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
THE JOAN H. BRACK CHARITABLE FOUNDATION

A Employer identification number
31-6632672

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O RBS CITIZENS, N.A. 10 TRIPPS LANE

B Telephone number (see instructions)
781- 585-3868

City or town, state, and ZIP code
RIVERSIDE, RI 02915-7995

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,464,586.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	42,932.	43,221.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	24,009.			
b	Gross sales price for all assets on line 6a 254,214.				
7	Capital gain net income (from Part IV, line 2)		24,015.		
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)	132,208.		131,253.	STMT 2
12	**Total** Add lines 1 through 11	199,149.	67,236.	131,253.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	710.	NONE	NONE	710.
c	Other professional fees (attach schedule) STMT 4	8,551.	8,551.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	1,886.	486.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	27,672.		26,818.	854.
24	**Total operating and administrative expenses.** Add lines 13 through 23	38,819.	9,037.	26,818.	1,564.
25	Contributions, gifts, grants paid	183,245.			183,245.
26	**Total expenses and disbursements** Add lines 24 and 25	222,064.	9,037.	26,818.	184,809.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-22,915.			
b	**Net investment income** (if negative, enter -0-)		58,199.		
c	**Adjusted net income** (if negative, enter -0-)			104,435.	

JSA For Paperwork Reduction Act Notice, see instructions.

4

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			
	2	Savings and temporary cash investments	41,415.	107,637.	107,637.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment· basis ▶ Less· accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	1,372,357.	1,356,949.	1,356,949.
	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)	1,413,772.	1,464,586.	1,464,586.
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	1,372,357.	1,427,828.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	41,415.	36,758.	
	30	**Total net assets or fund balances** (see instructions)	1,413,772.	1,464,586.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,413,772.	1,464,586.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,413,772.
2	Enter amount from Part I, line 27a	2	-22,915.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	73,729.
4	Add lines 1, 2, and 3	4	1,464,586.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,464,586.

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	254,191.		230,176.	24,015.
b				
c				
d				
e				

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				24,015.
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** 24,015.

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	218,450.	1,495,726.	0.146049
2010	219,565.	1,489,768.	0.147382
2009	195,500.	1,420,271.	0.137650
2008	137,938.	1,489,234.	0.092623
2007	143,587.	650,472.	0.220743

2	**Total** of line 1, column (d)	2	0.744447
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	0.148889
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,448,889.
5	Multiply line 4 by line 3	5	215,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	582.
7	Add lines 5 and 6	7	216,306.
8	Enter qualifying distributions from Part XII, line 4	8	184,809.

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	1,164.
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	1,164.
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	1,164.
6	Credits/Payments·				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,500.
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	336.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 336. **Refunded** ▶			11	

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)? . . . . *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*	1b		X
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? . . . . *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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either· • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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 ▶ RBS CITIZENS, N.A. Telephone no. ▶ (401)456-1156

Located at ▶ 10 TRIPPS LANE RTL 115, RIVERSIDE, RI ZIP+4 ▶ 02915

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	N/A	
	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	N/A	
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** X

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

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

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

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

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

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

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

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

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
SEE STATEMENT 8		-0-	-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

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

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
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 EXPENSES FOR THE PURPOSE OF CONDUCTING A GOLF TOURNAMENT	26,818.
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 . . . . ▶	

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	1,417,822.
b	Average of monthly cash balances	1b	53,131.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,470,953.
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	1,470,953.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,064.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,448,889.
6	**Minimum investment return.** Enter 5% of line 5	6	72,444.

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	72,444.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,164.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,164.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	71,280.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	71,280.
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	71,280.

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	184,809.
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	184,809.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	184,809.

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					71,280.
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 , 20 ____, 20 ____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	111,701.				
b	From 2008	64,083.				
c	From 2009	125,176.				
d	From 2010	146,132.				
e	From 2011	145,106.				
f	**Total** of lines 3a through e		592,198.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 184,809.					
a	Applied to 2011, but not more than line 2a				NONE	
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					71,280.
e	Remaining amount distributed out of corpus		113,529.			
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		705,727.			
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				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
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)		111,701.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		594,026.			
10	Analysis of line 9:					
a	Excess from 2008	64,083.				
b	Excess from 2009	125,176.				
c	Excess from 2010	146,132.				
d	Excess from 2011	145,106.				
e	Excess from 2012	113,529.				

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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 15				183,245.
Total . . . . ▶ **3a**				183,245.
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	42,932.	
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	24,009.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b GOLF TOURN. EXPENS			01	131,253.	
c CREDIT CARD SETTLE			01	955.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				199,149.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 199,149.

(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
		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

▶ Robert B Brooks | 5/6/13 ▶ Treasurer

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
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	04/30/2013		P00353001

Firm's name ▶ KPMG LLP | Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FLOOR STE A
PROVIDENCE, RI 02903-2321

Phone no 855-549-6955

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: THE JOAN H. BRACK CHARITABLE FOUNDATION

Employer identification number: 31-6632672

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					741.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,165.
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	-2,424.

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					1,711.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	24,671.
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	57.
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	26,439.

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

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			-2,424.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			26,439.
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			24,015.

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-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
THE JOAN H. BRACK CHARITABLE FOUNDATION	31-6632672

