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 , 2012, and ending , 20

Name of foundation EVERETT S BULKLEY CHARITABLE FOUNDATION
R50488007

A Employer identification number 06-6332021

Number and street (or P O box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117
Room/suite

B Telephone number (see instructions) 866- 888-5157

City or town, state, and ZIP code CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,660,016.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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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) (see instructions).)*

			(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 (attach schedule)				
	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	79,916.	78,335.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	63,023.			
	b	Gross sales price for all assets on line 6a 1,086,684.				
	7	Capital gain net income (from Part IV, line 2)		63,023.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	142,939.	141,358.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	39,745.	29,809.		9,936.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	1,381.	673.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	41,126.	30,482.		9,936.
	25	Contributions, gifts, grants paid	171,221.			171,221.
	26	**Total expenses and disbursements** Add lines 24 and 25	212,347.	30,482.		181,157.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-69,408.			
	b	**Net investment income** (if negative, enter -0-)		110,876.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	34,616.		
	2	Savings and temporary cash investments	115,667.	288,859.	288,859.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	315,299.		
	b	Investments - corporate stock (attach schedule)	1,844,427.	1,429,263.	1,672,570.
	c	Investments - corporate bonds (attach schedule)	1,112,514.	1,200,847.	1,245,205.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)		430,872.	453,382.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,422,523.	3,349,841.	3,660,016.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	3,422,523.	3,349,841.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,422,523.	3,349,841.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,422,523.	3,349,841.	

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	3,422,523.
2	Enter amount from Part I, line 27a	2	-69,408.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,353,115.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCES	5	3,274.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,349,841.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,086,684.		1,023,661.	63,023.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(i) 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				63,023.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	63,023.
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	176,588.	3,716,838.	0.047510
2010	93,976.	2,524,002.	0.037233
2009	99,272.	3,171,018.	0.031306
2008	134,400.	3,669,539.	0.036626
2007	242,487.	4,255,202.	0.056986

2	**Total** of line 1, column (d)	2	0.209661
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	0.041932
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,652,487.
5	Multiply line 4 by line 3	5	153,156.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,109.
7	Add lines 5 and 6	7	154,265.
8	Enter qualifying distributions from Part XII, line 4	8	181,157.

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	1,109.
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	
3	Add lines 1 and 2			3	1,109.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,109.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	960.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,600.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,560.
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	3,451.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,112. **Refunded** ▶			11	2,339.

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 the 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 ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ CT			
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 ▶ JPMorgan Chase Bank , NA Telephone no. ▶ (866) 888-5157

Located at ▶ 10 S DEARBORN ST. FL 21, CHICAGO, IL ZIP+4 ▶ 60603

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

			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)?	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)	2b		X
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.)*	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)? (see instructions) ☒ 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)? **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? ☒ 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? **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 (see instructions).

(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
JPMorgan Chase Bank, NA 10 S Dearborn St. Fl 21, Chicago, IL 60603	2 866	39,745.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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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	3,463,132.
b	Average of monthly cash balances	1b	244,977.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,708,109.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,708,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,622.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,652,487.
6	**Minimum investment return.** Enter 5% of line 5	6	182,624.

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	182,624.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,109.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,109.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	181,515.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	181,515.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	181,515.

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	181,157.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,157.
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 (see instructions)	5	1,109.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	180,048.

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					181,515.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				179,242.	
b Total for prior years 20____,20_____,20____			NONE		
3 Excess distributions carryover, if any, to 2012					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 181,157.					
a Applied to 2011, but not more than line 2a . . .				179,242.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					1,915.
e Remaining amount distributed out of corpus . .		NONE			
5 Excess distributions carryover applied to 2012 . *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					179,600.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008 . . .	NONE				
b Excess from 2009 . . .	NONE				
c Excess from 2010 . . .	NONE				
d Excess from 2011 . . .	NONE				
e Excess from 2012 . . .	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

N/A

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 9				171,221.
Total . . . . ▶ **3a**				171,221.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(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					
4 Dividends and interest from securities			14	79,916.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	63,023.	
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)				142,939.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 142,939.

(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). (See instructions.)
	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

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

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

▶ Anthony Ward | 09/22/2013 | ▶ TRUST OFFICER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

JSA

2E1493 1 000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		78,335.	78,335.
MUNICIPAL BOND INTEREST		1,581.	
	TOTAL	79,916.	78,335.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3.	3.
FEDERAL ESTIMATES - INCOME	708.	
FOREIGN TAXES ON QUALIFIED FOR	511.	511.
FOREIGN TAXES ON NONQUALIFIED	159.	159.
TOTALS	1,381.	673.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Easter Seals Society of CT Inc
ADDRESS:
P.O. BOX 198
Hebron, CT 06248
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT EASTER SEALS CAMP HEMLOCK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
National Society to Prevent Blindne
ADDRESS:
101 WHITNEY AVE STE 300
New Haven, CT 06510
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRATH; HEALTHY EYES FOR NORWALK KIDS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Star Inc, Lighting the Way
ADDRESS:
182 WOLFPIT AVE.
Norwalk, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: 7TH ANNUAL WALK ROLL AND STROLL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
New Canaan Mounted Troop Inc
ADDRESS:
22 CARTER STREET
New Canaan, CT 06840
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRNAT; SCHOLARSHIP HORSEMANSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,650.

RECIPIENT NAME:
Bridgeport Roman Catholic
Diocese Catholic Center
ADDRESS:
238 JEWETT AVE
Bridgeport, CT 06604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: ST CATHERINE ACADEMY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Big Brothers Big Sisters of Southwe
ADDRESS:
2470 FAIRFIELD AVE
Bridgeport, CT 06605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: MATCH PEOPLE IN NORWALK CT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
Family and Childrens Agency Inc
ADDRESS:
9 MOTT AVE 4TH FL
Norwalk, CT 06850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: AFTER SCHOOL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Connecticut Trust for Historic
Preservation
ADDRESS:
940 WHITNEY AVENUE
Hamden, CT 06517
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: CIRCUIT RIDER AND COMMUNITY DEVELOPEME
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Connectcut Radio Information
System inc
ADDRESS:
315 WINDSOR AVE.
Windsor, CT 06095
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; CRIS KIDS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

EVERETT.S BULKLEY CHARITABLE FOUNDATION 06-6332021
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Americares Foundation Inc
ADDRESS:
88 HAMILTON AVE
Stamford, CT 06902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT LOW INCOME HOUSING REVITALIZATION
FOUNDATION STATUS OF RECIPIENT:
CONTRIBUTION
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Domestic Violence Crisis Center
ADDRESS:
5 EVERSLEY AVE
Norwalk, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FAMILY JUSTICE PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
The Hole in the Wall Gang Fund
ADDRESS:
555 LONG WHARF DR.
New Haven, CT 06511
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: CAMPERSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
GRANT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
Norwalk Community College Foundatio
ADDRESS:
188 RICHARDS AVE. SUITE R311
Norwalk, CT 06854
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Cancer Care Inc
ADDRESS:
535 CONNECTICUT AVE S 104
Norwalk, CT 06854
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: INDIGENT PATIENTS IN NORWALK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Norwalk Hospital Foundation Inc
ADDRESS:
34 MAPLE STREET
Norwalk, CT 06605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRAN: HOSPITAL PEDIATRIC DEVELOPEMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
American Cancer Society Divisions I
ADDRESS:
1599 CLIFTON ROAD NE
Atlanta, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT WHITTINGHAM FAMILY BUILDING NORWALK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
Special Olympics Connecticut
ADDRESS:
2666 STATE ST. 1
Hamden, CT 06517
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Norwalk Senior Center Inc
ADDRESS:
11 ALLEN ROAD
Norwalk, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Westport Country Playhouse
ADDRESS:
25 POWERS COURT
Westport, CT 06880
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
Everett Bulkley Scholarship
ADDRESS:
270 PARK AVE. FL 16
New York, NY 10017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
INDIVIDUAL DETAIL ATT
AMOUNT OF GRANT PAID .... 13,071.

TOTAL GRANTS PAID: 171,221.

