EXTENSION GRANTED TO NOVEMBER 15, 2013

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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
CAROL AND ALAN J. BERNON FAMILY
CHARITABLE FOUNDATION

A Employer identification number
04-6661364

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 8510 BERNON FAMILY OFFICE

B Telephone number
401-943-3000

City or town, state, and ZIP code
CRANSTON, RI 02920-0510

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)* ▶$ 9,824,709.

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)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	56,876.	56,876.		STATEMENT 1
	4	Dividends and interest from securities	50,417.	50,417.		STATEMENT 2
	5a	Gross rents	2.	2.		STATEMENT 3
	b	Net rental income or (loss) 2.				
	6a	Net gain or (loss) from sale of assets not on line 10	20,450.			
	b	Gross sales price for all assets on line 6a 1,051,291.				
	7	Capital gain net income (from Part IV, line 2)		20,450.		
	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	212,919.	212,919.		STATEMENT 4
	12	Total Add lines 1 through 11	340,664.	340,664.		
Operating and Administrative Expenses	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				
	17	Interest				
	18	Taxes STMT 5	12,793.	2,668.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	65,522.	65,522.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	78,315.	68,190.		0.
	25	Contributions, gifts, grants paid	231,000.			231,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	309,315.	68,190.		231,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	31,349.			
	b	**Net investment income** (if negative, enter -0-)		272,474.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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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			
	2	Savings and temporary cash investments	795,283.	1,517,441.	1,517,441.
	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 7	830,181.	840,772.	880,314.
	b	Investments - corporate stock STMT 8	1,281,567.	1,511,414.	1,905,316.
	c	Investments - corporate bonds STMT 9	544,484.	546,279.	596,867.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	5,841,463.	5,730,907.	4,924,771.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,292,978.	10,146,813.	9,824,709.
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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,292,978.	10,146,813.	
	30	**Total net assets or fund balances**	9,292,978.	10,146,813.	
	31	**Total liabilities and net assets/fund balances**	9,292,978.	10,146,813.	

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	9,292,978.
2	Enter amount from Part I, line 27a	2	31,349.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	822,486.
4	Add lines 1, 2, and 3	4	10,146,813.
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	10,146,813.

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	1,051,291.		1,030,841.	20,450.

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				20,450.

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	20,450.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,563,041.	10,393,454.	.150387
2010	774,450.	10,362,909.	.074733
2009	192,300.	10,452,491.	.018398
2008	1,360,515.	10,116,578.	.134484
2007	2,282,032.	9,214,285.	.247662

2 **Total** of line 1, column (d)	2	.625664
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	.125133
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,515,566.
5 Multiply line 4 by line 3	5	1,190,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,725.
7 Add lines 5 and 6	7	1,193,436.
8 Enter qualifying distributions from Part XII, line 4	8	231,000.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	5,449.
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	5,449.
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	5,449.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,698.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	14,698.
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	9,249.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		9,249. **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) ▶ MA			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ GERALD T. RENZA Telephone no. ▶401-943-3000

Located at ▶P.O BOX 8510 BERNON FAMILY OFFICE, CRANSTON, RI ZIP+4 ▶02920-0510

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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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 ☒ 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 ☒ 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
ALAN J. BERNON 3721 BEVERLY DRIVE DALLAS, TX 75205	TRUSTEE 10.00	0.	0.	0.
CAROL BERNON 3721 BEVERLY DRIVE DALLAS, TX 75205	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the *number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.*	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	8,519,831.
b	Average of monthly cash balances			1b	1,140,642.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	9,660,473.
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	9,660,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	144,907.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	9,515,566.
6	**Minimum investment return.** Enter 5% of line 5			6	475,778.

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	475,778.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,449.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	470,329.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	470,329.
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	470,329.

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	231,000.
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	231,000.
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	231,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					470,329.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	1,840,254.				
b From 2008	854,686.				
c From 2009					
d From 2010	266,111.				
e From 2011	1,056,106.				
f Total of lines 3a through e		4,017,157.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 231,000.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					231,000.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		239,329.			239,329.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,777,828.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		1,600,925.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,176,903.			
10 Analysis of line 9:					
a Excess from 2008	854,686.				
b Excess from 2009					
c Excess from 2010	266,111.				
d Excess from 2011	1,056,106.				
e Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

SEE STATEMENT 11

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 12				231,000.
Total			▶ 3a	231,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	56,876.	
4 Dividends and interest from securities			14	50,417.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	2.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	212,882.	
8 Gain or (loss) from sales of assets other than inventory			18	20,450.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PAUL ASSOCIATES II, L.P.			01	37.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		340,664.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 340,664.

(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

▶ Alan J Bernon | 11-14-13 ▶

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
DONNA T. CACCIA, CPA, MST, CFP	Donna T Caccia CPA	11/14/13		P00372862
Firm's name ▶ CAYER CACCIA, LLP			Firm's EIN ▶ 14-1887712	
Firm's address ▶ 931 JEFFERSON BLVD SUITE 2007 WARWICK, RI 02886			Phone no. 401-732-8900	

CAROL AND ALAN J. BERNON FAMILY CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
04-6661364 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE BNY MELLON A/C #200 REALIZED GAIN/LOSS SCHEDU	P	VARIOUS	VARIOUS
b	SEE BNY MELLON A/C #200 REALIZED GAIN/LOSS SCHEDU	P	VARIOUS	VARIOUS
c	227 FHLMC POOL	P	03/15/11	12/15/12
d	PAUL ASSOCIATES II, L.P.	P	VARIOUS	VARIOUS
e	PAUL ASSOCIATES II, L.P.	P	VARIOUS	VARIOUS
f	SUMMIT ROCK DIVERSIFIED STRATEGIES PORTFOLIO			
g	SUMMIT ROCK HEDGED EQUITY PORTFOLIO	P		
h	SUMMIT ROCK NATURAL RESOURCES PORTFOLIO			
i	SUMMIT ROCK STRATEGIC FIXED INCOME PORTFOLIO	P		
j	SUMMIT ROCK SELECT EQUITY PORTFOLIO	P		
k				
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	624,007.		622,212.	1,795.
b	386,392.		370,289.	16,103.
c	227.		227.	0.
d			56.	-56.
e	15,497.			15,497.
f			12,431.	-12,431.
g	7,765.			7,765.
h			25,626.	-25,626.
i	13,132.			13,132.
j	4,271.			4,271.
k				
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				1,795.
b				16,103.
c				0.
d				-56.
e				15,497.
f				-12,431.
g				7,765.
h				-25,626.
i				13,132.
j				4,271.
k				
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	20,450.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
BNY MELLON, N.A. #200	55,110.
BNY MELLON, N.A. #200 ACCRETION OF DISCOUNT	1,137.
PAUL ASSOCIATES II, L.P.	629.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	56,876.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON, N.A. #005	45,731.	0.	45,731.
BNY MELLON, N.A. #200	1.	0.	1.
PAUL ASSOCIATES II, L.P.	4,685.	0.	4,685.
TOTAL TO FM 990-PF, PART I, LN 4	50,417.	0.	50,417.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PAUL ASSOCIATES II, L.P.	1	2.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PAUL ASSOCIATES II, L.P.	-9.	-9.	
LONE PINON, LTD.	212,891.	212,891.	
PAUL ASSOCIATES II, L.P.	37.	37.	
TOTAL TO FORM 990-PF, PART I, LINE 11	212,919.	212,919.	