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 2.02 CALAMOS INTERNATIONAL	08/31/2012	09/20/2012	36.00	34.00	2.00
45. CELGENE CORP	01/10/2012	06/26/2012	2,829.00	3,117.00	-288.00
60. CLOROX CO.	09/07/2011	03/21/2012	4,095.00	4,200.00	-105.00
.626 COLUMBIA ACORN FUND C	06/06/2012	08/31/2012	19.00	18.00	1.00
2.009 COLUMBIA ACORN FUND	12/07/2011	08/31/2012	61.00	56.00	5.00
65. EXELON CORP	09/07/2011	01/31/2012	2,582.00	2,786.00	-204.00
4.401 FIDELITY REAL ESTATE	02/29/2012	09/20/2012	50.00	47.00	3.00
2.235 ING MID CAP OPPORTUN	08/31/2012	09/20/2012	50.00	48.00	2.00
1.0445 ING MID CAP OPPORTU	08/31/2012	11/30/2012	23.00	23.00	
13.5785 ING MID CAP OPPORT	08/31/2012	11/30/2012	294.00	294.00	
95. ISHARES DJ US OIL EQUI	03/21/2012	11/09/2012	4,590.00	5,399.00	-809.00
105. KOHL'S CORP (WISC)	08/02/2011	01/09/2012	4,824.00	5,528.00	-704.00
1.016 OPPENHEIMER DEVELOPI	02/29/2012	09/20/2012	34.00	34.00	
12.775 OPPENHEIMER DEVELOP Y	02/29/2012	11/30/2012	433.00	427.00	6.00
30.697 PIMCO INST'L COMMOD REALRETURN 45	02/29/2012	08/31/2012	215.00	217.00	-2.00
4.689 PIMCO INST'L COMMODI REALRETURN 45	12/07/2011	08/31/2012	33.00	36.00	-3.00
15.308 PRINCIPAL EQUITY IN	08/31/2011	08/31/2012	297.00	263.00	34.00
.345 TOCQUEVILLE GOLD	08/31/2012	09/20/2012	26.00	23.00	3.00
.911 VANGUARD SHORT-TERM I INV	03/22/2011	02/29/2012	10.00	10.00	
2.531 VANGUARD INFL-PROTD #5119	02/29/2012	09/20/2012	74.00	71.00	3.00
37.535 VANGUARD INFL-PROTD #5119	02/29/2012	11/30/2012	1,108.00	1,058.00	50.00
91.27 VANGUARD ADMIRAL INT FD#571	03/30/2012	08/31/2012	949.00	932.00	17.00
169.541 VANGUARD ADMIRAL I FD#571	12/29/2011	08/31/2012	1,763.00	1,702.00	61.00
100. VERISIGN INC	09/28/2012	12/07/2012	3,609.00	4,846.00	-1,237.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -3,165.00

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
THE JOAN H. BRACK CHARITABLE FOUNDATION	31-6632672

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 160. AT & T INC	04/02/2009	02/07/2012	4,758.00	4,615.00	143.00
75. ABBOTT LABORATORIES	05/05/2009	08/09/2012	4,926.00	3,610.00	1,316.00
136. AETNA INC NEW	01/08/2010	04/30/2012	5,864.00	4,490.00	1,374.00
3. APPLE COMPUTER INC.	06/23/2010	04/30/2012	1,777.00	812.00	965.00
5. APPLE COMPUTER INC.	04/21/2011	04/30/2012	2,961.00	1,762.00	1,199.00
94. BAKER HUGHES INC	04/02/2009	03/21/2012	4,226.00	3,009.00	1,217.00
40. BECTON DICKINSON & CO	05/05/2009	01/09/2012	2,931.00	2,760.00	171.00
209. CISCO SYSTEMS	04/30/2009	06/26/2012	3,514.00	3,768.00	-254.00
4.167 COLUMBIA ACORN FUND	06/01/2010	02/29/2012	130.00	104.00	26.00
9.972 COLUMBIA ACORN FUND	06/01/2010	05/31/2012	293.00	248.00	45.00
49.039 COLUMBIA ACORN FUND	06/08/2011	08/31/2012	1,495.00	1,225.00	270.00
135.263 DWS ALT ASSET ALLC	02/28/2011	02/29/2012	1,236.00	1,180.00	56.00
49.455 DWS FLOATING RATE P	05/31/2011	08/31/2012	460.00	468.00	-8.00
2.763 DWS FLOATING RATE PL	05/31/2011	09/20/2012	26.00	26.00	
29.918 DELAWARE EMERGING M INST'L	08/31/2010	05/31/2012	353.00	400.00	-47.00
2.524 DELAWARE EMERGING MA	08/31/2010	09/20/2012	34.00	34.00	
26.26 DELAWARE EMERGING MA	08/31/2010	11/30/2012	357.00	351.00	6.00
125. THE WALT DISNEY CO.	07/27/2009	11/09/2012	5,837.00	3,309.00	2,528.00
78. EXELON CORP	04/02/2009	01/31/2012	3,099.00	3,947.00	-848.00
35000. FED HOME LN BK 11/15/12	06/30/2008	11/15/2012	35,000.00	35,698.00	-698.00
35000. GOLDMAN SACHS GRP 11/01/12	05/27/2008	11/01/2012	35,000.00	35,617.00	-617.00
140. INTEL CORP	04/02/2009	12/07/2012	2,802.00	2,278.00	524.00
195. ISHARES MSCI EMU INDE	12/14/2009	07/24/2012	4,885.00	7,417.00	-2,532.00
391. ISHARES MSCI UNITED K FD	12/14/2009	07/24/2012	6,193.00	6,441.00	-248.00
347. ISHARES MSCI-JAPAN	12/14/2009	10/04/2012	3,151.00	3,484.00	-333.00

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**
THE JOAN H. BRACK CHARITABLE FOUNDATION	31-6632672