STATEMENT 9

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,212.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-3,212.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					11,073.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	55,162.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	66,235.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

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Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-3,212.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			66,235.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			63,023.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of. a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	32. WPX ENERGY INC	VAR	01/04/2012	567.00	537.00	30.00
	30. BROADCOM CORP CL A	06/14/2011	01/06/2012	879.00	997.00	-118.00
	41. JOHNSON & JOHNSON	04/26/2011	01/19/2012	2,663.00	2,668.00	-5.00
	25. GLOBAL PMTS INC	02/07/2011	01/23/2012	1,201.00	1,221.00	-20.00
	34. JOHNSON & JOHNSON	VAR	01/26/2012	2,233.00	2,056.00	177.00
	10. OCCIDENTAL PETE CORP	VAR	02/01/2012	992.00	857.00	135.00
	36. COCA-COLA CO	11/08/2011	02/03/2012	2,454.00	2,462.00	-8.00
	19. MONSANTO CO NEW	VAR	02/07/2012	1,516.00	1,317.00	199.00
	27. BAKER HUGHES INC	11/10/2011	02/10/2012	1,309.00	1,544.00	-235.00
	25. DARDEN RESTAURANTS INC	10/05/2011	02/21/2012	1,274.00	1,083.00	191.00
	6. DOMINION RES INC VA NEW	10/14/2011	02/21/2012	301.00	302.00	-1.00
	29. DOMINION RES INC VA NE	10/14/2011	02/21/2012	1,455.00	1,461.00	-6.00
	4. MICROS SYS INC	10/25/2011	02/21/2012	205.00	201.00	4.00
	1. MICROS SYS INC	10/25/2011	02/22/2012	51.00	50.00	1.00
	6. MICROS SYS INC	10/25/2011	02/22/2012	307.00	301.00	6.00
	3. MICROS SYS INC	10/25/2011	02/23/2012	154.00	151.00	3.00
	2. MICROS SYS INC	10/25/2011	02/23/2012	103.00	100.00	3.00
	3. CARNIVAL CORPORATION	08/09/2011	02/28/2012	89.00	93.00	-4.00
	3. CARNIVAL CORPORATION	08/09/2011	02/28/2012	90.00	93.00	-3.00
	5. CARNIVAL CORPORATION	08/09/2011	02/28/2012	149.00	155.00	-6.00
	17. CARNIVAL CORPORATION	VAR	02/29/2012	514.00	514.00	
	23. SOUTHWESTERN ENERGY CO	08/16/2011	03/05/2012	749.00	908.00	-159.00
	37. NEXTERA ENERGY INC	12/12/2011	03/16/2012	2,223.00	2,113.00	110.00
	1. TARGET CORP	08/09/2011	03/20/2012	58.00	48.00	10.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number
06-6332021

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 19. TARGET CORP	VAR	03/20/2012	1,103.00	903.00	200.00
12. TARGET CORP	06/14/2011	03/21/2012	697.00	568.00	129.00
5. TARGET CORP	06/14/2011	03/21/2012	289.00	237.00	52.00
2. TARGET CORP	06/14/2011	03/21/2012	115.00	95.00	20.00
6. TARGET CORP	06/14/2011	03/22/2012	346.00	284.00	62.00
6. AMAZON COM INC	VAR	04/09/2012	1,153.00	1,210.00	-57.00
1. CAMPBELL SOUP CO	07/12/2011	04/12/2012	33.00	35.00	-2.00
13. CAMPBELL SOUP CO	07/12/2011	04/13/2012	430.00	452.00	-22.00
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
2. MERCK & CO INC	01/09/2012	04/13/2012	76.00	76.00	
2. MERCK & CO INC	01/09/2012	04/13/2012	76.00	76.00	
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
3. MERCK & CO INC	01/09/2012	04/13/2012	114.00	115.00	-1.00
26. XILINX INC	11/01/2011	04/13/2012	920.00	857.00	63.00
1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
2. MERCK & CO INC	01/09/2012	04/16/2012	76.00	76.00	
5. MERCK & CO INC	01/09/2012	04/16/2012	190.00	191.00	-1.00
2. MERCK & CO INC	VAR	04/16/2012	76.00	75.00	1.00
4. MERCK & CO INC	05/17/2011	04/16/2012	152.00	149.00	3.00
2. MERCK & CO INC	05/17/2011	04/16/2012	76.00	75.00	1.00
3. MERCK & CO INC	05/17/2011	04/16/2012	114.00	112.00	2.00
4. XILINX INC	11/01/2011	04/16/2012	141.00	132.00	9.00
4. MERCK & CO INC	05/17/2011	04/17/2012	152.00	149.00	3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	1. MERCK & CO INC	05/17/2011	04/17/2012	38.00	37.00	1.00
	9. MERCK & CO INC	05/17/2011	04/17/2012	344.00	335.00	9.00
	1. MERCK & CO INC	05/17/2011	04/17/2012	38.00	37.00	1.00
	43. JUNIPER NETWORKS INC	VAR	04/23/2012	870.00	1,299.00	-429.00
	3. MERCK & CO INC	05/17/2011	04/23/2012	115.00	112.00	3.00
	1. MERCK & CO INC	05/17/2011	04/23/2012	38.00	37.00	1.00
	3. MERCK & CO INC	05/17/2011	04/24/2012	115.00	112.00	3.00
	6. MERCK & CO INC	05/17/2011	04/25/2012	230.00	224.00	6.00
	1. MERCK & CO INC	05/17/2011	04/26/2012	38.00	37.00	1.00
	1. MERCK & CO INC	05/17/2011	04/26/2012	38.00	37.00	1.00
	45000. CS QARN SPX 02/06/1	01/20/2012	05/07/2012	46,350.00	44,550.00	1,800.00
	81. TEXAS INSTRS INC	VAR	05/07/2012	2,490.00	2,680.00	-190.00
	16. AMERIPRISE FINANCIAL I	02/09/2012	06/01/2012	736.00	869.00	-133.00
	7. AMERIPRISE FINANCIAL IN	02/09/2012	06/04/2012	319.00	380.00	-61.00
	7. AMERIPRISE FINANCIAL IN	02/09/2012	06/04/2012	320.00	380.00	-60.00
	140. GENERAL ELEC CO	09/16/2011	06/15/2012	2,773.00	2,277.00	496.00
	9. EXXON MOBIL CORP	01/19/2012	06/21/2012	742.00	781.00	-39.00
	15. PROCTER & GAMBLE CO	02/01/2012	06/21/2012	898.00	952.00	-54.00
	21. CVS CORP	01/09/2012	06/22/2012	960.00	873.00	87.00
	5. CVS CORP	01/09/2012	06/22/2012	229.00	208.00	21.00
	4. CVS CORP	01/09/2012	06/22/2012	183.00	166.00	17.00
	1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
	1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
	1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
5. WILLIAMS COS INC	01/04/2012	06/22/2012	142.00	134.00	8.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
1. WILLIAMS COS INC	01/04/2012	06/25/2012	28.00	27.00	1.00
3. WILLIAMS COS INC	01/04/2012	06/25/2012	82.00	80.00	2.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
2253.029 JPMORGAN ASIA EQU	09/14/2011	06/26/2012	62,071.00	69,866.00	-7,795.00
1. WILLIAMS COS INC	01/04/2012	06/26/2012	28.00	27.00	1.00
11. EQT CORPORATION	VAR	07/02/2012	590.00	578.00	12.00
4. EQT CORPORATION	03/05/2012	07/03/2012	218.00	210.00	8.00
6. EQT CORPORATION	02/22/2012	07/03/2012	327.00	314.00	13.00
2. EQT CORPORATION	VAR	07/03/2012	110.00	104.00	6.00
4. EQT CORPORATION	03/05/2012	07/05/2012	220.00	208.00	12.00
3. EQT CORPORATION	VAR	07/06/2012	162.00	156.00	6.00
8593.793 EATON VANCE MUT F	12/12/2011	07/06/2012	77,172.00	75,539.00	1,633.00
35. CISCO SYS INC	VAR	07/11/2012	575.00	623.00	-48.00
2. HUMANA INC	10/31/2011	07/11/2012	149.00	171.00	-22.00
1. HUMANA INC	10/31/2011	07/11/2012	75.00	86.00	-11.00
20. MARRIOTT INTL INC NEW	02/28/2012	07/11/2012	759.00	708.00	51.00
3. HUMANA INC	10/31/2011	07/12/2012	221.00	257.00	-36.00
1. HUMANA INC	10/31/2011	07/16/2012	75.00	86.00	-11.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number
06-6332021

