Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE BONFIRE FOUNDATION
C/O HEATHER DIVER, EXECUTIVE DIRECTOR

A Employer identification number: 13-4039331

Number and street (or P O box number if mail is not delivered to street address): 26 HIDDEN OAK DRIVE — Room/suite

B Telephone number: (800) 923-3516

City or town, state, and ZIP code: FARMINGTON, CT 06032-2734

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,692,072.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,845.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,458.	38,737.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-257,059.			
	b Gross sales price for all assets on line 6a 2,388,135.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,797.	832.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	-211,959.	39,569.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,000.	28,800.		19,200.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	15,672.	15,672.		0.
	17 Interest	9,073.	8,398.		0.
	18 Taxes STMT 4	621.	813.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	10,752.	4,895.		1,995.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	84,118.	58,578.		21,195.
	25 Contributions, gifts, grants paid	34,675.			34,675.
	26 **Total expenses and disbursements.** Add lines 24 and 25	118,793.	58,578.		55,870.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-330,752.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	86,653.	6,608.	6,608.
	2 Savings and temporary cash investments	-470,618.	130,192.	130,192.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,314,062.	1,282,818.	1,243,647.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	100,000.	301,760.	311,625.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,030,097.	1,721,378.	1,692,072.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	2,030,097.	1,721,378.	
	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			
	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**	2,030,097.	1,721,378.	
	31 **Total liabilities and net assets/fund balances**	2,030,097.	1,721,378.	

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	2,030,097.
2	Enter amount from Part I, line 27a	2	-330,752.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	22,033.
4	Add lines 1, 2, and 3	4	1,721,378.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,721,378.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,388,135.		2,645,194.	-257,059.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-257,059.

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 -257,059.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	86,125.	1,782,897.	.048306
2010	130,102.	1,989,375.	.065398
2009	149,980.	1,874,475.	.080012
2008	157,700.	1,719,859.	.091694
2007	164,848.	3,331,709.	.049479

2 **Total** of line 1, column (d)	2	.334889
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	.066978
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,721,302.
5 Multiply line 4 by line 3	5	115,289.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	115,289.
8 Enter qualifying distributions from Part XII, line 4	8	55,870.

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	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,711.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	10.		
7	Total credits and payments. Add lines 6a through 6d			7	4,721.
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	4,721.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,721. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (800) 923-3516

Located at ▶ 26 HIDDEN OAK DRIVE, FARMINGTON, CT ZIP+4 ▶ 06032-2734

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		48,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,288,260.
b	Average of monthly cash balances	1b	147,630.
c	Fair market value of all other assets	1c	311,625.
d	**Total** (add lines 1a, b, and c)	1d	1,747,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,747,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,213.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,721,302.
6	**Minimum investment return.** Enter 5% of line 5	6	86,065.

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	86,065.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,065.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,065.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,065.

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	55,870.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	55,870.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,870.

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				86,065.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 6,986.				
b From 2008 71,707.				
c From 2009 56,256.				
d From 2010 29,322.				
e From 2011 10,096.				
f **Total** of lines 3a through e	174,367.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 55,870.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				55,870.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	30,195.			30,195.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	144,172.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	144,172.			
10 Analysis of line 9:				
a Excess from 2008 48,498.				
b Excess from 2009 56,256.				
c Excess from 2010 29,322.				
d Excess from 2011 10,096.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

TOD PARROTT

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

NONE

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

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

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

HEATHER DIVER, BONFIRE FOUNDATION, (800) 923-3516
26 HIDDEN OAK DRIVE, FARMINGTON, CT 06032

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

APPLICATION DOWNLOADABLE FROM FOUNDATION WEBSITE (WWW.TEAMBONFIRE.COM)

c Any submission deadlines:

APRIL 1ST

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

FOUNDATION CONSIDERS AND VALUES THOSE CANDIDATES FOCUSING ON JOURNALISTIC, MEDIA AND/OR ATHLETIC PURSUITS.