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 85. ISHARES MSCI EMERGING	12/14/2009	10/04/2012	3,536.00	3,539.00	-3.00
164. ISHARES RUSSELL 2000	12/14/2009	10/04/2012	13,756.00	9,932.00	3,824.00
285. JABIL CIRCUIT INC	05/09/2011	09/28/2012	5,389.00	6,057.00	-668.00
40. JOHNSON & JOHNSON	04/02/2009	09/19/2012	2,748.00	2,266.00	482.00
11.375 JPMORGAN MORTGAGE B	11/30/2010	05/31/2012	131.00	129.00	2.00
15.107 JPMORGAN MORTGAGE B	11/30/2010	09/20/2012	176.00	171.00	5.00
5.34 LEGG MASON CLEARBRIDG	11/30/2010	02/29/2012	109.00	90.00	19.00
16.383 LEGG MASON CLEARBRI Y	11/30/2010	05/31/2012	320.00	276.00	44.00
1.103 LEGG MASON CLEARBRID Y	11/30/2010	09/20/2012	24.00	19.00	5.00
116.569 METROPOLITAN WEST #514	06/01/2010	08/31/2012	1,194.00	1,182.00	12.00
5.364 METROPOLITAN WEST HI #514	06/01/2010	09/20/2012	56.00	54.00	2.00
130. MICROSOFT CORP	04/02/2009	12/07/2012	3,422.00	2,463.00	959.00
72. NORFOLK SOUTHERN CORP.	05/27/2010	09/28/2012	4,580.00	4,032.00	548.00
150. ORACLE SYSTEMS CORP.	11/10/2008	01/10/2012	4,034.00	2,659.00	1,375.00
294. PNM RES INC	04/30/2010	02/01/2012	5,236.00	3,975.00	1,261.00
15. PANERA BREAD CO CL A	11/19/2009	02/07/2012	2,353.00	953.00	1,400.00
3.549 DREYFUS MIDCAP INDEX	06/01/2010	02/29/2012	102.00	82.00	20.00
8.898 DREYFUS MIDCAP INDEX	06/01/2010	05/31/2012	244.00	206.00	38.00
1.676 DREYFUS MIDCAP INDEX	06/01/2010	09/20/2012	50.00	39.00	11.00
14.817 DREYFUS MIDCAP INDE	06/01/2010	11/30/2012	441.00	343.00	98.00
105. PFIZER INC	04/02/2009	09/19/2012	2,548.00	1,472.00	1,076.00
53. PHILLIPS 66	05/05/2009	05/03/2012	1,655.00	1,159.00	496.00
111.287 PIMCO INST'L COMMO REALRETURN 45	06/01/2010	05/31/2012	687.00	824.00	-137.00
86.012 PIMCO INST'L COMMOD REALRETURN 45	06/01/2010	08/31/2012	604.00	636.00	-32.00
11.211 PRINCIPAL EQUITY IN	08/31/2011	09/20/2012	224.00	193.00	31.00

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
THE JOAN H. BRACK CHARITABLE FOUNDATION	31-6632672

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 35. PROCTER & GAMBLE CO	04/02/2009	09/19/2012	2,427.00	2,129.00	298.00
12.019 T ROWE PRICE SMALL-STOCKFD#65	06/01/2010	05/31/2012	401.00	337.00	64.00
.65 T ROWE PRICE SMALL-CAP	06/01/2010	09/20/2012	24.00	18.00	6.00
30. STARBUCKS CORP	12/02/2009	02/07/2012	1,448.00	654.00	794.00
110. STARBUCKS CORP	12/02/2009	04/30/2012	6,274.00	2,397.00	3,877.00
68.981 STEELPATH MLP SELEC	05/31/2011	08/31/2012	746.00	749.00	-3.00
2.374 STEELPATH MLP SELECT	05/31/2011	09/20/2012	26.00	26.00	
110. STRYKER CORP.	03/18/2011	10/26/2012	5,732.00	6,566.00	-834.00
3.153 TEMPLETON GLOBAL BON #616	11/30/2010	09/20/2012	42.00	42.00	
17.582 TEMPLETON INSTITUTI	06/01/2010	05/31/2012	285.00	297.00	-12.00
1.872 TEMPLETON INSTITUTIO	06/01/2010	09/20/2012	36.00	32.00	4.00
12.094 THORNBURG INTERNATI	06/01/2010	05/31/2012	296.00	283.00	13.00
46.054 THORNBURG INTERNATI	02/28/2011	08/31/2012	1,196.00	1,249.00	-53.00
78. 3M CO	07/08/2009	10/26/2012	6,853.00	4,596.00	2,257.00
55. UNITED TECHNOLOGIES CO	04/30/2009	03/21/2012	4,560.00	2,591.00	1,969.00
171. UNUMPROVIDENT CORP	04/02/2009	06/26/2012	3,204.00	2,694.00	510.00
11.827 VANGUARD MORGAN GRO	06/01/2010	02/29/2012	234.00	176.00	58.00
3.466 VANGUARD MORGAN GROW #526	06/01/2010	09/20/2012	222.00	160.00	62.00
22.938 VANGUARD INTER TERM #1350	06/30/2008	05/31/2012	276.00	237.00	39.00
35.178 VANGUARD INTER TERM #1350	06/30/2008	09/20/2012	426.00	364.00	62.00
13.67 VANGUARD INTER TERM #1350	06/30/2008	11/30/2012	167.00	141.00	26.00
77.639 VANGUARD SHORT-TERM E INV	02/28/2011	02/29/2012	835.00	833.00	2.00
113.824 VANGUARD ADMIRAL G	06/01/2010	02/29/2012	1,258.00	1,240.00	18.00
8.476 VANGUARD ADMIRAL GNM	06/01/2010	09/20/2012	94.00	92.00	2.00
11.181 VANGUARD 500 INDEX #1340	06/01/2010	02/29/2012	1,166.00	914.00	252.00

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
THE JOAN H. BRACK CHARITABLE FOUNDATION	31-6632672

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 3.029 VANGUARD 500 INDEX S #1340	06/01/2010	08/31/2012	326.00	248.00	78.00
1.969 VANGUARD 500 INDEX S #1340	06/01/2010	09/20/2012	220.00	161.00	59.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 24,671.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	42,932.	43,221.
TOTAL	42,932.	43,221.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
FUNDRAISING GOLF TOURNAMENT REVENUE	131,253.	131,253.
AMERICAN EXPRESS CREDIT CARD SETTLEMENT	955.	
TOTALS	132,208.	131,253.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	710.			710.
TOTALS	710.	NONE	NONE	710.

THE JOAN H. BRACK CHARITABLE FOUNDATION 31-6632672

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	8,551.	8,551.
TOTALS	8,551.	8,551.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		486.
2011 990PF BALANCE DUE	1,194.	
2012 990PF ESTIMATES	692.	
TOTALS	1,886.	486.

THE JOAN H. BRACK CHARITABLE FOUNDATION 31-6632672

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
2011 MA PC FILING FEE	70.		70.
FEES FOR CREDIT CARD	784.		784.
FUNDRAISING GOLF TOURNAMENT EX	26,818.	26,818.	
TOTALS	27,672.	26,818.	854.