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	1. HUMANA INC	10/31/2011	07/16/2012	75.00	86.00	-11.00
	1. HUMANA INC	10/31/2011	07/17/2012	74.00	86.00	-12.00
	6. CAMERON INTERNATIONAL C	02/10/2012	07/18/2012	270.00	341.00	-71.00
	6. CAMERON INTERNATIONAL C	02/10/2012	07/18/2012	270.00	341.00	-71.00
	1. HUMANA INC	10/31/2011	07/18/2012	73.00	86.00	-13.00
	1. HUMANA INC	10/31/2011	07/19/2012	75.00	86.00	-11.00
	12. EXXON MOBIL CORP	01/19/2012	07/27/2012	1,035.00	1,041.00	-6.00
	29. JOHNSON & JOHNSON	VAR	07/27/2012	2,008.00	1,969.00	39.00
	1. AUTOZONE INC	08/19/2011	08/03/2012	368.00	290.00	78.00
	11. COGNIZANT TECHNOLOGY S A	08/11/2011	08/03/2012	633.00	682.00	-49.00
	3. COGNIZANT TECHNOLOGY SO	05/07/2012	08/03/2012	172.00	175.00	-3.00
	12. MARRIOTT INTL INC NEW	VAR	08/13/2012	442.00	424.00	18.00
	33. MARRIOTT INTL INC NEW	01/26/2012	08/14/2012	1,219.00	1,151.00	68.00
	12. EXXON MOBIL CORP	01/19/2012	09/07/2012	1,077.00	1,041.00	36.00
	56. WALGREEN CO	VAR	09/07/2012	1,953.00	1,671.00	282.00
	10. EXXON MOBIL CORP	01/19/2012	09/13/2012	913.00	867.00	46.00
	20. CBS CORP	10/06/2011	09/26/2012	713.00	432.00	281.00
	5. ADT CORPORATION	VAR	10/04/2012	193.00	174.00	19.00
	.5 ADT CORPORATION	06/15/2012	10/05/2012	19.00	17.00	2.00
	4. ADT CORPORATION	06/15/2012	10/15/2012	146.00	38.00	108.00
	7. ADT CORPORATION	06/15/2012	10/16/2012	261.00	66.00	195.00
	3. MARATHON PETROLEUM CORP	VAR	10/16/2012	166.00	143.00	23.00
	3. MARATHON PETROLEUM CORP	VAR	10/16/2012	165.00	143.00	22.00
	1. MARATHON PETROLEUM CORP	07/30/2012	10/16/2012	55.00	47.00	8.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	3. MARATHON PETROLEUM CORP	VAR	10/16/2012	166.00	142.00	24.00
	15. MARATHON PETROLEUM COR	VAR	10/16/2012	821.00	706.00	115.00
	8. MARATHON PETROLEUM CORP	VAR	10/17/2012	445.00	375.00	70.00
	12. MARATHON PETROLEUM COR	07/18/2012	10/17/2012	668.00	562.00	106.00
	1. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	56.00	47.00	9.00
	4. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	221.00	187.00	34.00
	5. ABBOTT LABS	VAR	10/18/2012	330.00	347.00	-17.00
	21. ABBOTT LABS	VAR	10/18/2012	1,374.00	1,375.00	-1.00
	3. ABBOTT LABS	04/26/2012	10/18/2012	197.00	186.00	11.00
	21. ABBOTT LABS	VAR	10/18/2012	1,379.00	1,283.00	96.00
	1. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	60.00	47.00	13.00
	4. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	240.00	188.00	52.00
	11. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	659.00	517.00	142.00
	1. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	60.00	47.00	13.00
	3. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	179.00	141.00	38.00
	3. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	177.00	141.00	36.00
	2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	119.00	94.00	25.00
	5. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	297.00	235.00	62.00
	44. ALTERA CORP	VAR	10/26/2012	1,335.00	1,686.00	-351.00
	3. COVIDIEN PLC NEW	07/27/2012	10/26/2012	165.00	164.00	1.00
	2. COVIDIEN PLC NEW	07/27/2012	10/31/2012	110.00	110.00	
	1. COVIDIEN PLC NEW	07/27/2012	11/01/2012	55.00	55.00	
	1. COVIDIEN PLC NEW	07/27/2012	11/01/2012	55.00	55.00	
	4. COVIDIEN PLC NEW	07/27/2012	11/02/2012	224.00	219.00	5.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number: 06-6332021

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	3. EOG RESOURCES INC	VAR	11/05/2012	349.00	340.00	9.00
	1. EOG RESOURCES INC	09/07/2012	11/05/2012	116.00	113.00	3.00
	5. PIONEER NAT RES CO	04/19/2012	11/05/2012	533.00	529.00	4.00
	4. LAM RESEARCH CORPORATIO	01/06/2012	11/16/2012	137.00	150.00	-13.00
	11. LAM RESEARCH CORPORATI	01/06/2012	11/19/2012	382.00	413.00	-31.00
	10. LAM RESEARCH CORPORATI	07/06/2012	11/19/2012	346.00	353.00	-7.00
	6. LAM RESEARCH CORPORATIO	07/06/2012	11/20/2012	205.00	212.00	-7.00
	5. CSX CORP	05/29/2012	12/04/2012	98.00	108.00	-10.00
	21. CSX CORP	VAR	12/04/2012	412.00	452.00	-40.00
	7. CSX CORP	VAR	12/05/2012	139.00	150.00	-11.00
	48. FREEPORT-MCMORAN COPPE B	VAR	12/05/2012	1,574.00	2,142.00	-568.00
	4. FREEPORT-MCMORAN COPPER	03/20/2012	12/05/2012	132.00	156.00	-24.00
	4. CARNIVAL CORPORATION	09/07/2012	12/12/2012	152.00	148.00	4.00
	3. CARNIVAL CORPORATION	09/07/2012	12/13/2012	114.00	111.00	3.00
	27. ALTERA CORP	VAR	12/14/2012	888.00	1,023.00	-135.00
	18. ALTERA CORP	VAR	12/14/2012	596.00	679.00	-83.00
	2. CARNIVAL CORPORATION	09/07/2012	12/14/2012	76.00	74.00	2.00
	1. INTERCONTINENTAL EXCHAN	01/23/2012	12/14/2012	129.00	119.00	10.00
	3. INTERCONTINENTAL EXCHAN	01/23/2012	12/14/2012	384.00	356.00	28.00
	2. CARNIVAL CORPORATION	09/07/2012	12/17/2012	76.00	74.00	2.00
	3. CARNIVAL CORPORATION	09/07/2012	12/17/2012	116.00	111.00	5.00
	6. CARNIVAL CORPORATION	VAR	12/17/2012	229.00	222.00	7.00
	6. CARNIVAL CORPORATION	09/26/2012	12/17/2012	231.00	221.00	10.00
	1. INTERCONTINENTAL EXCHAN	01/23/2012	12/17/2012	128.00	119.00	9.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at** ***www irs.gov/form1041***

OMB No 1545-0092

2012

Name of estate or trust	**Employer identification number**
EVERETT S BULKLEY CHARITABLE FOUNDATION	06-6332021

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 12. CARNIVAL CORPORATION	VAR	12/18/2012	467.00	442.00	25.00
3. CARNIVAL CORPORATION	09/10/2012	12/18/2012	118.00	110.00	8.00
3. CARNIVAL CORPORATION	09/10/2012	12/18/2012	117.00	110.00	7.00
15. CARNIVAL CORPORATION	VAR	12/18/2012	589.00	552.00	37.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -3,212.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
EVERETT S BULKLEY CHARITABLE FOUNDATION	06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	54. ABBOTT LABS	VAR	01/10/2012	3,030.00	2,614.00	416.00
	. WPX ENERGY INC		01/12/2012	5.00		5.00
	65. CONOCOPHILLIPS	10/02/2009	01/19/2012	4,631.00	3,035.00	1,596.00
	55000. BARC REN SPX 01/25/	01/06/2011	01/25/2012	57,615.00	54,450.00	3,165.00
	1. OCCIDENTAL PETE CORP	01/07/2010	02/01/2012	99.00	83.00	16.00
	35000. MS BREN EAFE 2/8/12	01/21/2011	02/08/2012	32,987.00	34,650.00	-1,663.00
	15. NORFOLK SOUTHN CORP	12/16/2005	02/08/2012	1,086.00	648.00	438.00
	30000. U S A TREASURY NOTE	08/25/2009	02/15/2012	30,000.00	30,004.00	-4.00
	5. CARNIVAL CORPORATION	04/07/2010	02/28/2012	150.00	194.00	-44.00
	28. CARNIVAL CORPORATION	VAR	02/28/2012	838.00	1,034.00	-196.00
	6. CARNIVAL CORPORATION	01/14/2010	02/28/2012	180.00	208.00	-28.00
	6. CARNIVAL CORPORATION	01/14/2010	02/28/2012	179.00	208.00	-29.00
	35000. SG BREN EAFE 3/7/12	02/18/2011	03/07/2012	33,046.00	34,650.00	-1,604.00
	4. NORFOLK SOUTHN CORP	12/16/2005	03/20/2012	269.00	173.00	96.00
	11. NORFOLK SOUTHN CORP	12/16/2005	03/20/2012	737.00	475.00	262.00
	55000. SG CONT BUFF EQ SPX	03/04/2011	03/21/2012	58,456.00	54,450.00	4,006.00
	35000. GS BREN EAFE 4/4/12	03/18/2011	04/04/2012	34,151.00	34,650.00	-499.00
	2. AMAZON COM INC	VAR	04/09/2012	384.00	328.00	56.00
	50. CAMPBELL SOUP CO	VAR	04/12/2012	1,656.00	1,822.00	-166.00
	10. XILINX INC	12/22/2010	04/16/2012	353.00	286.00	67.00
	6. XILINX INC	12/22/2010	04/17/2012	214.00	172.00	42.00
	44. XILINX INC	12/22/2010	04/18/2012	1,552.00	1,258.00	294.00
	5. JUNIPER NETWORKS INC	09/09/2009	04/23/2012	101.00	130.00	-29.00
	16. DEVON ENERGY CORP NEW	VAR	04/24/2012	1,069.00	1,017.00	52.00
	4. MERCK & CO INC	04/18/2011	04/26/2012	154.00	136.00	18.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number