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				
HIGH WATCH 62 CARTER ROAD KENT, CT 06757		PUBLIC	GENERAL PURPOSES	10,000.
KANAKUK MINSTRIES 1353 LAKE SHORE DRIVE BRANSON, MO 65616		PUBLIC	GENERAL PURPOSES	1,000.
SCHOOL OF THE HOLY CHILD 2225 WESTCHESTER AVENUE RYE, NY 10580		PUBLIC	GENERAL PURPOSES	250.
PADRE PIO FOUNDATION 463 MAIN STREET CROMWELL, CT 06416		PUBLIC	GENERAL PURPOSES	525.
SALISBURY SCHOOL 251 CANAAN ROAD SALISBURY, CT 06068		PUBLIC	GENERAL PURPOSES	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	34,675.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	661.	14	38,797.	
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			14	2,797.	
8 Gain or (loss) from sales of assets other than inventory	525990	-30,276.	18	-226,783.	
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)		-29,615.		-185,189.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -214,804.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Heather Diver — Signature of officer or trustee | Date | EXECUTIVE DIRECTOR — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID M. OLEASZ	[signature]	11/1/13		P00158421
Firm's name ▶ HARPER & WHITFIELD, P.C.			Firm's EIN ▶ 06-1071692	
Firm's address ▶ 314 FARMINGTON AVENUE FARMINGTON, CT 06032			Phone no. 860-677-9188	

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	K-1 ACTIVITY CONSTELLATION HEDGE PTNRS LP	P		
b	K-1 ACTIVITY CONSTELLATION HEDGE PTNRS LP	P		
c	K-1 ACTIVITY CONSTELLATION HEDGE PTNRS LP	P		
d	K-1 ACTIVITY POLYGON CONVERTIBLE OPPORT FD LP	P		
e	LESS UBTI GAIN REPORTED ON 990-T	P		
f	POLYGON CONVERTIBLE OPPORT FD LP	P	04/20/10	03/23/12
g	LESS UBTI GAIN REPORTED ON 990-T	P		
h	ORCHARD SUPPLY HARDWARE (CASH IN LIEU)	P	12/30/11	01/09/12
i	ORCHARD SUPPLY HARDWARE PFD (CASH IN LIEU)	P	12/30/11	01/09/12
j	CONSTELLATION #970 (ATTACHMENT A)	P	VARIOUS	VARIOUS
k	CONSTELLATION #651 (ATTACHMENT A)	P	VARIOUS	VARIOUS
l	CONSTELLATION #677 (ATTACHMENT A)	P	VARIOUS	VARIOUS
m	CONSTELLATION #669 (ATTACHMENT A)	P	02/07/12	03/14/12
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,501.			6,501.
b	827.			827.
c	-2,155.			-2,155.
d	9,752.			9,752.
e	-830.			-830.
f	138,306.		108,860.	29,446.
g	-138,306.		-108,860.	-29,446.
h	9.			9.
i	1.			1.
j	1,974,523.		2,246,623.	-272,100.
k	255,467.		257,425.	-1,958.
l	133,455.		135,317.	-1,862.
m	5,794.		5,829.	-35.
n	4,791.			4,791.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,501.
b				827.
c				-2,155.
d				9,752.
e				-830.
f				29,446.
g				-29,446.
h				9.
i				1.
j				-272,100.
k				-1,958.
l				-1,862.
m				-35.
n				4,791.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-257,059.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DON BOSCO PREP 492 NORTH FRANKLIN TURNPIKE RAMSEY, NJ 07446		PUBLIC	EDUCATIONAL PURPOSES	4,000.
FORDHAM UNIVERSITY 155 WEST 60TH STREET NEW YORK, NY 10023		PUBLIC	EDUCATIONAL PURPOSES	1,000.
CENTRAL CONNECTICUT STATE UNIVERSITY 1615 STANLEY STREET NEW BRITAIN, CT 06053		PUBLIC	EDUCATIONAL PURPOSES	1,000.
CONARD HIGH SCHOOL 110 BEECHWOOD ROAD WEST HARTFORD, CT 06107		PUBLIC	EDUCATIONAL PURPOSES	125.
ST. LUKE SCHOOL 350 E. 143RD STREET #17C BRONX, NY 10454		PUBLIC	EDUCATIONAL PURPOSES	2,600.
ST. MARY'S CATHOLIC SCHOOL 1204 WAKE FOREST DRIVE ALEXANDRIA, VA 22307		PUBLIC	EDUCATIONAL PURPOSES	2,000.
ST. THOMAS AQUINAS COLLEGE 20 GARRET AVENUE CONGERS, NY 10920		PUBLIC	EDUCATIONAL PURPOSES	1,000.
VILLANOVA UNIVERSITY 800 EAST LANCASTER AVENUE VILLANOVA, PA 19085		PUBLIC	EDUCATIONAL PURPOSES	3,000.
WEST HARTFORD YOUTH HOCKEY 50 SOUTH MAIN STREET WEST HARTFORD, CT 06107		PUBLIC	GENERAL PURPOSES	675.
WESTCHESTER COMMUNITY COLLEGE 86 PLEASANTVILLE ROAD PLEASANTVILLE, NY 10570		PUBLIC	EDUCATIONAL PURPOSES	2,500.
Total from continuation sheets				21,900.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
XAVIER HIGH SCHOOL 268 BEACH 140TH STREET BELLE HARBOR, NY 11694		PUBLIC	EDUCATIONAL PURPOSES	4,000.
Total from continuation sheets				

