	$2,550	2.3%	888-39504	Strategic Equities
	300	WELLPOINT INC(WLP)	05/17/2012	$65.91	$63.79	$19,773	$19,137	($636)	1.8%	888-39504	Strategic Equities
	200	WELLPOINT INC(WLP)	09/08/2011	$64.06	$63.79	$12,812	$12,758	($54)	1 8%	888-39504	Strategic Equities
	150	WELLPOINT INC(WLP)	05/25/2011	$77.13	$63.79	$11,570	$9,569	($2,001)	1 8%	888-39504	Strategic Equities
	200	WELLPOINT INC(WLP)	04/29/2011	$76.33	$63 79	$15,265	$12,758	($2,507)	1 8%	888-39504	Strategic Equities
	350	WELLPOINT INC(WLP)	04/26/2011	$73.04	$63.79	$25,564	$22,327	($3,238)	1.8%	888-39504	Strategic Equities

BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

Equities

	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	300	WELLPOINT INC(WLP)	03/09/2011	$69.23	$63.79	$20,769	$19,137	($1,632)	1.8%	888-39504	Strategic Equities
Total	1,500					$105,753	$95,685	($10,068)	1.8%		
	1,200	WELLS FARGO & COMPANY(WFC)	03/21/2012	$34.23	$33.44	$41,081	$40,128	($953)	2.6%	888-39504	Strategic Equities
	450	WELLS FARGO & COMPANY(WFC)	03/20/2012	$34 11	$33.44	$15,350	$15,048	($302)	2.6%	888-39504	Strategic Equities
	250	WELLS FARGO & COMPANY(WFC)	03/08/2012	$31.25	$33.44	$7,812	$8,360	$548	2.6%	888-39504	Strategic Equities
	300	WELLS FARGO & COMPANY(WFC)	02/10/2012	$30.23	$33.44	$9,068	$10,032	$964	2 6%	888-39504	Strategic Equities
	450	WELLS FARGO & COMPANY(WFC)	02/09/2012	$30.56	$33 44	$13,752	$15,048	$1,296	2 6%	888-39504	Strategic Equities
	337	WELLS FARGO & COMPANY(WFC)	04/22/2010	$33.50	$33 44	$11,289	$11,269	($20)	2 6%	888-39504	Strategic Equities
	13	WELLS FARGO & COMPANY(WFC)	05/08/2009	$22.00	$33 44	$286	$435	$149	2 6%	888-39504	Strategic Equities
Total	3,000					$98,638	$100,320	$1,682	2.6%		
	200	YUMI BRANDS INC(YUM)	06/01/2012	$66.80	$64 42	$13,359	$12,884	($475)	1.8%	888-39504	Strategic Equities
TOTAL Equities						$8,894,503	$8,182,603	($711,900)	1.2%		
							$4,329 AI				

CollegeBound Fund/Other

	Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	245.629	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS(ANAYX)	06/22/2012	$8.44	$8.46	$2,073	$2,078	$5	3 3%	888-39504	Global Bond Fund
	234.355	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS(ANAYX)	05/22/2012	$8.42	$8 46	$1,973	$1,983 $865 AI	$9	3.3%	888-39504	Global Bond Fund
	94,228.039	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS(ANAYX)	03/03/2011	$8.31	$8.46	$783,035	$797,169	$14,134	3.3%	888-39504	Global Bond Fund
Total	94,708.023					$787,081	$801,230	$14,148	3.3%		
TOTAL CollegeBound Fund/Other						$787,081	$802,095	$14,148	3.3%		

NET PORTFOLIO VALUE

Quantity	Holding	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
NET PORTFOLIO VALUE					$21,201,336	$20,627,307	($583,355)	1.0%		

(3,003,673) Cost basis tracked separately

18,197,663

BERNSTEIN
Global Wealth Management

Holdings By Lot

Relationship: Carylon Foundation
As of June 29, 2012

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.
- Fixed income security yields are updated monthly. The value represents the Yield to Maturity, with the exception of cases where the Yield to Call is more appropriate.
- Market values are updated daily with the following exceptions: *municipal bonds are updated weekly, forwards are updated monthly.*
- Market value information, including prices and accrued income, has been obtained from sources we believe to be reliable. We make no statement or warranty that any quoted value necessarily reflects the proceeds which may be received on the sale of a security.
- 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.

Form **8868** (Rev. January 2012)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CARYLON FOUNDATION	[X] 36-6033583
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 2500 W. ARTHINGTON STREET	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60612	

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

- The books are in the care of ▶ MARCIE HEMMELSTEIN 2500 ARTHINGTON STREET - CHICAGO, IL 60612
  Telephone No. ▶ 312-666-7700 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
▶ [X] 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	$ 20,595.
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	$ 10,595.
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	$ 10,000.

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

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

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: CARYLON FOUNDATION	Employer identification number (EIN) or [X] 36-6033583
	Number, street, and room or suite no. If a P.O. box, see instructions. 2500 W. ARTHINGTON STREET	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60612	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	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.

- The books are in the care of ▶ MARCIE HEMMELSTEIN 2500 ARTHINGTON STREET - CHICAGO, IL 60612

  Telephone No. ▶ 312-666-7700 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
ADDITIONAL TIME IS NEEDED IN ORDER TO COMPILE THE INFORMATION THAT IS NECESSARY FOR A COMPLETE AND ACCURATE RETURN.

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	$ 20,595.
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	$ 29,320.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 2/13/13