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES PAID	125.	0.		0.
FOREIGN TAXES PAID	2,668.	2,668.		0.
FEDERAL TAXES PAID	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,793.	2,668.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAUL ASSOCIATES II, L.P.	3,964.	3,964.		0.
LONE PINON, LTD MANAGEMENT FEE	31,272.	31,272.		0.
INVESTMENT ADVISORY FEES	30,286.	30,286.		0.
TO FORM 990-PF, PG 1, LN 23	65,522.	65,522.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON N A	X		840,772.	880,314.
TOTAL U.S. GOVERNMENT OBLIGATIONS			840,772.	880,314.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			840,772.	880,314.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON N A	1,511,414.	1,905,316.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,511,414.	1,905,316.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON N A	546,279.	596,867.
TOTAL TO FORM 990-PF, PART II, LINE 10C	546,279.	596,867.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONE PINON, LTD	COST	1,000,000.	1,561,871.
PAUL ASSOCIATES II, L.P.	COST	87,907.	128,699.
ANCHORAGE CAPITAL PARTNERS	COST	0.	0.
SUMMIT ROCK HEDGED EQUITY	COST	396,000.	223,914.
SUMMIT ROCK DIVERSIFIED STRATEGIES	COST	1,647,000.	1,478,880.
SUMMIT ROCK STRATEGIC FIXED INCOME	COST	800,000.	621,906.
SUMMIT ROCK NATURAL RESOURCES	COST	600,000.	401,437.
SUMMIT ROCK SELECT EQUITY	COST	1,200,000.	508,064.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,730,907.	4,924,771.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ALAN J. BERNON
CAROL BERNON

CB & AJB Family Charitable Foundation
Charities Address Listing
F/Y/E December 31, 2012

Donee	Street Address	City	State	Zip	Donation
Society of MSKCC	1233 York Ave	New York	NY	10065	25,000
Tisch School for the Arts	721 Broadway, 12 Floor	New York	NY	10003	50,000
The Leukemia & Lymphoma Society	6811 Shawnee Mission Pkwy, Ste 202	Shawnee Mission	KS	66202	5,000
Worcester Academy	81 Providence Street	Worcester	MA	01604	6,000
Big Brothers Big Sisters of America	230 North 13th Street	Philadelphia	PA	19107	50,000
Hofstra University	102C Hofstra Hall	Hempstead	NY	11549	10,000
Gill Children's Service	555 Hemphill St, Ste 200	Fort Worth	TX	76104	5,000
Berkshire Hills Music Academy	48 Woodbridge Street	South Hadley	MA	01075	20,000
Big Brothers Big Sisters	450 E. John Carpenter Freeway	Irving	TX	75062	20,000
Friends of B'Nai Israel Cemetery	PO Box 250	Slatersville	RI	02876	15,000
Child Mind Institute, Inc.	445 Park Ave	New York	NY	10022	5,000
DFA Cares Foundation	10220 N Ambassador Drive	Kansas City	MO	64153	10,000
Dallas Tennis Association	6060 Dilbeck Lane	Dallas	TX	75240	10,000
					231,000

STATEMENT 12

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0MA0708	MA0708A	31417YYE1	69 12	05/19/11	02/25/12	$69.12	$71.41	$-2.29
FNMA POOL #0975268	975268A	31414S6D0	314 94	04/20/11	02/25/12	$314 94	$336.46	$-21.52
FNMA POOL #0AH4794	AH4794A	3138A6KG4	23 99	12/29/11	02/25/12	$23.99	$25 90	$-1 91
FNMA POOL #0AL0219	AL0219A	3138EGG57	543.5	10/20/11	02/25/12	$543.50	$552.33	$-8.83
FNMA POOL #0AE5895	AE5895A	31419GRR7	658 23	09/21/11	02/25/12	$658.23	$683.74	$-25 51
FNMA POOL #0AL0201	AL0201A	3138EGGK4	229.05	04/15/11	02/25/12	$229.05	$246.05	$-17.00
FNMA POOL #0AH3519	AH3519A	3138A44D4	124 54	11/15/11	02/25/12	$124.54	$129.64	$-5.10
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	331.93	09/14/11	02/25/12	$331.93	$348.32	$-16.39
COMMIT TO PUR FNMA SF MTG	CTP0042E	01F032633	15000	02/09/12	03/05/12	$15,513.28	$15,509.18	$4.10
COMMIT TO PURCHASE FHLMC	CTP0027F	02R030434	20000	02/14/12	03/05/12	$20,750.00	$20,747 66	$2.34
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	147.86	12/29/11	03/15/12	$147.86	$164 31	$-16.45
FHLMC POOL #A9-5160	A95160F	312943WV1	201 77	04/08/11	03/15/12	$201.77	$197 56	$4 21
FHLMC POOL #G0-6222	G06222F	3128M8G73	180.96	04/08/11	03/15/12	$180 96	$177 18	$3.78
JEFFERIES GROUP INC NEW		472319AA0	5000	11/09/11	03/15/12	$5,000.00	$5,000 00	$0 00
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	981 73	09/23/11	03/15/12	$981.73	$1,046.77	$-65.04
TELEFONICA SA	TEL 19	87938WAH6	5000	01/24/12	03/20/12	$5,169.80	$5,061.55	$108.25
FNMA POOL #0AH4794	AH4794A	3138A6KG4	252 46	12/29/11	03/25/12	$252.46	$272.58	$-20 12
FNMA POOL #0AH3519	AH3519A	3138A44D4	132.07	11/15/11	03/25/12	$132 07	$137 48	$-5 41
FNMA POOL #0AL0201	AL0201A	3138EGGK4	221 47	04/15/11	03/25/12	$221 47	$237.91	$-16 44
FNMA POOL #0MA0708	MA0708A	31417YYE1	100 31	05/19/11	03/25/12	$100.31	$103 63	$-3.32
FNMA POOL #0975268	975268A	31414S6D0	389 7	04/20/11	03/25/12	$389.70	$416.32	$-26 62
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	341 91	09/14/11	03/25/12	$341.91	$358 79	$-16.88
FNMA POOL #0AB4113	AB4113A	31417ASB6	62 86	02/03/12	03/25/12	$62.86	$65.25	$-2 39
FNMA POOL #0AE5895	AE5895A	31419GRR7	143 07	09/21/11	03/25/12	$143.07	$148.61	$-5.54
FNMA POOL #0AL0219	AL0219A	3138EGG57	692 6	10/20/11	03/25/12	$692.60	$703.85	$-11.25
UNITED STATES T-NOTE 1 25%	UNIT14	912828QC7	5000	04/19/11	03/28/12	$5,089.43	$5,017.19	$72.24
U S TREASURY NTS	UNIT21	912828RR3	5000	11/28/11	04/04/12	$4,910 89	$5,017 60	$-106.71
U S TREASURY NTS	UNIT21	912828RR3	5000	11/28/11	04/05/12	$4,930.43	$5,017.60	$-87.17

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AE5895	AE5895A	31419GRR7	19151 2	09/21/11	04/09/12	$19,989.07	$19,893.30	$95.77
COMMIT TO PUR FHLMC GOLD SFM	CTP0042J	02R032646	15000	03/05/12	04/09/12	$15,514.45	$15,437.11	$77.34
COMMIT TO PUR FHLMC GOLD SFM	CTP0026A	02R030442	20000	03/05/12	04/11/12	$20,825.00	$20,693 75	$131 25
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	584 03	09/23/11	04/15/12	$584 03	$622 72	$-38.69
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	145 71	12/29/11	04/15/12	$145.71	$161.92	$-16 21
FNMA POOL #0MA0708	MA0708A	31417YYE1	23884.05	05/19/11	04/18/12	$26,149.30	$24,675.22	$1,474.08
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	4375 96	09/23/11	04/19/12	$4,665.18	$4,665 87	$-0.69
UNITED STATES T-NOTE 2.25% 7	UNIT18	912828QY9	20000	08/24/11	04/24/12	$21,287.42	$20,878.21	$409.21
U S TREASURY NTS	UNIT21	912828RR3	10000	01/20/12	04/24/12	$10,062.07	$10,009.03	$53.04
US TREASURY NOTE 0 875% 11	UNIT16	912828RU6	5000	12/21/11	04/24/12	$5,022.64	$5,003.73	$18.91
FNMA POOL #0AH3519	AH3519A	3138A44D4	106 35	11/15/11	04/25/12	$106 35	$110.70	$-4.35
FNMA POOL #0AH4794	AH4794A	3138A6KG4	216.81	12/29/11	04/25/12	$216 81	$234 09	$-17.28
FNMA POOL #0AE5895	AE5895A	31419GRR7	394 89	09/21/11	04/25/12	$394.89	$410.19	$-15.30
FNMA POOL #0AL0219	AL0219A	3138EGG57	1166 96	10/20/11	04/25/12	$1,166 96	$1,185.92	$-18.96
FNMA POOL #0AK2717	AK2717A	3138E7AT1	224.94	02/23/12	04/25/12	$224.94	$238.40	$-13 46
FNMA POOL #0MA0708	MA0708A	31417YYE1	92 57	05/19/11	04/25/12	$92.57	$95 64	$-3 07
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	397.87	09/14/11	04/25/12	$397.87	$417.51	$-19.64
FNMA POOL #0AB4113	AB4113A	31417ASB6	400 4	02/03/12	04/25/12	$400.40	$415.60	$-15.20
COMMIT TO PUR FHLMC GOLD SFM		02R032653	15000	04/09/12	05/10/12	$15,590 63	$15,468 75	$121.88
COMMIT TO PUR FHLMC GOLD SFM	CTP0027G	02R030459	25000	04/11/12	05/15/12	$26,123.05	$25,960 94	$162.11
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	602 59	09/23/11	05/15/12	$602.59	$642 51	$-39.92
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	167.82	12/29/11	05/15/12	$167.82	$186.49	$-18.67
APACHE CORP 3 25% 4/15/22	APA 22	037411AZ8	5000	04/05/12	05/17/12	$5,126.80	$5,023 80	$103.00
U S TREASURY NOTE	UNIT14	912828QM5	5000	05/27/11	05/18/12	$5,067.57	$5,025.21	$42.36
APACHE CORP 3 25% 4/15/22	APA 22	037411AZ8	5000	04/03/12	05/22/12	$5,096.35	$4,983.05	$113.30
FNMA POOL #0AK5762	AK5762A	3138EAML8	127.63	03/28/12	05/25/12	$127 63	$134.33	$-6.70
FNMA POOL #0AK2717	AK2717A	3138E7AT1	226 8	02/23/12	05/25/12	$226.80	$240 37	$-13 57
FNMA POOL #0AB4113	AB4113A	31417ASB6	122.64	02/03/12	05/25/12	$122.64	$127.30	$-4.66