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND & INTEREST INCOME	35,961.	4,791.	31,170.
DIVIDEND & INTEREST INCOME (UBTI)	196.	0.	196.
DIVIDEND & INTEREST INCOME THRU K-1S	7,627.	0.	7,627.
DIVIDEND & INTEREST INCOME THRU K-1S (UBTI)	465.	0.	465.
TOTAL TO FM 990-PF, PART I, LN 4	44,249.	4,791.	39,458.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME - CONSTELLATION #970	118.	118.	
NONDIVIDEND DISTRIBUTIONS	1,965.	0.	
MUTUAL FD/NTF FEE CREDITS	714.	714.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,797.	832.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	15,672.	15,672.		0.
TO FORM 990-PF, PG 1, LN 16C	15,672.	15,672.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	820.	813.		0.
FEDERAL EXCISE TAXES	-199.	0.		0.
TO FORM 990-PF, PG 1, LN 18	621.	813.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	967.	0.		967.
WEBSITE	120.	0.		120.
OFFICE EXPENSES	659.	0.		659.
EXPENSES THRU K-1S	4,999.	4,895.		0.
MISCELLANEOUS EXPENSES	4,007.	0.		249.
TO FORM 990-PF, PG 1, LN 23	10,752.	4,895.		1,995.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT (REINVESTED INCOME)	8,231.
BOOK VALUE ADJUSTMENT	13,802.
TOTAL TO FORM 990-PF, PART III, LINE 3	22,033.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT A-FIDELITY	18,483.	0.
ATTACHMENT A-CONSTELLATION #970	48,957.	0.
ATTACHMENT A-ANDERSON STRUDWICK/MEYERS ASSOCIATES	0.	0.
ATTACHMENT A-CONSTELLATION #651	751,725.	772,223.
ATTACHMENT A-CONSTELLATION #669	463,653.	471,424.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,282,818.	1,243,647.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT A-POLYGON INVESTMENT PARTNERS	COST	0.	0.
ATTACHMENT A-ALTERNATIVE INVESTMENTS	COST	301,760.	311,625.
TOTAL TO FORM 990-PF, PART II, LINE 13		301,760.	311,625.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HEATHER DIVER C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	EXECUTIVE DIRECTOR 20.00	48,000.	0.	0.
TOD PARROTT C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	TREASURER 20.00	0.	0.	0.
KRISTEN MULVOY C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	BOARD MEMBER 7.00	0.	0.	0.
PEGGIE PARROTT C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	BOARD MEMBER 7.00	0.	0.	0.
TRACI DECONCINI C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	BOARD MEMBER 7.00	0.	0.	0.
COLLEEN OGILVIE C/O THE BONFIRE FOUNDATION, 26 HIDDEN OAK DRIVE FARMINGTON, CT 06032	BOARD MEMBER 7.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		48,000.	0.	0.