THE JOAN H. BRACK CHARITABLE FOUNDATION 31-6632672

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	F	1,372,357.	1,356,949.	1,356,949.
TOTALS		1,372,357.	1,356,949.	1,356,949.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
KENNETH B. BRACK
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:
DENISE BRACK
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:
ROBERT B. BRACK
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
WILLIAM H. BRACK
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
VIRGINIA C. BRACK, M.D.
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART XV - LINES 2a - 2d
=====================================

RECIPIENT NAME:
KENNETH B. BRACK
ADDRESS:
6 SOULE STREET
PLYMPTON, MA 02367
FORM, INFORMATION AND MATERIALS:
APPLICATION FORM, COMPLETED PERSONAL STATEMENT AND OFFICIAL TRANSCRIPT.
SUBMISSION DEADLINES:
APRIL 4
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED STATEMENT

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

==

RECIPIENT NAME:
TECH BOSTON ACADEMY
C/O BRENDAN MALANGA
ADDRESS:
9 PEACEVALE ROAD
DORCHESTER, MA 02124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ASSUMPTION COLLEGE
ADDRESS:
500 SALISBURY STREET
WORCESTER, MA 01609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
JEWISH FAMILY SERVICES OF METROWEST
ATTN: MARC JACOBS
ADDRESS:
475 FRANKLIN ST., SUITE 101
FRAMINGHAM, MA 01702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMFORT CARE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
HOPE FLOATS HEALING & WELLNESS
ADDRESS:
4 ELM STREET
KINGSTON, MA 02367
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NATICK HIGH SCHOOL
ADDRESS:
15 WEST STREET
NATICK, MA 01760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHRISTOPHER LADD SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
NATICK VISITING NURSE ASSOCIATION
ADDRESS:
209 WEST CENTRAL ST., SUITE 313
NATICK, MA 01760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMFORT CARE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SOUTH MIDDLESEX OPPORTUNITY COUNCIL
ADDRESS:
300 HOWARD STREET
FRAMINGHAM, MA 01702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
JOAN H. BRACK LEARNING CENTER
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MASS COLLEGE OF PHARMACY
ADDRESS:
179 LONGWOOD AVE.
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
UNIVERSITY OF VERMONT
STUDENT FINANCIAL SERVICES
ADDRESS:
PO BOX 1306
WILLISTON, VT 05495-1306
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
UNIVERSITY OF NEW HAMPSHIRE
ATTN: BUSINESS SERVICES
ADDRESS:
11 GARRISON AVENUE
DURHAM, NH 03824
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
BRIDGEWATER STATE COLLEGE
ATTN: STUDENT ACCOUNTS
ADDRESS:
131 SUMMER STREET
BRIDGEWATER, MA 02325
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
NEW ENGLAND COLLEGE
STUDENT FINANCIAL SVC
ADDRESS:
15 MAIN STREET
HENNIKER, NH 03242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
BENTLEY UNIVERSITY
ATT: OFFICE OF FINANCIAL ASSISTANCE
ADDRESS:
175 FOREST STREET
WALTHAM, MA 02452
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
CARON-WOOD CAPE COD PROS FOUNDATION
FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED FUND
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,245.

RECIPIENT NAME:
DANA-FARBER CANCER INSTITUTE, INC.
ADDRESS:
44 BINNEY ST, STE BP600
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 100,000.

TOTAL GRANTS PAID: 183,245.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

FIDELITY REAL ESTATE INCOME	6.00	
METROPOLITAN WEST HIGH YD BD I #514	8.00	
DREYFUS MIDCAP INDEX FUND#113	2.00	
DREYFUS MIDCAP INDEX FUND#113		
T ROWE PRICE SMALL-CAP STOCKFD#65	5.00	
T ROWE PRICE SMALL-CAP STOCKFD#65		
TEMPLETON GLOBAL BOND ADVISOR #616	2.00	
TEMPLETON GLOBAL BOND ADVISOR #616	5.00	
VANGUARD INTER TERM BD IDX SS #1350	20.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	2.00	
VANGUARD ADMIRAL GNMA FD #536	686.00	
VANGUARD INTERMEDIATE TERM CORP#71	4.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		741.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

APARTMENT INVT & MGMT CO	50.00	
COLUMBIA ACORN FUND CL Z #492	18.00	
FIDELITY REAL ESTATE INCOME	22.00	
ING MID CAP OPPORTUNITIES	32.00	
LEGG MASON CLEARBRIDGE SMCAP GR Y	15.00	
METROPOLITAN WEST HIGH YD BD I #514	1.00	
DREYFUS MIDCAP INDEX FUND#113	43.00	
T ROWE PRICE SMALL-CAP STOCKFD#65	53.00	
TEMPLETON GLOBAL BOND ADVISOR #616	742.00	
TEMPLETON INSTITUTIONAL FOREIGN	1.00	
TOCQUEVILLE GOLD	20.00	
VANGUARD INTER TERM BD IDX SS #1350	241.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	12.00	
VANGUARD ADMIRAL GNMA FD #536	451.00	
VANGUARD INTERMEDIATE TERM CORP#71	10.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,711.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,711.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

THE JOAN H. BRACK CHARITABLE FOUNDATION 31-6632672

FORM 990-PF, PART XV - LINE 2d

THE PURPOSE OF THIS FUND IS TO AWARD TWO ANNUAL SCHOLARSHIPS. ONE SCHOLARSHIP WILL BE AWARDED TO A SENIOR MEMBER OF THE VARSITY BOYS' SOCCER TEAM AND ONE TO A SENIOR MEMBER OF THE VARSITY GIRLS' SOCCER TEAM AT SILVERLAKE REGIONAL HIGH SCHOOL. EACH RECIPIENT WILL BE ELIGIBLE FOR UP TO THREE ADDITIONAL GRANTS (ONE EACH FOR THE RECIPIENT'S SECOND, THIRD AND FOURTH YEARS OF COLLEGE) IF THE RECIPIENT MAINTAINS A GPA OF 3.0 OR HIGHER DURING THE PRECEDING ACADEMIC YEAR AND MAINTAINS HIS OR HER STATUS AS A FULL-TIME STUDENT AT A QUALIFIED SCHOOL DURING THE PRECEDING ACADEMIC YEAR.