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	261.3	09/14/11	05/25/12	$261 30	$274 20	$-12.90
FNMA POOL #0AH3519	AH3519A	3138A44D4	74 35	11/15/11	05/25/12	$74.35	$77.39	$-3.04
FNMA POOL #0AL0219	AL0219A	3138EGG57	653.67	10/20/11	05/25/12	$653.67	$664 29	$-10.62
FNMA POOL #0AH4794	AH4794A	3138A6KG4	109 52	12/29/11	05/25/12	$109 52	$118 25	$-8 73
COMMIT TO PUR FNMA SF MTG	CTP0041D	01F032666	20000	05/10/12	06/06/12	$20,956.25	$20,770.31	$185.94
COMMIT TO PUR FHLMC GOLD SFM		02R030467	25000	05/15/12	06/06/12	$26,074.22	$26,062 50	$11.72
U S TREASURY NOTE	UST0714	912828QS2	5000	06/22/11	06/06/12	$5,047.23	$5,011 91	$35.32
US TREASURY NOTE 0 875% 11	UNIT16	912828RU6	5000	12/21/11	06/07/12	$5,050.18	$5,003.73	$46.45
FNMA POOL #0AB4113	AB4113A	31417ASB6	13736 99	02/03/12	06/14/12	$14,400.23	$14,258.56	$141.67
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	605 68	09/23/11	06/15/12	$605.68	$645.81	$-40.13
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	881 49	04/18/12	06/15/12	$881.49	$954.08	$-72 59
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	155 54	12/29/11	06/15/12	$155.54	$172.84	$-17 30
FNMA POOL #0AL0219	AL0219A	3138EGG57	725 02	10/20/11	06/25/12	$725.02	$736.80	$-11.78
FNMA POOL #0AK5762	AK5762A	3138EAML8	21.93	03/28/12	06/25/12	$21.93	$23 08	$-1.15
FNMA POOL #0AK2717	AK2717A	3138E7AT1	36.91	02/23/12	06/25/12	$36.91	$39.12	$-2.21
FNMA POOL #0AB4113	AB4113A	31417ASB6	197.98	02/03/12	06/25/12	$197.98	$205.50	$-7.52
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	368 41	09/14/11	06/25/12	$368.41	$386 60	$-18.19
FNMA POOL #0AH4794	AH4794A	3138A6KG4	81 95	12/29/11	06/25/12	$81.95	$88.48	$-6.53
FNMA POOL #0AH3519	AH3519A	3138A44D4	97 86	11/15/11	06/25/12	$97.86	$101.87	$-4.01
U S TREASURY NOTE	UST0614	912828QU7	5000	08/05/11	06/28/12	$5,030.26	$5,022.07	$8.19
U S TREASURY NOTE	UST0614	912828QU7	5000	08/05/11	06/29/12	$5,029.28	$5,022.07	$7.21
U S TREASURY NOTE 1 25% 4	UNIT19	912828ST8	15000	05/18/12	06/29/12	$15,169.86	$15,087.95	$81 91
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	124.71	12/29/11	07/15/12	$124.71	$138.58	$-13.87
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	725.74	04/18/12	07/15/12	$725 74	$785 50	$-59.76
FHLMC POOL #J1-6933	J16933F	3128PWV21	740 01	06/06/12	07/15/12	$740 01	$772.62	$-32.61
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	647.31	09/23/11	07/15/12	$647 31	$690.19	$-42 88
FNMA POOL #0AH3519	AH3519A	3138A44D4	159 21	11/15/11	07/25/12	$159.21	$165 73	$-6.52
FNMA POOL #0AH4794	AH4794A	3138A6KG4	267.91	12/29/11	07/25/12	$267.91	$289.26	$-21.35

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AK2717	AK2717A	3138E7AT1	364.34	02/23/12	07/25/12	$364.34	$386 14	$-21.80
FNMA POOL #0AB4113	AB4113A	31417ASB6	306 48	02/03/12	07/25/12	$306.48	$318.12	$-11.64
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	557.16	09/14/11	07/25/12	$557.16	$584.67	$-27.51
FNMA POOL #0AK5762	AK5762A	3138EAML8	22 34	03/28/12	07/25/12	$22.34	$23 51	$-1.17
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	87.31	06/06/12	07/25/12	$87 31	$91 51	$-4.20
FNMA POOL #0AL0219	AL0219A	3138EGG57	722.19	10/20/11	07/25/12	$722.19	$733.93	$-11.74
HEWLETT-PACKARD CO 3 3% 12	HPQ 16	428236BU6	5000	12/06/11	08/09/12	$5,169.95	$4,989.50	$180.45
FHLMC POOL #J1-6933	J16933F	3128PWV21	20790.29	06/06/12	08/10/12	$21,810.31	$21,706 36	$103.95
FHLMC POOL #J1-6933	J16933F	3128PWV21	727.3	06/06/12	08/15/12	$727.30	$759.35	$-32.05
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	905 47	04/18/12	08/15/12	$905.47	$980.03	$-74 56
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	157.88	12/29/11	08/15/12	$157.88	$175 44	$-17.56
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	522.93	09/23/11	08/15/12	$522.93	$557.57	$-34.64
FHLMC GOLD J18958 2 5% 4	J18958F	3128PY5T7	48 4	07/11/12	08/15/12	$48.40	$50.26	$-1 86
U S TREASURY NOTE 2 0% 2	UNIT22	912828SF8	5000	05/18/12	08/20/12	$5,123.22	$5,142 21	$-18.99
U S TREASURY NTS	UNIT21	912828RR3	10000	06/28/12	08/20/12	$10,278.09	$10,440.27	$-162.18
U S TREASURE NOTE	UNIT22	912828SV3	5000	07/11/12	08/22/12	$5,016.97	$5,115.45	$-98 48
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	588 97	09/14/11	08/25/12	$588.97	$618 05	$-29.08
FNMA POOL #0AH3519	AH3519A	3138A44D4	144.19	11/15/11	08/25/12	$144.19	$150.09	$-5 90
FNMA POOL #0AH4794	AH4794A	3138A6KG4	241 4	12/29/11	08/25/12	$241 40	$260.64	$-19.24
FNMA POOL #0AL0219	AL0219A	3138EGG57	399 42	10/20/11	08/25/12	$399.42	$405 91	$-6.49
FNMA POOL #0AL1946	AL1946A	3138EJEU8	367 5	06/14/12	08/25/12	$367 50	$386.28	$-18.78
FNMA POOL #0AK2717	AK2717A	3138E7AT1	1219 29	02/23/12	08/25/12	$1,219 29	$1,292 26	$-72 97
FNMA POOL #0AK5762	AK5762A	3138EAML8	508.69	03/28/12	08/25/12	$508.69	$535.40	$-26.71
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	198 76	06/06/12	08/25/12	$198 76	$208.33	$-9.57
U S TREASURE NOTE	UNIT22	912828SV3	5000	06/29/12	09/10/12	$5,061.90	$5,045.33	$16.57
U S TREASURE NOTE	UNIT22	912828SV3	5000	07/11/12	09/10/12	$5,061.90	$5,115 45	$-53.55
FHLMC GOLD G05477 4.5% 5	G05477F	3128M7M29	1441.38	04/18/12	09/15/12	$1,441.38	$1,560.07	$-118.69
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	879 86	09/23/11	09/15/12	$879.86	$938.15	$-58 29