BONFIRE FOUNDATION
2012

Security Description	Beginning Balance Shs/PV	Beginning Balance Book Value	Beginning Balance FMV	Purchases (Transfers) Date	Purchases (Transfers) Shs/PV	Purchases (Transfers) Cost	Sales/Paydowns Date	Sales/Paydowns Shs/PV	Sales/Paydowns Proceeds	Sales/Paydowns Cost	Sales/Paydowns Gain/(Loss)	Ending Balance Shs/PV	Ending Balance Book Value	Ending Balance FMV
FIDELITY														
EQUITIES														
SEQUENOM INC	-	2,233 40	-									-	2,233 40	
SUNSHINE PCS	325 000	16,250 00	-									325	16,250 00	-
TOTAL FIDELITY	325 000	18,483 40	-		-				-	-		325	18,483 40	-
CONSTELLATION WEALTH ADVISORS LLC (#970)														
EQUITIES														
ACL SEMICONDUCTORS	30,000 000	14,139 88	4,800 00	4/12/2012	99,000	9,455 94	VARIOUS	129,000	26,181 78	23,595 82	2,585 96	-		-
AKORN INC	5,000 000	31,773 19	55,600 00				VARIOUS	5,000	56,229 27	31,773 19	24,456 08	-	-	-
BANKRATE INC DEL	500 000	7,944 03	10,750 00				1/19/2012	500	11,452 34	7,944 03	3,508 31	-	-	-
BIGLARI HLDGS INC CL A	100 000	30,765 25	36,824 00				1/23/2012	100	38,213 82	30,765 25	7,448 57		-	-
BLACK DIAMOND INC (FMLY CLARUS CORP DEL)	10,000 000	70,327 79	74,700 00				VARIOUS	10,000	88 465 91	70,327 79	18,138 12		-	-
CARRIZO OIL & GAS INC	500 000	10,846 57	13,175 00				VARIOUS	500	13,462 56	10,846 57	2,615 99		-	
CELGENE CORP	100 000	5,518 95	6,760 00				3/8/2012	100	7,346 53	5,518 95	1,827 58		-	-
CHESAPEAKE ENERGY CORP	1,000 000	26,192 67	22,290 00				3/8/2012	1,000	24,306 33	26,192 67	(1,886 34)	-	-	-
CIBL CORP	25 000	-	15,875 00				3/9/2012	25	17,463 95	-	17,463 95		-	-
CIMAREX ENERGY CO	100 000	5,711 25	6,190 00				1/19/2012	100	6,018 44	5,711 25	307 19	-	-	
CITIGROUP INC	1,000 000	37,557 53	26,310 00				3/8/2012	1,000	33,486 72	37,557 53	(4,070 81)	-	-	-
COMPLETE GENOMICS INC	100 000	787 95	293 00				1/19/2012	100	246 43	787 95	(541 52)	-	-	-
CONTANGO OIL & GAS CO	100 000	5,907 95	5,818 00				1/13/2012	100	5,737 44	5,907 95	(170 51)	-	-	-
CYTORI THERAPEUTICS INC	20,000 000	124,839 60	44,000 00				VARIOUS	20,000	56 478 36	124,839 60	(68,361 24)	-	-	-
DIAMOND HILL INVT GROUP INC	100 000	7,793 95	7,398 00				3/8/2012	100	7,240 61	7,793 95	(553 34)	-	-	-
DINEEQUITY INC	1,500 000	58,974 97	63,315 00				VARIOUS	1,500	76,101 64	58,974 97	17,126 67	-	-	-
DOT HILL SYS CORP	100,000 000	122,168 19	133,000 00				VARIOUS	100,000	135,438 45	122,168 19	13,270 26		-	-
ENCANA CORP	100 000	3,079 85	1,853 00				1/13/2012	100	1,708 01	3,079 85	(1,371 84)	-	-	-
ESCROW AMPEX CORP (FMLY AMPEX CORPORATIONS)	2,000 000	15,535 85	-									2,000	15,535 85	-
FARMERS & MERCHANTS BK LONG BEACH CALIF	1 000	4,377 95	4,040 00				1/13/2012	1	4,042 23	4,377 95	(335 72)	-	-	-
GEEKNET INC	100 000	2,602 95	1,705 00				1/13/2012	100	1,611 41	2,602 95	(991 54)	-	-	-
GLOBALSTAR INC	10,000 000	16,346 77	5,400 00				1/19/2012	10,000	5,294 89	16,346 77	(11,051 88)	-	-	-
GOOGLE INC	50 000	18,471 75	32,295 00				VARIOUS	50	30,278 98	18,471 75	11,807 23	-	-	-
HUNTSMAN CORP	1,100 000	14,695 88	11,000 00				3/8/2012	1,100	14,629 46	14,695 88	(66 42)		-	-