06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	4. MERCK & CO INC	04/18/2011	04/27/2012	155.00	136.00	19.00
	5. MERCK & CO INC	04/18/2011	04/27/2012	192.00	170.00	22.00
	30000. U S A TREASURY NOTE	08/25/2009	05/15/2012	30,000.00	29,927.00	73.00
	10. NORFOLK SOUTHN CORP	12/16/2005	05/24/2012	673.00	432.00	241.00
	2. NORFOLK SOUTHN CORP	12/16/2005	05/25/2012	134.00	86.00	48.00
	3. NORFOLK SOUTHN CORP	12/16/2005	05/25/2012	201.00	130.00	71.00
	2. NORFOLK SOUTHN CORP	12/16/2005	05/25/2012	133.00	86.00	47.00
	1. NORFOLK SOUTHN CORP	12/16/2005	05/25/2012	67.00	43.00	24.00
	2. NORFOLK SOUTHN CORP	12/16/2005	05/25/2012	133.00	86.00	47.00
	14. NORFOLK SOUTHN CORP	12/16/2005	05/29/2012	935.00	605.00	330.00
	5. NORFOLK SOUTHN CORP	12/16/2005	05/29/2012	336.00	216.00	120.00
	9. NORFOLK SOUTHN CORP	12/16/2005	05/30/2012	589.00	389.00	200.00
	3. NORFOLK SOUTHN CORP	12/16/2005	05/30/2012	197.00	130.00	67.00
	7. NORFOLK SOUTHN CORP	12/16/2005	05/31/2012	457.00	303.00	154.00
	5. NORFOLK SOUTHN CORP	12/16/2005	05/31/2012	328.00	216.00	112.00
	27. US BANCORP DEL NEW	08/07/2008	06/05/2012	786.00	844.00	-58.00
	9. US BANCORP DEL NEW	08/07/2008	06/05/2012	263.00	281.00	-18.00
	26. US BANCORP DEL NEW	08/07/2008	06/05/2012	759.00	812.00	-53.00
	15. US BANCORP DEL NEW	08/07/2008	06/05/2012	438.00	469.00	-31.00
	4. US BANCORP DEL NEW	08/07/2008	06/05/2012	117.00	125.00	-8.00
	4. US BANCORP DEL NEW	08/07/2008	06/05/2012	117.00	125.00	-8.00
	2. NIKE INC	03/30/2011	06/15/2012	202.00	154.00	48.00
	4. NIKE INC	VAR	06/15/2012	405.00	299.00	106.00
	3. NIKE INC	04/21/2008	06/15/2012	301.00	207.00	94.00
	1. NIKE INC	04/21/2008	06/18/2012	101.00	69.00	32.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
EVERETT S BULKLEY CHARITABLE FOUNDATION	06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 2. PROCTER & GAMBLE CO	12/19/2002	06/21/2012	120.00	62.00	58.00
5. CVS CORP	12/16/2005	06/22/2012	229.00	143.00	86.00
1160.443 JPMORGAN ASIA EQU	07/10/2009	06/26/2012	31,970.00	29,498.00	2,472.00
1. WILLIAMS COS INC	05/05/2011	06/26/2012	28.00	25.00	3.00
3. WILLIAMS COS INC	05/05/2011	06/26/2012	83.00	76.00	7.00
5. WILLIAMS COS INC	05/05/2011	06/26/2012	139.00	127.00	12.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	51.00	5.00
5. WILLIAMS COS INC	05/05/2011	06/27/2012	141.00	127.00	14.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	51.00	5.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
2. WILLIAMS COS INC	05/05/2011	06/28/2012	56.00	51.00	5.00
2. WILLIAMS COS INC	05/05/2011	06/28/2012	56.00	51.00	5.00
3. WILLIAMS COS INC	05/05/2011	06/28/2012	84.00	76.00	8.00
3. WILLIAMS COS INC	05/05/2011	06/28/2012	84.00	76.00	8.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
2. WILLIAMS COS INC	05/05/2011	06/29/2012	57.00	51.00	6.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
3. WILLIAMS COS INC	05/05/2011	06/29/2012	86.00	76.00	10.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
2473. DREYFUS/LAUREL FDS T	04/27/2010	07/06/2012	34,968.00	34,721.00	247.00
100. EMC CORP	VAR	07/06/2012	2,369.00	2,063.00	306.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number

06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr.)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 2982.216 EATON VANCE MUT F	09/13/2010	07/06/2012	26,780.00	26,065.00	715.00
471.166 GATEWAY TR GATEWAY	12/03/2010	07/06/2012	12,721.00	12,246.00	475.00
1140.881 JPMORGAN INTERNAT CURRENCY	03/12/2010	07/06/2012	12,401.00	12,401.00	
2619.03 JPMORGAN US REAL E	VAR	07/06/2012	48,295.00	40,206.00	8,089.00
4595.076 JPMORGAN HIGH YIE	12/13/2005	07/06/2012	36,347.00	37,496.00	-1,149.00
8698.157 JPMORGAN SHORT DU FUND	VAR	07/06/2012	95,593.00	93,692.00	1,901.00
197. SPDR TR UNIT SER 1	09/13/2010	07/06/2012	26,602.00	22,166.00	4,436.00
39. CVS CORP	12/16/2005	07/09/2012	1,839.00	1,113.00	726.00
4. YUM BRANDS INC	09/21/2009	07/11/2012	248.00	137.00	111.00
9. YUM BRANDS INC	09/21/2009	07/12/2012	562.00	308.00	254.00
3. CAMERON INTERNATIONAL C	03/10/2011	07/18/2012	135.00	175.00	-40.00
14. CAMERON INTERNATIONAL	VAR	07/18/2012	630.00	737.00	-107.00
6. CAMERON INTERNATIONAL C	05/03/2011	07/18/2012	268.00	311.00	-43.00
34. DU PONT E I DE NEMOURS	VAR	07/18/2012	1,653.00	1,348.00	305.00
25. COLGATE PALMOLIVE CO	VAR	07/27/2012	2,678.00	1,964.00	714.00
2. EXXON MOBIL CORP	10/18/2010	09/13/2012	183.00	132.00	51.00
1. NIKE INC	04/21/2008	09/18/2012	98.00	69.00	29.00
7. NIKE INC	04/21/2008	09/18/2012	684.00	482.00	202.00
3. APPLE COMPUTER INC	VAR	09/19/2012	2,104.00	1,082.00	1,022.00
3. NIKE INC	04/21/2008	09/19/2012	300.00	207.00	93.00
3. NIKE INC	04/21/2008	09/19/2012	297.00	207.00	90.00
3. NIKE INC	04/21/2008	09/20/2012	292.00	207.00	85.00
1. NIKE INC	04/21/2008	09/20/2012	98.00	69.00	29.00
1. NIKE INC	04/21/2008	09/25/2012	96.00	69.00	27.00
100. CBS CORP	VAR	09/26/2012	3,565.00	2,826.00	739.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number
06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	1. NIKE INC	04/21/2008	09/26/2012	96.00	69.00	27.00
	55000. GS BREN SPX 10/03/1	09/16/2011	10/03/2012	65,010.00	54,450.00	10,560.00
	1. ADT CORPORATION	11/10/2010	10/05/2012	39.00	55.00	-16.00
	10.5 ADT CORPORATION	VAR	10/05/2012	396.00	294.00	102.00
	11. ADT CORPORATION	VAR	10/10/2012	412.00	276.00	136.00
	. PENTAIR LTD		10/11/2012	32.00		32.00
	10. KRAFT FOODS GROUP INC	VAR	10/15/2012	472.00	372.00	100.00
	3. KRAFT FOODS GROUP INC	VAR	10/15/2012	141.00	111.00	30.00
	1. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	47.00	37.00	10.00
	7. KRAFT FOODS GROUP INC	VAR	10/15/2012	332.00	257.00	75.00
	17. KRAFT FOODS GROUP INC	VAR	10/16/2012	796.00	628.00	168.00
	11. DU PONT E I DE NEMOURS	05/12/2010	10/17/2012	547.00	426.00	121.00
	8. DU PONT E I DE NEMOURS	VAR	10/18/2012	402.00	298.00	104.00
	8. DU PONT E I DE NEMOURS	06/24/2010	10/18/2012	399.00	294.00	105.00
	4. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	86.00	77.00	9.00
	17. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	364.00	329.00	35.00
	14. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	297.00	271.00	26.00
	46. CENTERPOINT ENERGY INC	VAR	10/22/2012	976.00	845.00	131.00
	1. CENTERPOINT ENERGY INC	03/10/2011	10/22/2012	21.00	16.00	5.00
	1. CENTERPOINT ENERGY INC	03/10/2011	10/22/2012	21.00	16.00	5.00
	. KRAFT FOODS GROUP INC		10/22/2012	31.00		31.00
	11. CAPITAL ONE FINL CORP	VAR	10/23/2012	654.00	489.00	165.00
	3. CAPITAL ONE FINL CORP	VAR	10/23/2012	180.00	129.00	51.00
	1. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	60.00	42.00	18.00
	5. CAPITAL ONE FINL CORP	VAR	10/24/2012	301.00	206.00	95.00
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2012