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC GOLD J18958 2 5% 4	J18958F	3128PY5T7	322 98	07/11/12	09/15/12	$322 98	$335.39	$-12.41
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	131 91	12/29/11	09/15/12	$131.91	$146.59	$-14.68
BARCLAYS BANK PLC	BCS 20	06739GAR0	10000	08/01/12	09/17/12	$11,214.80	$10,912.50	$302.30
FNMA POOL # AK6724A 3.0% 3	AK6724A	3138EBPJ8	9507.49	08/08/12	09/17/12	$9,904.13	$9,829.11	$75.02
FNMA POOL #0AL0219	AL0219A	3138EGG57	125.67	10/20/11	09/25/12	$125.67	$127.71	$-2 04
FNMA POOL #0AK2717	AK2717A	3138E7AT1	774.59	02/23/12	09/25/12	$774.59	$820.94	$-46.35
FNMA POOL #0AH3519	AH3519A	3138A44D4	143.41	11/15/11	09/25/12	$143.41	$149.28	$-5.87
FNMA POOL #0AH4794	AH4794A	3138A6KG4	100 76	12/29/11	09/25/12	$100 76	$108.79	$-8.03
FNMA POOL #0AK5762	AK5762A	3138EAML8	339 56	03/28/12	09/25/12	$339 56	$357 39	$-17.83
FNMA POOL # AB5994 3.0% 8	AB5994A	31417CUU7	105.48	08/06/12	09/25/12	$105.48	$111.78	$-6 30
FNMA POOL # AK6724A 3 0% 3	AK6724A	3138EBPJ8	176 56	08/08/12	09/25/12	$176 56	$182.53	$-5.97
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	307.15	06/06/12	09/25/12	$307.15	$321 93	$-14.78
FNMA POOL #0AL1946	AL1946A	3138EJEU8	247 15	06/14/12	09/25/12	$247.15	$259 78	$-12.63
U S TREASURY NOTE	WTN0717	912828TB6	5000	07/24/12	09/26/12	$5,038 26	$5,044.35	$-6.09
U S TREASURY NOTE	WTN0717	912828TB6	10000	08/08/12	10/02/12	$10,080.44	$10,019 53	$60 91
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	178 95	12/29/11	10/15/12	$178.95	$198.86	$-19.91
FHLMC GOLD J18958 2 5% 4	J18958F	3128PY5T7	242.78	07/11/12	10/15/12	$242.78	$252.11	$-9.33
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	384.04	04/18/12	10/15/12	$384 04	$415 66	$-31.62
FNMA POOL #0AL1946	AL1946A	3138EJEU8	246 33	06/14/12	10/25/12	$246.33	$258.92	$-12.59
FNMA POOL # AK6724A 3.0% 3	AK6724A	3138EBPJ8	147.75	08/08/12	10/25/12	$147.75	$152.75	$-5 00
FNMA POOL # AB5994 3 0% 8	AB5994A	31417CUU7	231 36	08/06/12	10/25/12	$231 36	$245.17	$-13.81
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	337.34	06/06/12	10/25/12	$337.34	$353 57	$-16.23
FNMA POOL #0AK5762	AK5762A	3138EAML8	173 61	03/28/12	10/25/12	$173.61	$182.72	$-9.11
FNMA POOL #0AK2717	AK2717A	3138E7AT1	1084 5	02/23/12	10/25/12	$1,084 50	$1,149.40	$-64.90
FNMA POOL #0AH4794	AH4794A	3138A6KG4	24.02	12/29/11	10/25/12	$24 02	$25 93	$-1.91
FNMA POOL #0AH3519	AH3519A	3138A44D4	321 51	11/15/11	10/25/12	$321.51	$334.67	$-13 16
U S. TREASURY NOTE 0 25% 1	UNIT15	912828RZ5	5000	01/13/12	11/13/12	$4,996 86	$4,985.76	$11.10
U S TREASURY NOTE	UTN0315	912828SP6	15000	04/11/12	11/13/12	$15,026.90	$14,975.39	$51.51

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	996.99	04/18/12	11/15/12	$996.99	$1,079.09	$-82.10
FHLMC GOLD J18958 2.5% 4	J18958F	3128PY5T7	168.04	07/11/12	11/15/12	$168.04	$174.50	$-6.46
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	212.05	12/29/11	11/15/12	$212.05	$235.64	$-23.59
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	14635 89	04/18/12	11/21/12	$15,879.94	$15,841.06	$38.88
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	537.22	06/06/12	11/25/12	$537.22	$563.07	$-25.85
FNMA POOL #0AL1946	AL1946A	3138EJEU8	22 8	06/14/12	11/25/12	$22.80	$23.96	$-1.16
FNMA POOL # AB5994 3 0% 8	AB5994A	31417CUU7	113.51	08/06/12	11/25/12	$113.51	$120.29	$-6.78
FNMA POOL #0MA1200	MA1200A	31418AKN7	37.99	09/17/12	11/25/12	$37.99	$39 97	$-1.98
FNMA POOL #0AH4794	AH4794A	3138A6KG4	319 74	12/29/11	11/25/12	$319.74	$345.22	$-25 48
FNMA POOL #0AK2717	AK2717A	3138E7AT1	1541 85	02/23/12	11/25/12	$1,541.85	$1,634.12	$-92 27
FNMA POOL #0AK5762	AK5762A	3138EAML8	899.45	03/28/12	11/25/12	$899.45	$946.67	$-47.22
U S TREASURE NOTE	UNIT22	912828SV3	10000	06/29/12	11/27/12	$10,142.93	$10,090 67	$52.26
FHLMC GOLD G05477 4.5% 5	G05477F	3128M7M29	1198.42	04/18/12	12/15/12	$1,198.42	$1,297.10	$-98.68
FHLMC GOLD J18958 2 5% 4	J18958F	3128PY5T7	91 47	07/11/12	12/15/12	$91.47	$94.99	$-3.52
FHLMC GOLD G04219 5 5% 4	G04219F	3128M6AU2	1147.37	10/22/12	12/15/12	$1,147.37	$1,257.45	$-110.08
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	169.15	12/29/11	12/15/12	$169.15	$187.97	$-18 82
FNMA POOL #0MA1200	MA1200A	31418AKN7	44.08	09/17/12	12/25/12	$44 08	$46 38	$-2.30
FNMA POOL # AB5994 3 0% 8	AB5994A	31417CUU7	115	08/06/12	12/25/12	$115.00	$121.86	$-6.86
FNMA POOL #0AL1946	AL1946A	3138EJEU8	611.33	06/14/12	12/25/12	$611.33	$642.57	$-31.24
FNMA POOL # AB5471 3 5% 6	AB5471A	31417CCH6	1007 84	06/06/12	12/25/12	$1,007.84	$1,056 34	$-48.50
FNMA POOL #0AK2717	AK2717A	3138E7AT1	572 51	02/23/12	12/25/12	$572 51	$606 77	$-34.26
FNMA POOL #0AK5762	AK5762A	3138EAML8	848 33	03/28/12	12/25/12	$848 33	$892 87	$-44 54
FNMA POOL #0AH4794	AH4794A	3138A6KG4	464 68	12/29/11	12/25/12	$464.68	$501.71	$-37.03
FHLMC GOLD J18958 2 5% 4	J18958F	3128PY5T7	197 67	07/11/12	01/15/13	$197.67	$205 27	$-7.60
FHLMC GOLD G05477 4 5% 5	G05477F	3128M7M29	919.35	04/18/12	01/15/13	$919 35	$995 05	$-75 70
FHLMC GOLD G04219 5 5% 4	G04219F	3128M6AU2	1451 5	10/22/12	01/15/13	$1,451 50	$1,590 75	$-139 25
FHLMC GOLD G18305 4.0% 4	G18305F	3128MMKT9	570.54	12/07/12	01/15/13	$570.54	$606.47	$-35 93
FHLMC GOLD POOL Q12934 3 0% 11		3132HPHK3	120.08	11/21/12	01/15/13	$120.08	$126.10	$-6.02