ICTC GROUP INC (FORMERLY SUNSHINE PCS CORP)	-		-	4/12/2012	200	4,061 75	4/12/2012	200	6,726 04	4,061 75	2,664 29		-	-
ION GEOPHYSICAL CORP	2,000 000	7,158 58	12,260 00				VARIOUS	2,000	15,307 30	7,158 58	8,148 72	-		-
KEMET CORP	10,000 000	94,188 78	70,500 00				VARIOUS	10,000	94,423 11	94,188 78	234 33	-		-
KLA-TENCOR CORP	200 000	8,999 90	9,650 00				1/27/2012	200	10,359 32	8,999 90	1,359 42	-	-	-
LAM RESEARCH CORP	200 000	10,243 90	7,404 00				3/9/2012	200	8,138 88	10,243 90	(2,105 02)	-	-	-
LAZARD LTD SHS A	100 000	2,352 41	2,611 00				3/8/2012	100	2,992 81	2 352 41	640 40	-	-	-
LEVEL 3 COMMUNICATIONS INC	66 000	3,522 40	1,121 34				1/13/2012	66	1,175 15	3,522 40	(2,347 25)	-	-	-
LICT CORP	25 000	58,657 00	52,000 00				3/14/2012	25	49,913 37	58,657 00	(8,743 63)	-	-	-
LIHUA INTL INC	1,000 000	10,566 63	4,760 00				3/8/2012	1,000	5,362 03	10,566 63	(5,204 60)		-	-
LIMELIGHT NETWORKS	5,000 000	21,645 95	14,800 00				VARIOUS	5,000	18,860 73	21,645 95	(2,785 22)	-	-	-
LOCATEPLUS HLDGS CORP	201,000 000	18,359 30	13,668 00	4/12/2012	30,000	15,061 75						231,000	33,421 05	-
LUMINEX CORP DEL	100 000	1,764 95	2,123 00				1/13/2012	100	2,016 53	1,764 95	251 58	-	-	-
MICROS SYS INC	2,000 000	92,230 96	93,160 00				VARIOUS	2,000	103,957 31	92,230 96	11,726 35			-
MURPHY OIL CORP	100 000	7,108 85	5,574 00				2/7/2012	100	6,103 35	7,108 85	(1,005 50)	-	-	-
NET ONE UEPS TECH INC	20,000 000	303,598 79	153,400 00				VARIOUS	20,000	183,041 83	303,598 79	(120,556 96)	-	-	-
NEWSTAR FINL INC	12,000 000	38,553 07	122,040 00				VARIOUS	12,000	115,050 67	38,553 07	76,497 60	-	-	-
NUANCE COMMUNICATIONS	1,000 000	5,891 38	25,160 00				1/12/2012	1,000	28,494 44	5,891 38	22,603 06	-	-	-
NYSE EURONEXT	5,000 000	438,850 00	130,500 00				VARIOUS	5,000	137,534 69	438,850 00	(301,315 31)	-	-	-
ORCHARD SUPPLY HARDWARE STORES CORP CL A	22 000	-	-				1/13/2012	22	330 10	-	330 10	-	-	-
ORCHARD SUPPLY HARDWARE STORES CORP PFD SER A	22 000	-	-				3/12/2012	22	39 36	-	39 36	-		-
OVERSTOCK COM INC DEL	500 000	4,862 79	3,920 00				2/17/2012	500	3,249 61	4,862 79	(1,613 18)	-	-	-
QUANTUM CORP DLT & STORAGE	20,000 000	48,338 20	48,000 00				VARIOUS	20,000	50,466 93	48,338 20	2,128 73		-	-
REGENERON PHARMACEUTICALS INC	200 000	12,969 51	11,086 00				1/23/2012	200	15,533 81	12,969 51	2,564 30	-	-	-
SEARS HLDGS CORP	500 000	33,594 67	15,890 00				1/12/2012	500	15,613 79	33,594 67	(17,980 88)	-	-	-
STAR SCIENTIFIC	1,000 000	1,837 89	2,180 00				1/19/2012	1,000	2,272 36	1,837 89	434 47	-	-	-
SYCAMORE NETWORKS INC	1,000 000	23,545 90	17,900 00				2/7/2012	1,000	19,652 40	23,545 90	(3,893 50)	-	-	-
SYSTEMAX INC	15,000 000	194,335 38	246,150 00				VARIOUS	15,000	260,157 25	194,335 38	65,821 87	-	-	-
TELECOMM SYS A	1,000 000	4,850 00	2,350 00				3/9/2012	1,000	2,578 77	4,850 00	(2,271 23)	-	-	-
THQ INC	1,000 000	4,045 31	760 00				1/13/2012	1,000	633 68	4,045 31	(3,411 63)	-	-	-
TOWER SEMICONDUCTOR	5,000 000	6,357 95	3,149 00				3/9/2012	5,000	3,380 47	6,357 95	(2,977 48)	-	-	-