Citizens Bank

Investment Detail

2011484 | MICHAEL T BRACK MEM SCHOLARSHIPIMA 26-Mar-2013 2.28 PM ET

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable, Fixed Income -Taxable, Other, Real Estate

Data Current as of: 31-Dec-2012

SUMMARY CITIZEN ACCOUNT 28,116.98 28,116.98

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	3.415%	$2,170.79	$2,170.79	$0.00
Equities	51.347%	$32,644.03	$27,915.37	$4,728.66
Fixed Income -Taxable	45.238%	$28,759.99	$27,653.92	$1,106.07
Totals		**$63,574.81**	**$57,740.08**	**$5,834.73**

DETAIL TOTAL : 91,691.79 85,857.06

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 3.415%								
CASH - INCOME	- - - -	0.572%	363.8400	1.0000		$363.84	$363.84	$0.00
CASH - INVESTED INCOME	- - - -	(0.572)%	(363.8400)	1.0000		($363.84)	($363.84)	$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	2.842%	1,806.9500	100.0000%	31-Dec-2012	$1,806.95	$1,806.95	$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker.PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	0.572%	363.8400	100.0000%	31-Dec-2012	$363.84	$363.84	$0.00
Subtotal		**3.415%**				**$2,170.79**	**$2,170.79**	**$0.00**
Equities: 51.347%								
CALAMOS INTERNATIONAL GROWTH I Ticker CIGIX | Asset ID 128119542	128119542 US1281195420 - CIGIX	1.872%	67.0830	17.7400	31-Dec-2012	$1,190.05	$1,139.07	$50.98
DELAWARE EMERGING MARKETS INST'L Ticker DEMIX | Asset ID 245914817	245914817 - - DEMIX	1.265%	55.7930	14.4100	31-Dec-2012	$803.98	$747.18	$56.80
DREYFUS MIDCAP INDEX FUND#113 Ticker PESPX | Asset ID 712223106	712223106 - - PESPX	1.920%	42.1850	28.9300	31-Dec-2012	$1,220.41	$993.80	$226.61
ING MID CAP OPPORTUNITIES Ticker NMCIX | Asset ID 44978A806	44978A806 US44978A8062 - NMCIX	2.026%	59.9480	21.4900	31-Dec-2012	$1,288.28	$1,296.75	($8.47)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
LEGG MASON CLEARBRIDGE SMCAP GR Y Ticker SBPYX | Asset ID 52470H765	52470H765 US52470H7659 - SBPYX	1 242%	37 7850	20 8900	31-Dec-2012	$789 33	$640 02	$149 31
OPPENHEIMER DEVELOPING MKTS CL Y Ticker ODVYX | Asset ID 683974505	683974505 US6839745055 - ODVYX	1 239%	22 5850	34 8800	31-Dec-2012	$787 76	$707 15	$80 61
PRINCIPAL EQUITY INCOME INSTL Ticker PEIIX | Asset ID 74254U499	74254U499 US74254U4994 - PEIIX	11 204%	364 7320	19 5300	31-Dec-2012	$7,123 22	$6,288 94	$834 28
STEELPATH MLP SELECT 40 CL I Ticker MLPTX | Asset ID 858268204	858268204 US8582682048 - MLPTX	1 955%	117.2700	10 6000	31-Dec-2012	$1,243 06	$1,248 88	($5 82)
T ROWE PRICE SMALL-CAP STOCKFD#65 Ticker OTCFX | Asset ID 779572106	779572106 - - OTCFX	1 260%	23 5380	34 0300	31-Dec-2012	$801 00	$672 82	$128 18
TEMPLETON INSTITUTIONAL FOREIGN Ticker TFEQX | Asset ID 880210505	880210505 - - TFEQX	1 967%	63 8080	19 6000	31-Dec-2012	$1,250 64	$1,248 63	$2 01
TOCQUEVILLE GOLD Ticker TGLDX | Asset ID 888894862	888894862 US8888948622 2848479 TGLDX	1 256%	12 5600	63 5900	31-Dec-2012	$798 69	$844 03	($45 34)
VANGUARD 500 INDEX SIGNAL SHS #1340 Ticker VIFSX | Asset ID 922908496	922908496 - - VIFSX	13 148%	77 0280	108 5200	31-Dec-2012	$8,359 08	$6,833 38	$1,525 70
VANGUARD MORGAN GROWTH ADMIRAL #526 Ticker VMRAX | Asset ID 921928206	921928206 - - VMRAX	10 993%	113 3030	61 6800	31-Dec-2012	$6,988 53	$5,254 72	$1,733 81
Subtotal		**51.347%**				**$32,644.03**	**$27,915.37**	**$4,728.66**
Fixed Income -Taxable: 45.238%								
DWS FLOATING RATE PLUS IN Ticker DFRTX | Asset ID 23337F870	23337F870 US23337F8703 - DFRTX	1 306%	88 2610	9 4100	31-Dec-2012	$830 54	$834 95	($4 41)
FIDELITY REAL ESTATE INCOME Ticker FRIFX | Asset ID 316389865	316389865 US3163898659 - FRIFX	2 666%	148 6990	11 4000	31-Dec-2012	$1,695 17	$1,612 96	$82 21
JPMORGAN MORTGAGE BACKED SEC FD Ticker OMBIX | Asset ID 4812C1215	4812C1215 US4812C12150 - OMBIX	8 739%	478 1400	11 6200	31-Dec-2012	$5,555 99	$5,468 36	$87 63
METROPOLITAN WEST HIGH YD BD I #514 Ticker MWHIX | Asset ID 592905848	592905848 US5929058486 - MWHIX	2 848%	173 7330	10 4200	31-Dec-2012	$1,810 30	$1,768 45	$41 85