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0MA1200	MA1200A	31418AKN7	59 21	09/17/12	01/25/13	$59.21	$62.30	$-3.09
FNMA POOL # AB5994 3.0% 8	AB5994A	31417CUU7	400 8	08/06/12	01/25/13	$400.80	$424 72	$-23.92
FNMA POOL #0AL1946	AL1946A	3138EJEU8	352 8	06/14/12	01/25/13	$352 80	$370.83	$-18.03
FNMA POOL #0AK5762	AK5762A	3138EAML8	399.32	03/28/12	01/25/13	$399.32	$420.28	$-20.96
FNMA POOL #0AK2717	AK2717A	3138E7AT1	1051 6	02/23/12	01/25/13	$1,051.60	$1,114.53	$-62.93
FNMA POOL # AB5471 3.5% 6	AB5471A	31417CCH6	1183.29	06/06/12	01/25/13	$1,183 29	$1,240.24	$-56.95
Total short term gain/loss from sales:						$624,007.18	$622,211.88	$1,795.30

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
TIME WARNER INC 3 15% 7	TWX 15	887317AJ4	5000	07/07/10	01/10/12	$5,272 25	$4,994 05	$278.20
BARCLAYS BANK PLC 5.0% 9	BCS 16	06739FGF2	10000	09/17/09	01/18/12	$10,530.20	$9,987.10	$543.10
JPMORGAN CHASE & CO	JPM 14	46625HBV1	15000	02/17/10	01/20/12	$15,864.15	$15,753.90	$110.25
TELEFONICA EMISIONES 4 949% 1	TEL 15	87938WAJ2	5000	08/26/10	01/24/12	$5,118.75	$5,413 20	$-294.45
TELEFONICA EMISIONES 4.949% 1	TEL 15	87938WAJ2	10000	06/22/09	01/25/12	$10,236 90	$10,000.00	$236.90
U S TREASURY NOTE	UNIT14	912828PQ7	5000	01/21/11	02/08/12	$5,071.66	$4,991.23	$80 43
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	422.34	08/20/09	02/15/12	$422.34	$440.55	$-18.21
FHLMC GOLD POOL G30459 5.0% 5	G30459F	3128CUQL3	169.34	10/16/09	02/15/12	$169.34	$178 23	$-8.89
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	115.61	03/08/10	02/15/12	$115.61	$120.38	$-4.77
FHLMC POOL G0-5337	G05337F	3128M7HN9	293 43	06/10/10	02/15/12	$293.43	$315.16	$-21.73
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	92 55	12/29/10	02/15/12	$92.55	$98.78	$-6.23
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	201.65	12/17/10	02/15/12	$201.65	$205.46	$-3.81
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	502.46	08/06/09	02/15/12	$502.46	$518.24	$-15.78
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	693 33	07/22/10	02/15/12	$693 33	$736.45	$-43.12
GENERAL ELEC CAP CORP MEDIUM	GE 17	36962G3H5	10000	06/09/09	02/22/12	$11,452.50	$9,801.98	$1,650.52
GENERAL MLS INC NT	GIS 19	370334BH6	15000	06/25/09	02/24/12	$17,989.80	$15,588 90	$2,400.90

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	179.41	10/14/09	02/25/12	$179.41	$182 10	$-2.69
FNMA POOL #0AH3620	AH3620A	3138A5AW2	333.49	01/18/11	02/25/12	$333.49	$336.56	$-3.07
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	32.41	02/15/11	02/25/12	$32.41	$35.23	$-2.82
NYSE EURONEXT	NYX 13	629491AA9	5000	10/28/09	03/06/12	$5,255 70	$5,289.10	$-33.40
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	122.04	08/06/09	03/15/12	$122.04	$125.87	$-3.83
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	637.96	08/20/09	03/15/12	$637.96	$665.47	$-27 51
FHLMC GOLD POOL G30459 5 0% 5	G30459F	3128CUQL3	569 79	10/16/09	03/15/12	$569.79	$599 70	$-29.91
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	88 14	03/08/10	03/15/12	$88.14	$91.78	$-3.64
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	120.49	03/09/11	03/15/12	$120.49	$128 96	$-8.47
FHLMC POOL G0-5337	G05337F	3128M7HN9	157.04	06/10/10	03/15/12	$157.04	$168.67	$-11.63
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	303.77	12/17/10	03/15/12	$303.77	$309.51	$-5.74
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	847 73	07/22/10	03/15/12	$847.73	$900.45	$-52.72
FHLMC GOLD G04216 5.5% 12	G04216F	3128M6AR9	83.18	12/29/10	03/15/12	$83.18	$88 77	$-5.59
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	37.35	02/15/11	03/25/12	$37 35	$40 60	$-3.25
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	119.78	10/14/09	03/25/12	$119.78	$121.58	$-1.80
FNMA POOL #0AH3620	AH3620A	3138A5AW2	166	01/18/11	03/25/12	$166 00	$167 53	$-1.53
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	121.19	03/09/11	04/15/12	$121.19	$129.71	$-8.52
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	302.95	08/06/09	04/15/12	$302.95	$312.46	$-9.51
FHLMC POOL #G0-6222	G06222F	3128M8G73	529 71	04/08/11	04/15/12	$529.71	$518.95	$10.76
FHLMC POOL #A9-5160	A95160F	312943WV1	251.26	04/08/11	04/15/12	$251.26	$246.16	$5.10
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	384.02	12/17/10	04/15/12	$384.02	$391.28	$-7.26
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	710.95	07/22/10	04/15/12	$710.95	$755.16	$-44.21
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	115 84	12/29/10	04/15/12	$115.84	$123 63	$-7.79
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	565.23	08/20/09	04/15/12	$565.23	$589.61	$-24.38
FHLMC GOLD POOL G30459 5.0% 5	G30459F	3128CUQL3	702.64	10/16/09	04/15/12	$702.64	$739 53	$-36.89
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	95 45	03/08/10	04/15/12	$95 45	$99.39	$-3.94
FHLMC POOL G0-5337	G05337F	3128M7HN9	104 44	06/10/10	04/15/12	$104 44	$112.17	$-7.73
JOHNSON CTLS INC	JCI 16	478366AR8	10000	01/22/10	04/18/12	$11,311 30	$10,430.30	$881.00