BONFIRE FOUNDATION
2012

Security Description	Beginning Balance Shs/PV	Beginning Balance Book Value	Beginning Balance FMV	Purchases (Transfers) Date	Purchases (Transfers) Shs/PV	Purchases (Transfers) Cost	Sales/Paydowns Date	Sales/Paydowns Shs/PV	Sales/Paydowns Proceeds	Sales/Paydowns Cost	Sales/Paydowns Gain/(Loss)	Ending Balance Shs/PV	Ending Balance Book Value	Ending Balance FMV
CONSTELLATION WEALTH ADVISORS LLC (#970), cont.														
EQUITIES, cont														
TUCOWS INC	100,000 000	86,273 53	75,100 00				VARIOUS	100,000	81,226 81	86 273 53	(5,046 72)		-	-
UNISYS CORP	1,000 000	35,048 97	19,710 00				3/9/2012	1,000	18,189 78	35,048 97	(16,859 19)	-		
VALERO ENERGY CORP	100 000	3,506 58	2,105 00				1/23/2012	100	2,291 53	3,506 58	(1,215 05)	-	-	
VIRNETX HLDG CORP	200 000	4,647 79	4,994 00				1/13/2012	200	5,215 75	4,647 79	567 96			-
VISA INC	100 000	7,302 65	10,153 00				VARIOUS	100	11,731 25	7,302 65	4,428 60		-	-
WEB COM GROUP INC	2,000 000	29,481 83	22,900 00				2/17/2012	2,000	26,510 11	29,481 83	(2,971 72)			-
WESTELL TECHNOLOGIES	2,000 000	5,645 81	4,440 00				1/13/2012	2,000	4,533 97	5,645 81	(1,111 84)		-	-
WINLAND OCEAN SHIPPING CORP (FMLY WINLAND ONLINE SHIPPING HOLDINGS CORP)	-	-	-	4/12/2012	150	301 75	4/12/2012	150	21 98	301 75	(279 77)	-		
XCELERA INC	200 000	-	-									200	-	
TOTAL CONSTELLATION #970	594,111 000	2,266,698 33	1,794,909 34		129,350	28,881 19		490,261	1,974,522 83	2,246,622 62	(272,099 79)	233,200	48,956 90	
ANDERSON STRUDWICK/MEYERS ASSOCIATES														
EQUITIES														
ACL SEMICONDUCTORS INC	99,000 000	9,455 94	15,840 00	4/12/2012	(99,000 000)	(9,455 94)						-		
ICTC GROUP INC (FMLY SUNSHINE PCS CORP)	200 000	4,061 75	6,830 00	4/12/2012	(200 000)	(4,061 75)						-		
LOCATEPLUS HOLDING CORP	30,000 000	15,061 75	2,040 00	4/12/2012	(30,000 000)	(15,061 75)						-	-	
WINLAND OCEAN SHIPPING CORP (FMLY WINLAND ONLINE SHIPPING HOLDINGS CORP)	150 000	301 75	43 50	4/12/2012	(150 000)	(301 75)						-	-	-
TOTAL MEYERS ASSOCIATES	129,350 000	28,881 19	24,753 50		(129,350 000)	(28,881 19)		-	-	-	-	-	-	-
CONSTELLATION WEALTH ADVISORS LLC (#651)														
MUTUAL FUNDS														
ABERDEEN EMERGING MKTS FD INSTIT (FMLY ABERDEEN EMERGING MKTS FD)	-	-		VARIOUS	5,177 422	76,171 60	10/2/2012	491 595	7,423 09	7,344 87	78 22	4,685 827	68,826 73	74,317 22
CALAMOS INTERNATIONAL GROWTH FUND CLASS A	-	-	-	VARIOUS	3,959 309	69,723 77						3,959 309	69,723 77	69,525 47
CONESTOGA SMALL CAP FUND	-	-	-	VARIOUS	2,156 107	51,958 48						2,156 107	51,958 48	53,859 55
EDGEWOOD GROWTH FUND INSTITUTIONAL CLASS	-	-	-	VARIOUS	6,232 460	82,138 97						6,232 460	82,138 97	86,257 25
FPA CRESCENT PORTFOILIO	-	-	-	VARIOUS	2,008 023	56,677 41						2,008 023	56,677 41	58,814 99