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EVERETT S BULKLEY CHARITABLE FOUNDATION

Employer identification number
06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	38. LOWES COS INC	02/19/2010	10/24/2012	1,234.00	876.00	358.00
	6. LOWES COS INC	02/19/2010	10/24/2012	194.00	138.00	56.00
	3. LOWES COS INC	02/19/2010	10/25/2012	95.00	69.00	26.00
	4. LOWES COS INC	02/19/2010	10/25/2012	129.00	92.00	37.00
	35000. HSBC BREN SPX 10/3	10/14/2011	10/31/2012	41,195.00	34,650.00	6,545.00
	16. AT&T INC	04/21/2008	11/05/2012	553.00	603.00	-50.00
	30. LAUDER ESTEE COS INC C	VAR	11/05/2012	1,782.00	1,520.00	262.00
	2. COVIDIEN PLC NEW	02/11/2011	11/05/2012	111.00	101.00	10.00
	6. CENTERPOINT ENERGY INC	03/10/2011	11/07/2012	125.00	96.00	29.00
	12. CENTERPOINT ENERGY INC	03/10/2011	11/07/2012	251.00	193.00	58.00
	35000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	40,332.00	34,650.00	5,682.00
	2. CENTERPOINT ENERGY INC	03/10/2011	11/08/2012	41.00	32.00	9.00
	48. CENTERPOINT ENERGY INC	03/10/2011	11/08/2012	994.00	772.00	222.00
	8. CENTERPOINT ENERGY INC	03/10/2011	11/08/2012	164.00	129.00	35.00
	14. CENTERPOINT ENERGY INC	03/10/2011	11/08/2012	291.00	225.00	66.00
	1. GOLDMAN SACHS GROUP INC	01/25/2011	11/08/2012	116.00	163.00	-47.00
	1. GOLDMAN SACHS GROUP INC	01/25/2011	11/08/2012	116.00	163.00	-47.00
	1. GOLDMAN SACHS GROUP INC	04/08/2009	11/08/2012	116.00	115.00	1.00
	1. GOLDMAN SACHS GROUP INC	04/08/2009	11/08/2012	116.00	115.00	1.00
	1. GOLDMAN SACHS GROUP INC	04/08/2009	11/08/2012	116.00	115.00	1.00
	1. GOLDMAN SACHS GROUP INC	04/08/2009	11/09/2012	115.00	115.00	
	3. GOLDMAN SACHS GROUP INC	04/08/2009	11/09/2012	348.00	345.00	3.00
	5. JOHNSON CTLS INC	04/21/2008	11/15/2012	125.00	177.00	-52.00
	13. JOHNSON CTLS INC	04/21/2008	11/15/2012	326.00	461.00	-135.00
	5. JOHNSON CTLS INC	04/21/2008	11/15/2012	126.00	177.00	-51.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
EVERETT S BULKLEY CHARITABLE FOUNDATION	06-6332021

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 4. LAM RESEARCH CORPORATIO	10/28/2011	11/15/2012	139.00	175.00	-36.00
26. JOHNSON CTLS INC	04/21/2008	11/16/2012	652.00	922.00	-270.00
8. LAM RESEARCH CORPORATIO	10/28/2011	11/16/2012	276.00	351.00	-75.00
6. LAM RESEARCH CORPORATIO	10/28/2011	11/16/2012	206.00	263.00	-57.00
15. DU PONT E I DE NEMOURS	VAR	12/03/2012	642.00	548.00	94.00
13. DU PONT E I DE NEMOURS	05/21/2010	12/03/2012	555.00	466.00	89.00
20. DU PONT E I DE NEMOURS	VAR	12/03/2012	851.00	716.00	135.00
1. DU PONT E I DE NEMOURS	06/01/2010	12/04/2012	42.00	36.00	6.00
12. DU PONT E I DE NEMOURS	06/01/2010	12/04/2012	510.00	429.00	81.00
3. FREEPORT-MCMORAN COPPER	11/08/2011	12/05/2012	98.00	125.00	-27.00
. BANK OF AMERICA CORPORAT		12/06/2012	3.00		3.00
. ASML HOLDING N.V.		12/10/2012	30.00		30.00
10. AT&T INC	04/21/2008	12/14/2012	341.00	377.00	-36.00
26. AT&T INC	04/21/2008	12/14/2012	887.00	980.00	-93.00
2. INTERCONTINENTAL EXCHAN	VAR	12/17/2012	256.00	224.00	32.00
3. INTERCONTINENTAL EXCHAN	08/10/2011	12/17/2012	383.00	335.00	48.00
3. INTERCONTINENTAL EXCHAN	08/10/2011	12/18/2012	384.00	335.00	49.00
31. AT&T INC	VAR	12/20/2012	1,052.00	1,083.00	-31.00
32. AT&T INC	VAR	12/21/2012	1,081.00	989.00	92.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 55,162.00

Schedule D-1 (Form 1041) 2012

Everett S Bulkley Charitable Foundation R50488007

EIN 06-6332021

Form 990-PF

Year 12-31-2012

Part XV, Line 3 a attachment statement 9 detail of scholarship grants

Bucknell University for Anatasia Gilber, ,621 St. George St., Lewisburg, PA 17837

Scholarship - $4,327.45

University of Delaware for Katherine E. Pachkovsky,Student Services, 30 Lovett Ave.,

Newark, DE 19716 Scholarship - $4,371.60

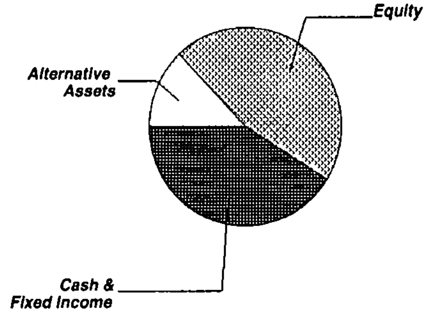
University of Connecticut- Storrs for Ryan Halloran, Student Aid Financial Servicesm 233 Glenbrook Road, Unit 416, Storrs, CT 06269 scholarship $ 4,371.60