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AL0201	AL0201A	3138EGGK4	236 23	04/15/11	04/25/12	$236 23	$253.76	$-17.53
FNMA POOL #0AH3620	AH3620A	3138A5AW2	233.7	01/18/11	04/25/12	$233.70	$235.85	$-2.15
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	229.73	10/14/09	04/25/12	$229.73	$233 18	$-3.45
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	56.9	02/15/11	04/25/12	$56.90	$61.85	$-4.95
FNMA POOL #0975268	975268A	31414S6D0	667 84	04/20/11	04/25/12	$667.84	$713.47	$-45.63
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	153.14	03/09/11	05/15/12	$153.14	$163 91	$-10 77
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	114.79	08/06/09	05/15/12	$114.79	$118.40	$-3.61
FHLMC POOL #G0-6222	G06222F	3128M8G73	902.71	04/08/11	05/15/12	$902.71	$884.82	$17.89
FHLMC POOL #A9-5160	A95160F	312943WV1	209 75	04/08/11	05/15/12	$209.75	$205.60	$4.15
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	432.69	12/17/10	05/15/12	$432 69	$440.87	$-8.18
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	559.73	07/22/10	05/15/12	$559 73	$594.54	$-34.81
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	122 09	12/29/10	05/15/12	$122 09	$130.30	$-8.21
FHLMC POOL G0-5337	G05337F	3128M7HN9	99 36	06/10/10	05/15/12	$99.36	$106.72	$-7.36
FHLMC GOLD POOL A90393 5.0% 12	A90393F	312938NJ8	123.18	03/08/10	05/15/12	$123.18	$128.26	$-5.08
FHLMC GOLD POOL G30459 5 0% 5	G30459F	3128CUQL3	250.54	10/16/09	05/15/12	$250.54	$263.69	$-13.15
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	644 9	08/20/09	05/15/12	$644.90	$672 71	$-27 81
KRAFT FOODS INC	KFT 20	50075NBA1	10000	09/08/10	05/18/12	$11,626.40	$11,040 80	$585.60
UNITED STATES T-NOTE 1 25%	UNIT14	912828QC7	5000	04/19/11	05/18/12	$5,088 88	$5,017 18	$71.70
FNMA POOL #0AH3620	AH3620A	3138A5AW2	271 1	01/18/11	05/25/12	$271.10	$273 60	$-2.50
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	492.66	10/14/09	05/25/12	$492.66	$500.05	$-7 39
FNMA POOL #0AL0201	AL0201A	3138EGGK4	239.09	04/15/11	05/25/12	$239.09	$256.84	$-17.75
FNMA POOL #0975268	975268A	31414S6D0	567 75	04/20/11	05/25/12	$567 75	$606 54	$-38.79
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	64 98	02/15/11	05/25/12	$64.98	$70.64	$-5.66
FNMA POOL #0MA0708	MA0708A	31417YYE1	109.3	05/19/11	05/25/12	$109.30	$112 92	$-3.62
KRAFT FOODS INC	KFT 20	50075NBA1	5000	09/08/10	05/30/12	$5,815 60	$5,520.40	$295.20
U S TREASURY NOTE	UNIT14	912828QM5	5000	05/16/11	06/06/12	$5,069.51	$5,011.15	$58.36
AMCAR 2010-3 A3 1 14% 4	A2A1115	03063PAC6	372 64	09/15/10	06/08/12	$372.64	$372.58	$0.06
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	563.52	08/20/09	06/15/12	$563.52	$587.82	$-24.30

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC GOLD POOL G30459 5 0% 5	G30459F	3128CUQL3	233 28	10/16/09	06/15/12	$233 28	$245.53	$-12.25
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	79.78	03/08/10	06/15/12	$79.78	$83.07	$-3 29
FHLMC POOL G0-5337	G05337F	3128M7HN9	191.14	06/10/10	06/15/12	$191.14	$205.30	$-14.16
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	151.77	12/29/10	06/15/12	$151.77	$161.98	$-10.21
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	810.92	07/22/10	06/15/12	$810.92	$861.35	$-50.43
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	220 55	12/17/10	06/15/12	$220.55	$224.72	$-4.17
FHLMC GOLD POOL A82899 5.5% 11	A82899F	312929GG1	360 87	08/06/09	06/15/12	$360.87	$372 20	$-11.33
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	124 78	03/09/11	06/15/12	$124.78	$133.55	$-8.77
FHLMC POOL #A9-5160	A95160F	312943WV1	154.23	04/08/11	06/15/12	$154.23	$151.25	$2.98
FHLMC POOL #G0-6222	G06222F	3128M8G73	415 64	04/08/11	06/15/12	$415.64	$407 61	$8.03
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	27 84	02/15/11	06/25/12	$27.84	$30.26	$-2.42
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	329 83	10/14/09	06/25/12	$329 83	$334.78	$-4.95
FNMA POOL #0AH3620	AH3620A	3138A5AW2	232 19	01/18/11	06/25/12	$232 19	$234.33	$-2 14
FNMA POOL #0AL0201	AL0201A	3138EGGK4	215.38	04/15/11	06/25/12	$215.38	$231.37	$-15.99
FNMA POOL #0975268	975268A	31414S6D0	632	04/20/11	06/25/12	$632.00	$675.18	$-43.18
COMCAST CORP NEW	CMCS16	20030NAL5	5000	06/01/09	06/26/12	$5,759 40	$5,089.95	$669.45
NYSE EURONEXT	NYX 13	629491AA9	5000	10/28/09	06/27/12	$5,197 15	$5,289 10	$-91.95
HSBC FIN CORP	HBC 15	40429CCS9	25000	06/19/09	06/28/12	$26,603.25	$23,996.36	$2,606.89
PETROBRAS INTL FIN CO	PBR 21	71645WAR2	5000	01/20/11	06/28/12	$5,379.00	$4,990.05	$388.95
PETROBRAS INTL FIN CO	PBR 21	71645WAR2	5000	01/28/11	06/28/12	$5,379.00	$5,057.70	$321.30
LLOYDS TSB BANK PLC	LYG 21	539473AH1	10000	01/13/11	07/06/12	$11,421 70	$9,970.10	$1,451.60
AMCAR 2010-3 A3 1 14% 4	A2A1115	03063PAC6	1259 31	09/15/10	07/08/12	$1,259.31	$1,259.12	$0 19
TYCO INTL FIN 3 375% 10	TYC 15	902118BN7	14000	04/28/10	07/13/12	$15,178.80	$13,954.64	$1,224.16
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	136 75	03/09/11	07/15/12	$136.75	$146 36	$-9.61
FHLMC GOLD POOL A82899 5.5% 11	A82899F	312929GG1	156 23	08/06/09	07/15/12	$156 23	$161 14	$-4.91
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	708.44	08/20/09	07/15/12	$708.44	$738 99	$-30.55
FHLMC GOLD POOL G30459 5 0% 5	G30459F	3128CUQL3	745 96	10/16/09	07/15/12	$745.96	$785.12	$-39.16
FHLMC GOLD POOL A90393 5.0% 12	A90393F	312938NJ8	99.75	03/08/10	07/15/12	$99.75	$103.86	$-4.11

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC POOL G0-5337	G05337F	3128M7HN9	136 62	06/10/10	07/15/12	$136.62	$146 74	$-10.12
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	110.55	12/29/10	07/15/12	$110.55	$117 99	$-7.44
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	570.44	07/22/10	07/15/12	$570 44	$605.91	$-35.47
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	349 81	12/17/10	07/15/12	$349.81	$356 42	$-6.61
FHLMC POOL #A9-5160	A95160F	312943WV1	198 38	04/08/11	07/15/12	$198.38	$194.65	$3.73
FHLMC POOL #G0-6222	G06222F	3128M8G73	424 11	04/08/11	07/15/12	$424.11	$416.12	$7.99
FNMA POOL #0AL0201	AL0201A	3138EGGK4	228 33	04/15/11	07/25/12	$228.33	$245.28	$-16.95
FNMA POOL #0975268	975268A	31414S6D0	745 96	04/20/11	07/25/12	$745.96	$796 92	$-50 96
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	46 23	02/15/11	07/25/12	$46 23	$50.25	$-4 02
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	241.93	10/14/09	07/25/12	$241.93	$245.56	$-3 63
FNMA POOL #0AH3620	AH3620A	3138A5AW2	347.46	01/18/11	07/25/12	$347.46	$350.66	$-3.20
BARCLAYS BANK PLC 5 0% 9	BCS 16	06739FGF2	10000	09/17/09	08/01/12	$10,909 60	$9,987 10	$922 50
FHLMC GOLD POOL G30459 5 0% 5	G30459F	3128CUQL3	10763.99	10/16/09	08/08/12	$11,652.02	$11,329.09	$322.93
AMCAR 2010-3 A3 1 14% 4	A2A1115	03063PAC6	12235.14	09/15/10	08/08/12	$12,274.33	$12,233.29	$41.04
AMCAR 2010-3 A3 1.14% 4	A2A1115	03063PAC6	1132 91	09/15/10	08/08/12	$1,132.91	$1,132.74	$0.17
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	110 48	03/09/11	08/15/12	$110 48	$118 25	$-7.77
FHLMC GOLD POOL G30459 5.0% 5	G30459F	3128CUQL3	163 58	10/16/09	08/15/12	$163.58	$172.17	$-8.59
FHLMC POOL #G0-6222	G06222F	3128M8G73	1085.19	04/08/11	08/15/12	$1,085 19	$1,065.30	$19.89
FHLMC POOL #A9-5160	A95160F	312943WV1	285.69	04/08/11	08/15/12	$285 69	$280.45	$5 24
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	298 28	12/17/10	08/15/12	$298.28	$303.92	$-5.64
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	812.48	07/22/10	08/15/12	$812 48	$863.01	$-50.53
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	157.5	12/29/10	08/15/12	$157.50	$168.09	$-10.59
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	359.65	08/06/09	08/15/12	$359 65	$370.95	$-11.30
FHLMC GOLD G05521 5.5% 5	G05521F	3128M7PE0	772 7	08/20/09	08/15/12	$772 70	$806.02	$-33.32
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	243 51	03/08/10	08/15/12	$243.51	$253.56	$-10.05
FHLMC POOL G0-5337	G05337F	3128M7HN9	211 11	06/10/10	08/15/12	$211.11	$226.74	$-15.63
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	312 8	10/14/09	08/25/12	$312.80	$317 49	$-4.69
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	51 7	02/15/11	08/25/12	$51.70	$56.20	$-4.50