IVA INTERNATIONAL FUND CLASS A	-	-	-	VARIOUS	4,906 442	76,049 84	10/2/2012	362 002	5,792 03	5,672 20	119 83	4,544 440	70,377 64	70,756 93
JOHN HANCOCK GLOBAL OPPORTUNITIES FUND CLASS A	-	-	-	VARIOUS	4,576.511	69,652 37	10/2/2012	2,298 011	33,573 94	35,871 95	(2,298 01)	2,278 500	33,780 42	32,605 34
MATTHEWS ASIA DIVIDEND FUND	-	-	-	VARIOUS	4,365 709	59,461 50	10/2/2012	1,995 833	28,041 46	27,519 55	521 91	2,369 876	31,941 95	34,552 79
NUVEEN SANTA BARBARA DIVIDEND GROWTH FUND	-	-	-	VARIOUS	4,325 976	113,350 44						4,325 976	113,350 44	116,671 57
SNOW CAPITAL OPPORTUNITY FUND CLASS A	-	-	-	VARIOUS	2,710 094	54,052 70	8/8/2012	2,710 094	52,223 51	54,052 70	(1,829 19)	-		-
EXCHANGE-TRADED														
ISHARES TR FTSE CHINA	-	-	-	12/12/2012	600 000	23,051 64						600 000	23,051 64	24,270 00
SPDR S&P 500 ETF TR	-	-		VARIOUS	1,663 000	232,914 20	11/7/2012	915 000	128,412 52	126,963 98	1,448 54	748 000	105,950 22	106,522 68
SPDR GOLD TR	-	-		VARIOUS	272 000	43,947 59						272 000	43,947 59	44,069 55
TOTAL CONSTELLATION #651	-	-	-		42,953 053	1,009,150 51		8,772 535	255,466 55	257,425 25	(1,958 70)	34,180 518	751,725 26	772,223 34
CONSTELLATION WEALTH ADVISORS LLC (#677)														
MUTUAL FUNDS														
AQR RISK PARITY FUND CLASS N	-	-	-	2/17/2012	2,166 065	24,000 00	4/18/2012	2,166 065	23,718 41	24,000 00	(281 59)	-		-
AQR MANAGED FUTURES STRATEGY FUND CLASS N	-	-	-	2/17/2012	1,424 051	13,500 00	4/18/2012	1,424 051	13,371 84	13,500 00	(128 16)	-		-
EATON VANCE TAX MANAGED BUY WRITE OPPORTUNITIES FD	-	-	-	VARIOUS	1,366 000	15,317 10	VARIOUS	1,366 000	14,929 68	15,317 10	(387 42)	-		-
TFS MARKET NEUTRAL FUND	-	-	-	2/17/2012	1,512 097	22,500 00	4/18/2012	1,512 097	22,307 06	22,500 00	(192 94)	-	-	-
TURNER MEDICAL SCIENCES LONG/SHORT FUND	-	-	-	2/17/2012	1,467 710	15,000 00	4/18/2012	1,467 710	14,867 90	15,000 00	(132 10)		-	-
TURNER MARKET NEUTRAL FUND	-	-		2/17/2012	1,429 933	15,000 00	4/18/2012	1,429 933	14,914 20	15,000 00	(85 80)		-	-
WASATCH LONG/SHORT FUND	-	-	-	2/17/2012	2,180 233	30,000 00	4/18/2012	2,180 233	29,345 94	30,000 00	(654 06)	-	-	
TOTAL CONSTELLATION #677	-	-	-		11,546 089	135,317 10		11,546 089	133,455 03	135,317 100	(1,862 070)	-	-	-
CONSTELLATION WEALTH ADVISORS LLC (#669)														
MUTUAL FUNDS														
DOUBLELINE TOTAL RETURN BOND FUND	-	-	-	VARIOUS	6,856 008	76,668 32						6,856 008	76,668 32	77,678 57
DRIEHAUS ACTIVE INCOME FUND	-	-	-	VARIOUS	4,470 012	47,412 86						4,470 012	47,412 86	47,695 03
FPA NEW INCOME FUND	-	-	-	VARIOUS	6,625 968	70,789 17						6,625 968	70,789 17	70,500 30
FRANKLIN INCOME FUND CLASS A		-	-	VARIOUS	11,052 233	23,995 55						11,052 233	23,995 55	24,757 00
LAZARD EMERGING MARKETS DEBT	-		-	VARIOUS	4,743 679	49,337 04						4,743 679	49,337 04	51,468 92