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,658,746.28	1,672,569.73	13,823 45	21,019 02	46%
Alternative Assets	469,783 45	453,381 96	(16,401 49)	6,836 53	13%
Cash & Fixed Income	1,606,861.92	1,487,073.81	(119,788 11)	40,305 62	41%
Market Value	**$3,735,391.65**	**$3,613,025.50**	**($122,366.15)**	**$68,161.17**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	54,290.93	46,990.07	(7,300 86)
Accruals	5,283.86	5,737.28	453 42
Market Value	**$59,574.79**	**$52,727.35**	**($6,847.44)**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**3,735,391.65**	**3,505,218.43**	**54,290.93**	**34,616.39**
Additions			128,660 00	137,403 20
Withdrawals & Fees	(130,267 53)	(148,532 93)	(156,757.61)	(200,547 70)
Securities Transferred In		1,748 88	--	--
Securities Transferred Out		(2,192 25)	--	--
Net Additions/Withdrawals	**($130,267.53)**	**($148,976.30)**	**($28,097.61)**	**($63,144.50)**
Income	510 93	1,266 11	20,796.75	75,518 18
Change In Investment Value	7,390 45	255,517 26		
Ending Market Value	**$3,613,025.50**	**$3,613,025.50**	**$46,990.07**	**$46,990.07**
Accruals	--	--	5,737 28	5,737.28
Market Value with Accruals	**--**	**--**	**$52,727.35**	**$52,727.35**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	20,078 32	63,278 70
Foreign Dividends	568 87	984.37
Interest Income	469 34	10,612.02
Original Issue Discount	71 75	826 93
Accrued Interest Current Year		(386.11)
Taxable Income	**$21,188.28**	**$75,315.91**
Tax-Exempt Income	119 40	1,468.38
Tax-Exempt Income	**$119.40**	**$1,468.38**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	10,398.44	10,398.44
ST Realized Gain/Loss	(717.38)	(3,513 06)
LT Realized Gain/Loss	476.67	55,325.64
Realized Gain/Loss	**$10,157.73**	**$62,211.02**

	To-Date Value
Unrealized Gain/Loss	**$310,174.90**

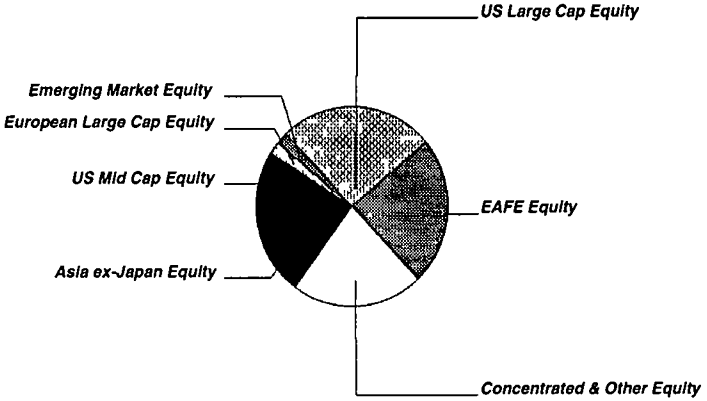
Cost Summary	Cost
Equity	1,429,262 72
Cash & Fixed Income	1,442,715.88
Total	**$2,871,978.60**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	436,607 56	437,589 76	982 20	12%
US Mid Cap Equity	199,138 98	198,631.72	(507 26)	5%
EAFE Equity	396,299.36	401,006 21	4,706.85	11%
European Large Cap Equity	39,872 40	40,696 40	824 00	1%
Asia ex-Japan Equity	198,890 69	203,284 78	4,394.09	6%
Emerging Market Equity	39,830.22	42,214 44	2,384 22	1%
Concentrated & Other Equity	348,107 07	349,146 42	1,039 35	10%
Total Value	**$1,658,746.28**	**$1,672,569.73**	**$13,823.45**	**46%**

Market Value/Cost	Current Period Value
Market Value	1,672,569.73
Tax Cost	1,429,262 72
Unrealized Gain/Loss	243,307 01
Estimated Annual Income	21,019 02
Accrued Dividends	656 65
Yield	1.25 %

Asset Categories



Equity as a percentage of your portfolio - 46 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
CS CONT BUFF EQ SPX 04/04/13 80% CONTIN BARRIER- 7.25%CPN 15% CAP INITIAL LEVEL-03/16/12 SPX 1404.17 22546T-PJ-4	106 58	65,000 000	69,277 00	64,350 00	4,927.00		
CS MARKET PLUS SPX 02/22/13 23% EKO BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-08/19/11 SPX .1123.53 22546T-DK-4	126.49	55,000 000	69,571 87	54,312.50	15,259 37		
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26 09	1,530 538	39,931 74	27,685 65	12,246 09	757 61	1 90%
JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	25 97	3,113.478	80,857 02	76,000.00	4,857 02	1,401.06	1.73%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	3,431.151	82,176 07	76,000 00	6,176.07	360 27 18.46	0 44%
JPM TAX AWARE EQUITY FD - SEL 48121L-57-7 JPES X	19 83	2,079 326	41,233 03	37,615 87	3,617 16	571.81	1.39%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	383 000	54,543 03	43,095.16	11,447 87	1,188.44 391 36	2.18%
Total US Large Cap Equity			**$437,589.76**	**$379,059.18**	**$58,530.58**	**$4,279.19** **$409.82**	**0.98%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP VALUE INDEX FUND 464287-47-3 IWS	50.24	1,600 000	80,384 00	67,333 33	13,050 67	1,681 60	2.09%
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	62.80	611.000	38,370 80	30,974.03	7,396 77	504.68	1 32%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	7,359 370	78,082 92	65,000 00	13,082 92	861.04	1.10%
WALTER ENERGY INC 93317Q-10-5 WLT	35.88	50.000	1,794.00	2,779 74	(985.74)	25.00	1.39%
Total US Mid Cap Equity			**$198,631.72**	**$166,087.10**	**$32,544.62**	**$3,072.32**	**1.55%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	2,114 213	64,229 79	51,811 88	12,417.91		
GS BREN EAFE 02/21/13 10%BUFFER-2 XLEV- 10%CAP 20%MAXRTRN INITIAL LEVEL-02/03/12:SX5E:2515.15 UKX·5901 07 TPX·760 69 38143U-Q4-6	107.62	35,000.000	37,668 05	34,650 00	3,018.05		

EAFE Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
HSBC BREN EAFE 04/24/13 10%BUFFER-2 XLEV- 8.75%CAP 17 5%MAXRTRN INITIAL LEVEL-04/05/12 SX5E 2392 54 UKX:5723.67 TPX:832.57 4042K1-D7-5	107 26	40,000 000	42,904 00	39,600 00	3,304.00		
HSBC BREN EAFE 03/20/13 10%BUFFER-2 XLEV- 10%CAP 19%MAXRTRN INITIAL LEVEL-03/02/12·SX5E·2546 16 UKX 5911 13 TPX·837 82 4042K1-YM-9	105 02	35,000 000	36,757 00	34,650.00	2,107.00		
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	6,559.437	184,779 34	161,296 55	23,482 79	3,371 55	1 82%
T. ROWE PRICE OVERSEAS STOCK FUND 77956H-75-7 TROS X	8 50	4,078 592	34,668 03	34,831 18	(163 15)	693 36	2 00%
Total EAFE Equity			**$401,006.21**	**$356,839.61**	**$44,166.60**	**$4,064.91**	**1.01%**

European Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E·2594 56 2515A1-LR-0	101.74	40,000 000	40,696.40	39,500 00	1,196 40		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
Asia ex-Japan Equity							
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	60 52	701 000	42,424.52	35,008.36	7,416 16	735.34	1.73%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	6,589.933	160,860 26	139,836.53	21,023 73	1,331.16	0 83%
Total Asia ex-Japan Equity			**$203,284.78**	**$174,844.89**	**$28,439.89**	**$2,066.50**	**1.02%**
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	948.000	42,214.44	41,545.15	669 29	924.30	2.19%
Concentrated & Other Equity							
ACE LTD NEW H0023R-10-5 ACE	79 80	64 000	5,107 20	3,837 36	1,269 84	125 44	2.46%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37.68	43.000	1,620 24	1,408 82	211.42		
ALLERGAN INC 018490-10-2 AGN	91.73	29 000	2,660 17	2,507 95	152.22	5 80	0 22%
AMAZON COM INC 023135-10-6 AMZN	250.87	24.000	6,020 88	2,739 69	3,281.19		
AMERICAN EXPRESS CO 025816-10-9 AXP	57.48	28 000	1,609.44	1,567 59	41 85	22.40	1.39%
ANADARKO PETROLEUM CORP 032511-10-7 APC	74 31	45 000	3,343 95	3,330 36	13.59	16 20	0 48%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Concentrated & Other Equity							
APPLE INC. 037833-10-0 AAPL	532.17	35 000	18,626 06	5,612.40	13,013 66	371 00	1 99%
ASML HOLDING N.V. N07059-21-0 ASML	64 39	40 000	2,575 60	2,779 64	(204.04)	26 92	1.05%
AUTOZONE INC 053332-10-2 AZO	354 43	7 000	2,481 01	2,175.94	305.07		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100 29	18 000	1,805 22	1,803 45	1.77		
BANK OF AMERICA CORP 060505-10-4 BAC	11.61	466.000	5,410.26	9,514 70	(4,104.44)	18.64	0 34%
BIOGEN IDEC INC 09062X-10-3 BIIB	146 37	32 000	4,683 84	1,665 91	3,017 93		
BROADCOM CORP CL A 111320-10-7 BRCM	33 21	81 000	2,690 01	2,704 79	(14 78)	32.40	1 20%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56 46	44.000	2,484.24	2,388 12	96 12		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41.18	80.000	3,294.40	2,312 12	982 28	88.00 22.00	2.67%
CAREFUSION CORPORATION 14170T-10-1 CFN	28 58	92 000	2,629 36	2,423 33	206 03		
CBS CORP CLASS B W/I 124857-20-2 CBS	38 05	75 000	2,853 75	2,685.62	168 13	36.00 9.00	1.26%
CELGENE CORPORATION 151020-10-4 CELG	78 47	45 000	3,531 15	1,999.67	1,531.48		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
CERNER CORP 156782-10-4 CERN	77 51	17 000	1,317 67	1,346.19	(28 52)		
CHENIERE ENERGY INC 16411R-20-8 LNG	18 78	98 000	1,840.44	1,582 93	257.51		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	291.000	5,717 86	4,420.10	1,297 76	162.96	2.85%
CITIGROUP INC NEW 172967-42-4 C	39 56	147 000	5,815 32	5,263.98	551.34	5 88	0.10%
CITRIX SYSTEMS INC 177376-10-0 CTXS	65 62	30.000	1,968.60	1,808 61	159.99		
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	72.000	3,648 24	4,052.81	(404.57)	129 60	3 55%
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73 88	51 000	3,767.98	2,650.14	1,117 84		
COMCAST CORP CL A 20030N-10-1 CMCS A	37.36	159.000	5,940.24	3,395.53	2,544.71	103.35 25 84	1.74%
COSTCO WHOLESALE CORP 22160K-10-5 COST	98.73	16.000	1,579.68	1,457 42	122 26	17 60	1.11%
COVIDIEN PLC NEW G2554F-11-3 COV	57 74	60 000	3,464 40	2,360 71	1,103.69	62 40	1 80%
CSX CORP 126408-10-3 CSX	19 73	116 000	2,288 68	2,477 32	(188 64)	64.96	2.84%
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110.53	21 000	2,321 13	2,321.35	(0.22)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
Concentrated & Other Equity							
DISH NETWORK CORP CL A 25470M-10-9 DISH	36 40	30 000	1,092 00	1,099.77	(7.77)		
DOW CHEMICAL CO 260543-10-3 DOW	32.33	65 000	2,101.39	1,981.54	119 85	83 20	3.96%
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	88 000	4,660.48	4,522.80	137.68	144.32	3 10%
ENSCO PLC G3157S-10-6 ESV	59 28	52.000	3,082 56	2,521 44	561.12	78 00	2.53%
EOG RESOURCES INC 26875P-10-1 EOG	120 79	29.000	3,502 91	2,426.28	1,076 63	19.72	0 56%
EXXON MOBIL CORP 30231G-10-2 XOM	86 55	88 000	7,616 40	1,147.95	6,468.45	200.64	2 63%
FLUOR CORP 343412-10-2 FLR	58 74	66 000	3,876.84	3,373 15	503 69	42.24	1.09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34 20	55.000	1,881 00	1,288 40	592.60	68 75	3.65%
GENERAL MILLS INC 370334-10-4 GIS	40 42	102 000	4,122.84	3,256 51	866 33	134 64	3 27%
GENERAL MOTORS CO 37045V-10-0 GM	28 83	168 000	4,843.44	5,087 06	(243 62)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127 56	33 000	4,209.48	3,610.74	598.74	66.00	1 57%
GOOGLE INC CL A 38259P-50-8 GOOG	707 38	9 000	6,366 42	5,583.13	783 29		

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
HOME DEPOT INC 437076-10-2 HD	61 85	73.000	4,515.05	2,825.86	1,689.19	84.68	1.88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	79 000	5,014.13	3,504 72	1,509 41	129 56	2.58%
HUMANA INC 444859-10-2 HUM	68.63	34 000	2,333 42	2,539 66	(206.24)	35 36 8.84	1 52%
INVESCO LTD G491BT-10-8 IVZ	26 09	133 000	3,469 97	2,725.26	744 71	91.77	2 64%
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	51.000	3,575 10	3,682 22	(107 12)	124 44	3.48%
JOHNSON CONTROLS INC 478366-10-7 JCI	30 67	131 000	4,017 77	4,406 89	(389 12)	99.56	2 48%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19.67	97 000	1,907 99	1,767 21	140.78		
KINDER MORGAN INC 49456B-10-1 KMI	35 33	50.000	1,766 50	1,557 67	208 83	72 00	4 08%
LENNAR CORP 526057-10-4 LEN	38 67	75.000	2,900 25	1,133 21	1,767.04	12.00	0.41%
LINKEDIN CORP - A 53578A-10-8 LNKD	114 82	16 000	1,837.12	1,584.26	252.86		
LOWES COMPANIES INC 548661-10-7 LOW	35 52	143 000	5,079 36	2,998.68	2,080 68	91.52	1 80%
MASCO CORP 574599-10-6 MAS	16.66	175 000	2,915.50	2,396.04	519 46	52 50	1 80%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491 28	8.000	3,930 24	2,345 96	1,584.28	9.60	0.24%

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
MERCK AND CO INC 58933Y-10-5 MRK	40 94	167 000	6,836 98	5,043 54	1,793.44	287 24 71 81	4.20%
METLIFE INC 59156R-10-8 MET	32 94	142.000	4,677 48	4,975 32	(297 84)	105.08	2 25%
MICROSOFT CORP 594918-10-4 MSFT	26 71	417.000	11,138.07	11,042.83	95.24	383.64	3 44%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25.45	146 000	3,716 14	3,417 17	298 97	75.92 18.98	2.04%
NETAPP INC 64110D-10-4 NTAP	33 55	69 000	2,314.95	2,558.65	(243.70)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76 61	80 000	6,128 80	6,560 25	(431 45)	172 80	2.82%
ORACLE CORP 68389X-10-5 ORCL	33 32	216.000	7,197 12	5,242 01	1,955 11	51 84	0.72%
PACCAR INC 693718-10-8 PCAR	45.21	101.000	4,566 21	3,437 02	1,129 19	80.80	1.77%
PENTAIR LTD SHS H6169Q-10-8 PNR	49.15	18.000	884 70	578 17	306.53	15.84	1.79%
PEPSICO INC 713448-10-8 PEP	68 43	43.000	2,942 49	3,107 16	(164.67)	92.45 23 11	3 14%
PFIZER INC 717081-10-3 PFE	25 08	299 000	7,498 62	4,066.72	3,431.90	287 04	3 83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83 64	50 000	4,182 00	4,146 12	35 88	170 00 42.50	4 07%
PHILLIPS 66 718546-10-4 PSX	53 10	60 000	3,186 00	2,919.71	266.29	60.00	1 88%

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106 59	21 000	2,238 39	1,842 33	396.06	1.68	0 08%
PROCTER & GAMBLE CO 742718-10-9 PG	67 89	88.000	5,974 32	2,714 91	3,259 41	197.82	3.31%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53 33	68.000	3,626 44	2,687.00	939.44	108.80	3 00%
QUALCOMM INC 747525-10-3 QCOM	61.86	115.000	7,113 90	5,585.40	1,528.50	115 00	1 62%
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	90 000	6,236 91	7,425 77	(1,188 86)	99.00 24.75	1 59%
TARGET CORP 87612E-10-6 TGT	59.17	54 000	3,195 18	3,464 10	(268 92)	77.76	2 43%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16 81	77 000	1,294.37	1,192.65	101 72	27 72	2 14%
TIME WARNER INC NEW 887317-30-3 TWX	47 83	210 000	10,044.30	5,028 90	5,015 40	218 40	2 17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97 19	19 000	1,846 61	1,606 74	239 87	42 56	2 30%
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29 25	78 000	2,281.50	1,616 46	665 04	46 80	2.05%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54 24	72 000	3,905.28	3,136 06	769 22	61 20	1 57%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82 01	103 000	8,447 03	4,855.30	3,591 73	220.42	2 61%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43 27	105 000	4,543.35	2,793 92	1,749 43	216 30	4 76%