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0975268	975268A	31414S6D0	896.35	04/20/11	08/25/12	$896.35	$957.59	$-61.24
FNMA POOL #0AL0201	AL0201A	3138EGGK4	198.43	04/15/11	08/25/12	$198 43	$213.16	$-14 73
FNMA POOL #0AH3620	AH3620A	3138A5AW2	428.07	01/18/11	08/25/12	$428 07	$432.02	$-3.95
ROYAL BANK OF SCOTLA 4 875% 3	RBS 15	78010XAC5	5000	03/09/10	09/13/12	$5,388.15	$5,000.85	$387.30
ROYAL BANK OF SCOTLA 4 875% 3	RBS 15	78010XAC5	5000	03/09/10	09/13/12	$5,388.15	$4,988 40	$399.75
WORLD OMNI AUTO RECEIVABL A A:		98158KAC3	198.95	03/02/11	09/15/12	$198.95	$198.94	$0 01
FHLMC POOL #G0-6222	G06222F	3128M8G73	1412.52	04/08/11	09/15/12	$1,412.52	$1,387.29	$25.23
FHLMC POOL #A9-5160	A95160F	312943WV1	289 24	04/08/11	09/15/12	$289.24	$284.08	$5.16
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	578.46	12/17/10	09/15/12	$578.46	$589.40	$-10.94
FHLMC GOLD A92821 5.0% 7	A92821F	312941D20	1042 35	07/22/10	09/15/12	$1,042.35	$1,107.17	$-64 82
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	136 55	12/29/10	09/15/12	$136.55	$145.73	$-9.18
FHLMC POOL G0-5337	G05337F	3128M7HN9	88.3	06/10/10	09/15/12	$88.30	$94.84	$-6.54
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	388.6	03/08/10	09/15/12	$388 60	$404.63	$-16 03
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	302 59	08/06/09	09/15/12	$302.59	$312.09	$-9 50
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	115.59	03/09/11	09/15/12	$115.59	$123.72	$-8 13
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	522 92	08/20/09	09/15/12	$522 92	$545 47	$-22 55
FNMA POOL #0975268	975268A	31414S6D0	706.1	04/20/11	09/25/12	$706 10	$754 34	$-48 24
FNMA POOL #0AL0201	AL0201A	3138EGGK4	194 12	04/15/11	09/25/12	$194.12	$208.53	$-14.41
FNMA POOL #0AH3620	AH3620A	3138A5AW2	193 24	01/18/11	09/25/12	$193.24	$195 02	$-1.78
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	329.21	10/14/09	09/25/12	$329.21	$334.15	$-4 94
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	42 13	02/15/11	09/25/12	$42.13	$45 80	$-3.67
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	616 91	09/14/11	09/25/12	$616.91	$647.37	$-30.46
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	1039.58	07/22/10	10/15/12	$1,039.58	$1,104.23	$-64 65
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	442 81	12/17/10	10/15/12	$442 81	$451 18	$-8.37
FHLMC POOL #A9-5160	A95160F	312943WV1	225.25	04/08/11	10/15/12	$225.25	$221.33	$3 92
FHLMC POOL #G0-6222	G06222F	3128M8G73	894.43	04/08/11	10/15/12	$894.43	$878.85	$15.58
WORLD OMNI AUTO RECEIVABL A A:		98158KAC3	740.63	03/02/11	10/15/12	$740.63	$740 61	$0 02
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	90 21	12/29/10	10/15/12	$90 21	$96.28	$-6 07

Long term transactions

This category includes sales of assets held more than 12 months.

Descnption	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC POOL G0-5337	G05337F	3128M7HN9	290.96	06/10/10	10/15/12	$290.96	$312.51	$-21.55
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	321 26	03/08/10	10/15/12	$321.26	$334.51	$-13.25
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	1125.51	09/23/11	10/15/12	$1,125.51	$1,200.08	$-74.57
FHLMC GOLD POOL A82899 5.5% 11	A82899F	312929GG1	144.28	08/06/09	10/15/12	$144.28	$148 81	$-4.53
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	125 81	03/09/11	10/15/12	$125.81	$134.66	$-8.85
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	504.15	08/20/09	10/15/12	$504.15	$525.89	$-21.74
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	58.63	02/15/11	10/25/12	$58.63	$63.73	$-5.10
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	487 91	10/14/09	10/25/12	$487.91	$495.23	$-7 32
FNMA POOL #0AH3620	AH3620A	3138A5AW2	166.68	01/18/11	10/25/12	$166 68	$168 22	$-1.54
FNMA POOL #0AL0201	AL0201A	3138EGGK4	206.28	04/15/11	10/25/12	$206.28	$221.59	$-15.31
FNMA POOL #0975268	975268A	31414S6D0	401 24	04/20/11	10/25/12	$401.24	$428.65	$-27.41
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	381.85	09/14/11	10/25/12	$381.85	$400.70	$-18.85
FNMA POOL #0AL0219	AL0219A	3138EGG57	463.37	10/20/11	10/25/12	$463.37	$470.90	$-7.53
MASSACHUSETTS ST		57582PWK2	5000	01/12/11	10/25/12	$5,672.80	$5,008.85	$663.95
U S TREASURY NOTE	UST0614	912828QU7	10000	08/05/11	11/13/12	$10,062.85	$10,044.14	$18 71
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	119.17	03/09/11	11/15/12	$119 17	$127.55	$-8 38
WORLD OMNI AUTO RECEIVABL A A'		98158KAC3	780 36	03/02/11	11/15/12	$780.36	$780.34	$0.02
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	996 35	09/23/11	11/15/12	$996.35	$1,062.36	$-66.01
FHLMC POOL #G0-6222	G06222F	3128M8G73	761.21	04/08/11	11/15/12	$761.21	$748.31	$12 90
FHLMC POOL #A9-5160	A95160F	312943WV1	286.1	04/08/11	11/15/12	$286.10	$281.25	$4.85
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	381 52	12/17/10	11/15/12	$381.52	$388.73	$-7.21
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	960.49	07/22/10	11/15/12	$960.49	$1,020.22	$-59.73
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	109.62	12/29/10	11/15/12	$109.62	$116 99	$-7.37
FHLMC POOL G0-5337	G05337F	3128M7HN9	115.83	06/10/10	11/15/12	$115.83	$124.41	$-8.58
FHLMC GOLD POOL A82899 5.5% 11	A82899F	312929GG1	261.22	08/06/09	11/15/12	$261.22	$269.42	$-8.20
FHLMC GOLD G05521 5 5% 5	G05521F	3128M7PE0	435.6	08/20/09	11/15/12	$435.60	$454.39	$-18.79
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	232 77	03/08/10	11/15/12	$232.77	$242.37	$-9 60
FHLMC POOL #A9-5160	A95160F	312943WV1	6529 01	04/08/11	11/21/12	$6,943.19	$6,420.85	$522.34