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX | Asset ID 880208400	880208400 - 2068404 TGBAX	2 084%	99 2950	13 3400	31-Dec-2012	$1,324 60	$1,330 60	($6 00)
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX | Asset ID 922031794	922031794 - - VFIJX	4.641%	270.4590	10 9100	31-Dec-2012	$2,950 71	$2,953 29	($2 58)
VANGUARD INFL-PROTD SEC ADMIN #5119 Ticker VAIPX | Asset ID 922031737	922031737 US9220317377 - VAIPX	1 952%	43 4910	28 5400	31-Dec-2012	$1,241 23	$1,253 20	($11 97)
VANGUARD INTER TERM BD IDX SS #1350 Ticker VIBSX | Asset ID 921937843	921937843 - - VIBSX	21 001%	1,116 3420	11 9600	31-Dec-2012	$13,351 45	$12,432 11	$919 34
Subtotal		**45.238%**				**$28,759.99**	**$27,653.92**	**$1,106.07**

Citizens Bank

Investment Detail

2011480 | THE JOAN H. BRACK CHAR FDNIMA 26-Mar-2013 2 23 PM ET

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable, Fixed Income -Taxable, Other, Real Estate
Data Current as of: 31-Dec-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	5.634%	$77,349 70	$77,349 70	$0 00
Equities	57 274%	$786,306 86	$617,840 38	$168,466 48
Fixed Income -Taxable	37 092%	$509,237 30	$473,074 35	$36,162 95
Totals		**$1,372,893.86**	**$1,168,264.43**	**$204,629.43**

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 5.634%								
CASH - INCOME	- - - -	0 603%	8,277 5000	1 0000		$8,277 50	$8,277 50	$0 00
CASH - INVESTED INCOME	- - - -	(0 603)%	(8,277.5000)	1 0000		($8,277 50)	($8,277 50)	$0 00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	5 031%	69,072 2000	100 0000%	31-Dec-2012	$69,072 20	$69,072 20	$0 00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	0 603%	8,277 5000	100 0000%	31-Dec-2012	$8,277 50	$8,277 50	$0 00
Subtotal		**5.634%**				**$77,349.70**	**$77,349.70**	**$0.00**
Equities: 57.274%								
ABBOTT LABORATORIES Ticker ABT | Asset ID 002824100	002824100 US0028241000 - ABT	0 339%	71 0000	65 5000	31-Dec-2012	$4,650 50	$3,596 39	$1,054 11
ACTUANT CORP Ticker ATU | Asset ID 00508X203	00508X203 US00508X2036 2716792 ATU	0 335%	165 0000	27 9100	31-Dec-2012	$4,605 15	$4,844 32	($239 17)
AFFILIATED MANAGERS GROUP INC Ticker AMG | Asset ID 008252108	008252108 US0082521081 - AMG	0 692%	73 0000	130 1500	31-Dec-2012	$9,500 95	$6,144.02	$3,356 93
AMGEN INC Ticker AMGN | Asset ID 031162100	031162100 US0311621009 - AMGN	0 502%	80 0000	86 2000	31-Dec-2012	$6,896 00	$5,720 34	$1,175 66

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ANADARKO PETE CORP Ticker APC | Asset ID 032511107	032511107 US0325111070 - APC	0 298%	55 0000	74.3100	31-Dec-2012	$4,087 05	$4,514 00	($426 95)
APARTMENT INVT & MGMT CO Ticker AIV | Asset ID 03748R101	03748R101 US03748R1014 2057059 AIV	0 276%	140 0000	27 0600	31-Dec-2012	$3,788 40	$3,732 86	$55 54
APPLE COMPUTER INC Ticker AAPL | Asset ID 037833100	037833100 US0378331005 - AAPL	1 085%	28.0000	532 1730	31-Dec-2012	$14,900 84	$6,112 77	$8,788 07
AT & T INC Ticker T | Asset ID 00206R102	00206R102 US00206R1023 - T	0 457%	186 0000	33 7100	31-Dec-2012	$6,270 06	$5,481 40	$788 66
BANK OF AMERICA CORPORATION Ticker BAC | Asset ID 060505104	060505104 US0605051046 - BAC	0 372%	440 0000	11 6100	31-Dec-2012	$5,108 40	$4,696 78	$411 62
BB&T CORP Ticker BBT | Asset ID 054937107	054937107 US0549371070 - BBT	0 477%	225 0000	29 1100	31-Dec-2012	$6,549 75	$5,230 58	$1,319 17
BOEING CO Ticker BA | Asset ID 097023105	097023105 US0970231058 - BA	0.697%	127 0000	75 3600	31-Dec-2012	$9,570 72	$7,267 10	$2,303 62
CAPITAL ONE FINL CORP Ticker COF | Asset ID 14040H105	14040H105 US14040H1059 - COF	0 485%	115 0000	57 9300	31-Dec-2012	$6,661 95	$4,990 29	$1,671 66
CHEVRON CORP Ticker CVX | Asset ID 166764100	166764100 US1667641005 - CVX	1 166%	148 0000	108 1400	31-Dec-2012	$16,004 72	$11,239 05	$4,765 67
CHUBB CORP Ticker CB | Asset ID 171232101	171232101 US1712321017 - CB	0 603%	110 0000	75 3200	31-Dec-2012	$8,285 20	$6,784 70	$1,500 50
CIGNA Ticker CI | Asset ID 125509109	125509109 US1255091092 - CI	0 459%	118 0000	53 4600	31-Dec-2012	$6,308 28	$4,635 03	$1,673 25
CINTAS CORPORATION Ticker CTAS | Asset ID 172908105	172908105 US1729081059 - CTAS	0 343%	115 0000	40 9000	31-Dec-2012	$4,703 50	$4,786 36	($82 86)
CITIGROUP INC Ticker C | Asset ID 172967424	172967424 US1729674242 2297907 C	0 510%	177 0000	39 5600	31-Dec-2012	$7,002 12	$7,070 45	($68 33)
COCA-COLA CO Ticker KO | Asset ID 191216100	191216100 US1912161007 - KO	0 819%	310 0000	36.2500	31-Dec-2012	$11,237 50	$8,117 93	$3,119 57
COLGATE-PALMOLIVE CO	194162103 US1941621039	0 419%	55 0000	104 5400	31-Dec-2012	$5,749 70	$4,605 46	$1,144 24