BONFIRE FOUNDATION
2012

Security Description	Beginning Balance Shs/PV	Beginning Balance Book Value	Beginning Balance FMV	Purchases (Transfers) Date	Purchases (Transfers) Shs/PV	Purchases (Transfers) Cost	Sales/Paydowns Date	Sales/Paydowns Shs/PV	Sales/Paydowns Proceeds	Sales/Paydowns Cost	Sales/Paydowns Gain/(Loss)	Ending Balance Shs/PV	Ending Balance Book Value	Ending Balance FMV
CONSTELLATION WEALTH ADVISORS LLC (#669), cont														
MUTUAL FUNDS														
RIVERPARK SHORT TERM HIGH YIELD FUND	-		-	VARIOUS	4,718 797	47,234 01						4,718 797	47,234 01	47,093 59
TEMPLETON GLOBAL TOTAL RETURN FUND	-	-	-	VARIOUS	5,662 131	74,307 62						5,662 131	74,307 62	77,118 22
EXCHANGE-TRADED														
ISHARES TR BARCLAYS AGGREGATE BD FD	-			VARIOUS	463 000	50,860 70						463 000	50,860 70	51,430 04
JPMORGAN CHASE & CO ALERIAN MLP INDEX		-		2/7/2012	145 000	5,828 58	3/14/2012	145 000	5,794 19	5,828 58	(34 39)			
WISDOMTREE TR EMERGING MKTS LOC	-	-		VARIOUS	443 000	23,048 00						443 000	23,048 00	23,682 78
TOTAL CONSTELLATION #669	-	-	-		45,179 828	469,481 85		145 000	5,794 19	5,828 58	(34 39)	45,034 828	463,653 27	471,424 45
POLYGON INVESTMENT PARTNERS LLP														
POLYGON CONVERTIBLE OPPORTUNITY FUND LP CLASS B EXEM	-	100,000 00	129,456 00	VARIOUS	-	8,860 00		-	138,305 80	108,860 00	29,445 80	-	-	-
TOTAL POLYGON INVESTMENT PARTNERS LLP	-	100,000 00	129,456 00		-	8,860 00		-	138,305 80	108,860 00	29,445 80	-	-	-
ALTERNATIVE INVESTMENTS														
CONSTELLATION HEDGE PARTNERS LP			-	VARIOUS	-	301,760 00							301,760 00	311,625 00
TOTAL ALTERNATIVE INVESTMENTS		-	-		-	301,760 00		-	-	-		-	301,760 00	311,625 00
TOTAL INVESTMENTS	723,461 000	2,414,062 92	1,949,118 84		99,678.97	1,924,569 46		510,724 62	2,507,544 40	2,754,053 55	(246,509 15)	312,740 35	1,584,578 83	1,555,272 79

BONFIRE FOUNDATION
2012

Security Description	Beginning Balance		Purchases (Transfers)		Sales/Paydowns				Ending Balance	
	Book Value	FMV	Date	Cost	Date	Proceeds	Cost	Gain/(Loss)	Book Value	FMV
FIDELITY										
MONEY MARKET										
SUNAMERICA MONEY MARKET	-	-							-	-
TOTAL INTEREST REINVESTED	316 11	316 11							-	-
TOTAL FIDELITY	316 11	316 11		-		-	-	-	-	-
ANDERSON STRUDWICK/MEYERS ASSOCIATES										
MONEY MARKET										
FEDERATED PRIME CS	10 44	10 44		(10 44)					-	-
TOTAL INTEREST REINVESTED	-	-							-	-
TOTAL MEYERS ASSOCIATES	10 44	10 44		(10 44)		-	-	-	-	-
CONSTELLATION #438										
CASH	103,957.90	103,957 90		(103,957 90)					-	-
TOTAL CONSTELLATION #438	103,957 90	103,957 90		(103,957 90)		-	-	-	-	-
CONSTELLATION #651										
MONEY MARKET										
GENERAL TREASURY PRIME CLASS B	-	-		3,637 71					3,637 71	3,637 71
2012 DIVIDENDS/CAP GAIN DISTR PAID 2013									3,093 64	3,093 64
TOTAL CONSTELLATION #651	-	-		3,637 71		-	-	-	6,731 35	6,731 35
CONSTELLATION #970										
MONEY MARKET										
FEDERATED MUNICIPAL TRUST	-	-		113,819 42					113,819 42	113,819 42
MARGIN BALANCE	(582,817 35)	(582,817 35)		582,817 35					-	-
TOTAL INCOME REINVESTED	7,915 00	7,915 00							-	-
TOTAL CONSTELLATION #970	(574,902 35)	(574,902 35)		696,636 77		-	-	-	113,819 42	113,819 42
CONSTELLATION #669										
CASH	-	-		205 97					205 97	205 97
2012 DIVIDENDS PAID 2013									1,311 80	1,311 80
MONEY MARKET										
GENERAL TREASURY PRIME CLASS B	-	-		8,123 77					8,123 77	8,123 77
TOTAL CONSTELLATION #669	-	-		8,123 77		-	-	-	9,641 54	9,641 54
TOTAL CASH	**(470,617.90)**	**(470,617.90)**		**604,635.88**		-	-	-	**130,192.31**	**130,192.31**