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AH3519	AH3519A	3138A44D4	349 23	11/15/11	11/25/12	$349 23	$363.53	$-14.30
FNMA POOL #0AH3620	AH3620A	3138A5AW2	226 61	01/18/11	11/25/12	$226.61	$228.70	$-2 09
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	317.21	10/14/09	11/25/12	$317.21	$321.97	$-4.76
FNMA POOL #0AL0219	AL0219A	3138EGG57	130.1	10/20/11	11/25/12	$130.10	$132.21	$-2.11
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	370.37	09/14/11	11/25/12	$370.37	$388.66	$-18.29
FNMA POOL #0975268	975268A	31414S6D0	686 41	04/20/11	11/25/12	$686.41	$733.31	$-46.90
FNMA POOL #0AL0201	AL0201A	3138EGGK4	195.81	04/15/11	11/25/12	$195.81	$210.34	$-14.53
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	47.6	02/15/11	11/25/12	$47.60	$51.74	$-4.14
ALLYA 2010-3 A4 1 55% 8	CM7000000	02005MAE2	15000	08/12/10	11/27/12	$15,000.00	$14,994.64	$5.36
CISCO SYS INC	CSCO16	17275RAC6	10000	06/09/09	12/04/12	$11,483.60	$10,532.80	$950.80
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	15176.64	10/14/09	12/11/12	$16,476.14	$15,404.27	$1,071.87
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	150.64	03/08/10	12/15/12	$150 64	$156.85	$-6.21
FHLMC POOL G0-5337	G05337F	3128M7HN9	218.8	06/10/10	12/15/12	$218.80	$235.00	$-16.20
FHLMC GOLD G04216 5.5% 12	G04216F	3128M6AR9	85 23	12/29/10	12/15/12	$85.23	$90.96	$-5.73
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	669.95	07/22/10	12/15/12	$669.95	$711 61	$-41.66
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	543 45	12/17/10	12/15/12	$543.45	$553 72	$-10.27
FHLMC POOL #G0-6222	G06222F	3128M8G73	1087.19	04/08/11	12/15/12	$1,087.19	$1,069 23	$17.96
FHLMC GOLD G05521 5.5% 5	G05521F	3128M7PE0	488.13	08/20/09	12/15/12	$488 13	$509.18	$-21.05
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	9.41	08/06/09	12/15/12	$9.41	$9.71	$-0.30
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	98 66	03/09/11	12/15/12	$98.66	$105 60	$-6.94
WORLD OMNI AUTO RECEIVABL A A:		98158KAC3	731 98	03/02/11	12/15/12	$731 98	$731.96	$0.02
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	997.6	09/23/11	12/15/12	$997.60	$1,063.69	$-66.09
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	51 26	02/15/11	12/25/12	$51 26	$55.72	$-4.46
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	310 48	10/14/09	12/25/12	$310.48	$315.14	$-4.66
FNMA POOL #0AH3620	AH3620A	3138A5AW2	375 29	01/18/11	12/25/12	$375.29	$378.75	$-3.46
FNMA POOL #0AH3519	AH3519A	3138A44D4	283.8	11/15/11	12/25/12	$283.80	$295.42	$-11.62
FNMA POOL #0AL0201	AL0201A	3138EGGK4	171.21	04/15/11	12/25/12	$171.21	$183.92	$-12.71
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	736 44	09/14/11	12/25/12	$736.44	$772 80	$-36 36

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0975268	975268A	31414S6D0	441.72	04/20/11	12/25/12	$441.72	$471.90	$-30.18
FNMA POOL #0AL0219	AL0219A	3138EGG57	650.49	10/20/11	12/25/12	$650.49	$661.06	$-10.57
FHLMC GOLD G04719 5 5% 1	G04719F	3128M6SG4	88 51	03/09/11	01/15/13	$88.51	$94 73	$-6.22
FHLMC POOL #G0-6222	G06222F	3128M8G73	760.27	04/08/11	01/15/13	$760.27	$748 03	$12.24
FHLMC GOLD A95828 4 5% 12	A95828F	312944PM7	505.51	12/17/10	01/15/13	$505.51	$515.07	$-9.56
FHLMC GOLD A92821 5 0% 7	A92821F	312941D20	821 49	07/22/10	01/15/13	$821.49	$872.58	$-51.09
FHLMC GOLD G04216 5 5% 12	G04216F	3128M6AR9	93.25	12/29/10	01/15/13	$93.25	$99.52	$-6.27
FHLMC POOL G0-5337	G05337F	3128M7HN9	44 19	06/10/10	01/15/13	$44.19	$47.46	$-3.27
FHLMC GOLD POOL A90393 5 0% 12	A90393F	312938NJ8	84.01	03/08/10	01/15/13	$84 01	$87.48	$-3 47
FHLMC GOLD G05521 5.5% 5	G05521F	3128M7PE0	389.69	08/20/09	01/15/13	$389.69	$406.50	$-16.81
GOV'T NAT'L MTGE ASSN POOL	781830X	36241KA73	190.72	12/29/11	01/15/13	$190.72	$211 94	$-21.22
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	807.77	09/23/11	01/15/13	$807.77	$861.29	$-53.52
FHLMC GOLD POOL A82899 5 5% 11	A82899F	312929GG1	706.76	08/06/09	01/15/13	$706.76	$728.96	$-22.20
FNMA POOL #0AL0219	AL0219A	3138EGG57	1244 09	10/20/11	01/25/13	$1,244.09	$1,264.31	$-20.22
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	355 59	09/14/11	01/25/13	$355.59	$373.15	$-17.56
FNMA POOL #0975268	975268A	31414S6D0	353.53	04/20/11	01/25/13	$353.53	$377 68	$-24.15
FNMA POOL #0AL0201	AL0201A	3138EGGK4	206 37	04/15/11	01/25/13	$206.37	$221.69	$-15.32
FNMA POOL #0AH3519	AH3519A	3138A44D4	198.23	11/15/11	01/25/13	$198.23	$206.35	$-8.12
FNMA POOL #0AH4794	AH4794A	3138A6KG4	94 46	12/29/11	01/25/13	$94.46	$101.99	$-7.53
FNMA POOL #0AH3620	AH3620A	3138A5AW2	296.34	01/18/11	01/25/13	$296.34	$299.07	$-2.73
FEDERAL NAT'L MTGE ASSN POOL	255364A	31371LTV1	45.9	02/15/11	01/25/13	$45.90	$49.89	$-3.99
Total long term gain/loss from sales:						$386,391.52	$370,288.94	$16,102.58

Form 8868
(Rev. January 2013)
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

f you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
CAROL AND ALAN J. BERNON FAMILY CHARITABLE FOUNDATION

Employer identification number (EIN) or
04-6661364

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O BERNON FAMILY OFFICE P.O. BOX 8510

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CRANSTON, RI 02920-0510

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
m 990 or Form 990-EZ	01	Form 990-T (corporation)	07
rm 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ GERALD T. RENZA - C/O BERNON FAMILY OFFICE P.O BOX 8510 - CRANSTON, RI 02920-0510

Telephone No. ▶ 401-943-3000 FAX No ▶ 866-832-7888

- 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 AUGUST 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ________________, and ending ________________

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	$ 10,000.
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	$ 14,698.
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	$ 0.

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

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

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

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

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

art 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 CAROL AND ALAN J. BERNON FAMILY CHARITABLE FOUNDATION	Employer identification number (EIN) or 04-6661364
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BERNON FAMILY OFFICE P.O. BOX 8510	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CRANSTON, RI 02920-0510	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ GERALD T. RENZA - C/O BERNON FAMILY OFFICE P.O BOX 8510 - CRANSTON, RI 02920-0510

Telephone No. ▶ 401-943-3000 FAX No. ▶ 866-832-7888

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- f 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 NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________________ , and ending ________________ .

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 TO COMPILE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	$ 10,000.
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	$ 14,698.
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 ▶ Donna T. Caccia Title ▶ CPA Date ▶ 7/8/13