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker CL | Asset ID 194162103	- CL							
CONOCOPHILLIPS Ticker COP | Asset ID 20825C104	20825C104 US20825C1045 - COP	0 553%	131 0000	57 9900	31-Dec-2012	$7,596 69	$5,032 34	$2,564 35
CVS/CAREMARK CORPORATION Ticker CVS | Asset ID 126650100	126650100 US1266501006 - CVS	0 458%	130 0000	48 3500	31-Dec-2012	$6,285 50	$4,699 64	$1,585 86
E M C CORP MASS Ticker EMC | Asset ID 268648102	268648102 US2686481027 - EMC	0 713%	387 0000	25 3000	31-Dec-2012	$9,791 10	$4,636 23	$5,154 87
EBAY INC Ticker EBAY | Asset ID 278642103	278642103 US2786421030 - EBAY	0 520%	140 0000	50 9977	31-Dec-2012	$7,139 68	$5,794 08	$1,345 60
EDISON INTERNATIONAL Ticker EIX | Asset ID 281020107	281020107 US2810201077 - EIX	0 411%	125 0000	45 1900	31-Dec-2012	$5,648 75	$4,683 69	$965 06
EXXON MOBIL CORP Ticker XOM | Asset ID 30231G102	30231G102 US30231G1022 - XOM	1 217%	193 0000	86 5500	31-Dec-2012	$16,704 15	$14,359 97	$2,344 18
GENERAL ELECTRIC CO Ticker GE | Asset ID 369604103	369604103 US3696041033 - GE	0 622%	407 0000	20 9900	31-Dec-2012	$8,542 93	$7,068 82	$1,474 11
GOOGLE INC Ticker GOOG | Asset ID.38259P508	38259P508 US38259P5089 - GOOG	0 773%	15 0000	707 3800	31-Dec-2012	$10,610 70	$8,754 13	$1,856 57
HANESBRANDS INC Ticker HBI | Asset ID 410345102	410345102 US4103451021 - HBI	0 457%	175 0000	35 8200	31-Dec-2012	$6,268 50	$5,892 85	$375 65
HERSHEY COMPANY Ticker HSY | Asset ID 427866108	427866108 US4278661081 - HSY	0 878%	167 0000	72 2200	31-Dec-2012	$12,060 74	$5,919 07	$6,141 67
INTEL CORP Ticker INTC | Asset ID.458140100	458140100 US4581401001 - INTC	0 381%	254 0000	20 6200	31-Dec-2012	$5,237 48	$4,732 56	$504.92
INTERNATIONAL BUSINESS MACHINES Ticker IBM | Asset ID 459200101	459200101 US4592001014 - IBM	1 005%	72 0000	191 5500	31-Dec-2012	$13,791.60	$8,218 37	$5,573 23
ISHARES CORE S&P SMALL-CAP ETF Ticker IJR | Asset ID 464287804	464287804 US4642878049 2678869 IJR	3 299%	580 0000	78 1000	31-Dec-2012	$45,298 00	$22,560 84	$22,737 16
ISHARES DJ US OIL EQUIP & SVCS Ticker IEZ | Asset ID 464288844	464288844 US4642888444 B14MFQ9	0 557%	150 0000	51 0100	31-Dec-2012	$7,651 50	$8,181 09	($529 59)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
	IEZ							
ISHARES FTSE/XINHUA CHINA 25 INDEX Ticker FXI | Asset ID 464287184	464287184 US4642871846 B0357H7 FXI	0 224%	76 0000	40 4500	31-Dec-2012	$3,074 20	$3,253 26	($179.06)
ISHARES INC MSCI SINGAPORE Ticker EWS | Asset ID 464286673	464286673 US4642866739 2373830 EWS	0 756%	758 0000	13 6900	31-Dec-2012	$10,377 02	$9,641 61	$735 41
ISHARES MSCI BRAZIL CAPPED INDEX FD Ticker EWZ | Asset ID 464286400	464286400 US4642864007 2726014 EWZ	0 179%	44 0000	55 9400	31-Dec-2012	$2,461 36	$3,444.58	($983 22)
ISHARES MSCI CDA INDEX Ticker EWC | Asset ID 464286509	464286509 US4642865095 B0BFVV1 EWC	0 728%	352.0000	28.4000	31-Dec-2012	$9,996.80	$9,442 25	$554 55
ISHARES MSCI EMERGING MKTS Ticker EEM | Asset ID 464287234	464287234 - 2582409 EEM	1 454%	450 0000	44 3500	31-Dec-2012	$19,957 50	$20,195 02	($237 52)
ISHARES MSCI EMU INDEX FD Ticker.EZU | Asset ID 464286608	464286608 US4642866085 2670605 EZU	0 958%	393 0000	33 4600	31-Dec-2012	$13,149 78	$14,948 78	($1,799 00)
ISHARES MSCI GERMANY INDEX FD Ticker EWG | Asset ID 464286806	464286806 US4642868065 2373711 EWG	0 986%	548 0000	24 7000	31-Dec-2012	$13,535 60	$13,272 45	$263 15
ISHARES MSCI PACIFIC EX-JAPAN Ticker EPP | Asset ID 464286665	464286665 US4642866655 2812957 EPP	1 009%	294 0000	47 1400	31-Dec-2012	$13,859 16	$12,263 68	$1,595 48
ISHARES MSCI SOUTH KOREA CAPPED IND Ticker EWY | Asset ID 464286772	464286772 US4642867729 2592561 EWY	0.258%	56 0000	63 3520	31-Dec-2012	$3,547 71	$2,667 77	$879 94
ISHARES MSCI SWEDEN INDEX FD Ticker EWD | Asset ID 464286756	464286756 US4642867562 2373595 EWD	0 361%	164 0000	30 2000	31-Dec-2012	$4,952 80	$4,005 89	$946 91
ISHARES MSCI SWITZERLAND CAPPED IND Ticker EWL | Asset ID 464286749	464286749 US4642867497 2373603 EWL	0 914%	468 0000	26 8000	31-Dec-2012	$12,542 40	$10,342 61	$2,199 79
ISHARES MSCI UNITED KINGDOM INDEX FD Ticker EWU | Asset ID 464286699	464286699 US4642866994 2373614 EWU	0 977%	748 0000	17 9400	31-Dec-2012	$13,419 12	$12,421 50	$997 62
ISHARES MSCI-JAPAN Ticker EWJ | Asset ID 464286848	464286848 US4642868487 2373799 EWJ	0 923%	1,300 0000	9 7500	31-Dec-2012	$12,675 00	$13,052 00	($377 00)
ISHARES TR NASDQ BIO INDX Ticker IBB | Asset ID 464287556	464287556 US4642875565 2724892 IBB	0 450%	45 0000	137 2200	31-Dec-2012	$6,174 90	$5,779 18	$395 72
JOHNSON &	478160104	0 398%	78 0000	70 1000	31-Dec-	$5,467 80	$4,682 72	$785 08