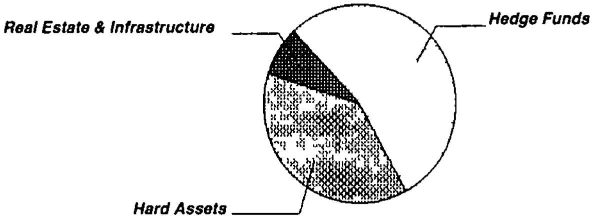
Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41 90	35 000	1,466.50	1,097 65	368.85		
WELLS FARGO & CO 949746-10-1 WFC	34 18	322 000	11,005.96	9,365.60	1,640 36	283 36	2 57%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32 74	66 000	2,160.84	1,693 82	467.02	85 80	3 97%
YUM BRANDS INC 988498-10-1 YUM	66 40	72.000	4,780 80	2,224.55	2,556 25	96.48	2 02%
Total Concentrated & Other Equity			**$349,146.42**	**$271,386.79**	**$77,759.63**	**$6,611.80** **$246.83**	**1.89%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	256,452.76	252,300 58	(4,152.18)	7%
Real Estate & Infrastructure	34,961.47	31,498 96	(3,462 51)	1%
Hard Assets	178,369.22	169,582 42	(8,786 80)	5%
Total Value	**$469,783.45**	**$453,381.96**	**($16,401.49)**	**13%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 13 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	5,769 373	72,290 24	72,694 10
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	5,343.511	68,236.64	70,000 00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	7,297 894	71,738.30	75,159 76
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,476 776	40,035 40	38,381.40
Total Hedge Funds			**$252,300.58**	**$256,235.26**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	1,978 58	15,133 51		31,498 96	763.73	2 42%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

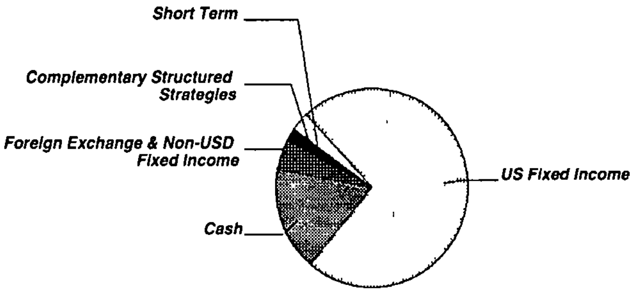
	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17 50%MAXRTN 9/28/12; INITIAL STRIKE: 1776 00 06741T-HL-4	96 82	40,000 000	38,728.00	39,600.00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	7,047 274	98,450 42	102,987 23
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	200 000	32,404.00	16,916 00
Total Hard Assets			**$169,582.42**	**$159,503.23**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	360,126 16	241,868 76	(118,257 40)	7%
Short Term	50,987.25	50,897 50	(89 75)	1%
US Fixed Income	1,084,558 81	1,082,650 89	(1,907.92)	30%
Complementary Structured Strategies	51,630.50	51,938 50	308 00	1%
Foreign Exchange & Non-USD Fixed Income	59,559 20	59,718 16	158 96	2%
Total Value	**$1,606,861.92**	**$1,487,073.81**	**($119,788.11)**	**41%**

Market Value/Cost	Current Period Value
Market Value	1,487,073 81
Tax Cost	1,442,715.88
Unrealized Gain/Loss	44,357 93
Estimated Annual Income	40,305 62
Accrued Interest	4,840.75
Yield	2 16%

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 41 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,141,069 01	78%
6-12 months[1]	74,840 00	5%
1-5 years[1]	175,423 55	11%
5-10 years[1]	95,741 25	6%
Total Value	**$1,487,073.81**	**100%**

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	241,868.76	16%
Govt and Agency Bonds	322,062 30	21%
International Bonds	69,679.52	4%
Mutual Funds	727,847.33	52%
Complementary Structure	51,938.50	3%
Other	73,677 40	4%
Total Value	**$1,487,073.81**	**100%**

Note: O - Bonds purchased at a discount show accretion.
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	241,868 76	241,868 76	241,868 76		72.55 8.30	0.03 %[1]
Short Term							
US TREAS 3.125% 08/31/13 912828-JK-7 NR /AAA	101 95	25,000 00	25,486.25	25,983 40	(497 15)	781.25 267.47	0.19 %

Short Term

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US TREAS 2% 11/30/13 912828-JT-8 NR /AAA	101 65	25,000 00	25,411.25	24,774 41	636 84	500.00 44 17	0 20%
Total Short Term			**$50,897.50**	**$50,757.81**	**$139.69**	**$1,281.25** **$311.64**	**0.19%**

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	5,890.07	69,679.52	65,000 00	4,679 52	2,462.04 241 49	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	3,242 38	36,736 13	36,347 05	389.08	2,331.26 182 73	6 35%
EATON VANCE FLOATING RATE I 277911-49-1	9 12	4,454.86	40,628 28	38,935.43	1,692 85	1,804 21 148 89	4 44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	18,154 94	147,781 22	133,638 22	14,143 00	9,458 72 944 06	6 40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	26,580 33	292,117.82	285,106.83	7,010.99	3,721 24 345 54	1 27%
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8 98	16,800.19	150,865.72	144,985 66	5,880 06	7,375 28 601.65	4 89%
JPM TR I TAX AWARE REAL RTRN FD -SEL FUND 992 4812A2-54-6	10 49	7,023 58	73,677 40	71,261.80	2,415 60	1,734.82 112 38	2 35%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US TREAS 4% 02/15/14 912828-CA-6 NR /AAA	104.23	20,000 00	20,846 80	21,449.22	(602 42)	800 00 302 16	0 23%
US TREAS 2.625% 12/31/14 912828-ME-7 NR /AAA	104 72	35,000 00	36,651.65	37,348 24	(696.59)	918.75 5 04	0 26%
US TREAS 2.5% 04/30/15 912828-MZ-0 NR /AAA	105 09	15,000 00	15,764 10	15,989.65	(225 55)	375 00 64.21	0 30%
US TREAS 4.25% 08/15/15 912828-EE-6 NR /AAA	110 18	20,000 00	22,036.00	21,532 81	503.19	850.00 321.04	0.35%
US TREAS 5.125% 05/15/16 912828-FF-2 NR /AAA	115 63	20,000 00	23,125.00	22,510 16	614.84	1,025 00 133.08	0.45%
US TREAS 3.25% 07/31/16 912828-LD-0 NR /AAA	109 88	20,000 00	21,975 00	21,813.28	161.72	650.00 272 00	0.47%
US TREAS 4.5% 05/15/17 912828-GS-3 NR /AAA	116 75	30,000 00	35,025 00	32,499 61	2,525 39	1,350 00 175.26	0 61%
US TREAS 3.75% 11/15/18 912828-JR-2 NR /AAA	116 37	30,000 00	34,910 10	30,584 77	4,325.33	1,125 00 146 04	0 88%
US TREAS 3.625% 08/15/19 912828-LJ-7 NR /AAA	116 34	15,000 00	17,450.40	16,413 87	1,036 53	543 75 205 38	1 06%
US TREAS 3.625% 02/15/20 912828-MP-2 NR /AAA	116 70	15,000 00	17,504 25	16,344.73	1,159.52	543 75 205 38	1.18%
US TREAS 2% 11/15/21 912828-RR-3 NR /AAA	103.66	15,000 00	15,548 40	15,147.07	401 33	300.00 38 94	1.56%
US TREAS 2% 02/15/22 912828-SF-8 NR /AAA	103 28	10,000 00	10,328 10	10,232 03	96 07	200 00 75 54	1 61%
Total US Fixed Income			**$1,082,650.89**	**$1,037,140.43**	**$45,510.46**	**$37,568.82** **$4,520.81**	**2.83%**

Complementary Structured Strategies

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
O **DB 95% PPN FX BASKET 2/1/13** LNKED TO MXN INR CNY & RUB VS USD 1.40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93 32	30,000 00	27,996.00	29,998 54 29,625 00	(2,002 54)		
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95.77	25,000 00	23,942 50	25,351 72 24,625.00	(1,409 22)		
Total Complementary Structured Strategies			**$51,938.50**	**$55,350.26** **$54,250.00**	**($3,411.76)**	**$0.00**	**0.00 %**

Foreign Exchange & Non-USD Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	5,298 86	59,718 16	57,598.62	2,119 54	1,383.00	2.32 %