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
JOHNSON Ticker JNJ | Asset ID 478160104	US4781601046 - JNJ				2012			
JPMORGAN CHASE & CO Ticker JPM | Asset ID 46625H100	46625H100 US46625H1005 - JPM	0 490%	153 0000	43 9691	31-Dec-2012	$6,727 27	$4,629 77	$2,097 50
LOWES COMPANIES INC Ticker LOW | Asset ID 548661107	548661107 US5486611073 - LOW	0 670%	259 0000	35 5200	31-Dec-2012	$9,199 68	$6,464 38	$2,735 30
MARRIOTT INTL' INC NEW CLASS A Ticker.MAR | Asset ID 571903202	571903202 US5719032022 - MAR	0 339%	125 0000	37 2700	31-Dec-2012	$4,658 75	$4,505 16	$153 59
MCGRAW-HILL, INC Ticker MHP | Asset ID 580645109	580645109 US5806451093 - MHP	0.418%	105 0000	54 6700	31-Dec-2012	$5,740.35	$4,922 65	$817 70
MERCK & CO INC NEW Ticker MRK | Asset ID 58933Y105	58933Y105 US58933Y1055 2778844 MRK	0 650%	218 0000	40 9400	31-Dec-2012	$8,924 92	$7,723 94	$1,200 98
MICROSOFT CORP Ticker MSFT | Asset ID 594918104	594918104 US5949181045 - MSFT	0 658%	338 0000	26 7097	31-Dec-2012	$9,027 88	$8,929 35	$98 53
MONSANTO CO NEW Ticker MON | Asset ID 61166W101	61166W101 US61166W1018 4658524 MON	0 620%	90 0000	94 6500	31-Dec-2012	$8,518 50	$6,442 04	$2,076 46
MOTOROLA SOLUTIONS INC Ticker MSI | Asset ID 620076307	620076307 US6200763075 B5BKPQ4 MSI	0 527%	130 0000	55 6800	31-Dec-2012	$7,238 40	$6,590 69	$647 71
NEXTERA ENERGY INC COM Ticker NEE | Asset ID 65339F101	65339F101 US65339F1012 2328915 NEE	0 479%	95 0000	69 1900	31-Dec-2012	$6,573 05	$5,678 63	$894 42
NORDSTROM INC Ticker JWN | Asset ID 655664100	655664100 US6556641008 - JWN	0 495%	127 0000	53 5000	31-Dec-2012	$6,794 50	$4,884 28	$1,910 22
ORACLE SYSTEMS CORP Ticker ORCL | Asset ID 68389X105	68389X105 US68389X1054 - ORCL	0 563%	232 0000	33 3200	31-Dec-2012	$7,730 24	$5,143 43	$2,586.81
PANERA BREAD CO CL A Ticker PNRA | Asset ID 69840W108	69840W108 US69840W1080 2063034 PNRA	0 440%	38 0000	158 8300	31-Dec-2012	$6,035 54	$2,415 14	$3,620 40
PEPSICO INC Ticker PEP | Asset ID 713448108	713448108 US7134481081 - PEP	0 439%	88 0000	68 4300	31-Dec-2012	$6,021 84	$4,594 43	$1,427 41
PFIZER INC	717081103	0 581%	318.0000	25 0793	31-Dec-	$7,975 22	$5,111 63	$2,863 59

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker.PFE | Asset ID 717081103	US7170811035 - PFE				2012			
PNC FINANCIAL SERVICES GROUP Ticker PNC | Asset ID 693475105	693475105 US6934751057 - PNC	0 565%	133 0000	58 3100	31-Dec-2012	$7,755 23	$7,677 72	$77 51
PROCTER & GAMBLE CO Ticker PG | Asset ID·742718109	742718109 US7427181091 - PG	0 445%	90 0000	67 8900	31-Dec-2012	$6,110 10	$5,181 01	$929 09
QUALCOMM CORP Ticker QCOM | Asset ID 747525103	747525103 US7475251036 - QCOM	0 473%	105 0000	61 8596	31-Dec-2012	$6,495 26	$6,156 03	$339 23
QUANTA SVCS INC Ticker PWR | Asset ID 74762E102	74762E102 US74762E1029 2150204 PWR	0 348%	175 0000	27 2900	31-Dec-2012	$4,775 75	$4,632 30	$143 45
SCHLUMBERGER LTD Ticker SLB | Asset ID 806857108	806857108 AN8068571086 - SLB	0 303%	60 0000	69 2986	31-Dec-2012	$4,157 92	$5,653 56	($1,495 64)
SELECT SEC SPDR MATLS Ticker XLB | Asset ID 81369Y100	81369Y100 US81369Y1001 B1HKVC8 XLB	1 012%	370 0000	37 5400	31-Dec-2012	$13,889 80	$9,763 71	$4,126 09
SPDR INDEX SHS FDS ASIA PACIF ETF Ticker GMF | Asset ID 78463X301	78463X301 US78463X3017 B1VQ3M6 GMF	0 570%	101 0000	77 4900	31-Dec-2012	$7,826 49	$7,775 40	$51 09
SPDR S&P MIDCAP 400 ETF TR Ticker MDY | Asset ID 78467Y107	78467Y107 US78467Y1073 2550688 MDY	8 657%	640 0000	185 7100	31-Dec-2012	$118,854 40	$82,787 72	$36,066 68
SUNTRUST BANKS INC Ticker STI | Asset ID 867914103	867914103 US8679141031 - STI	0 355%	172 0000	28.3500	31-Dec-2012	$4,876 20	$4,990 32	($114 12)
THERMO FISHER SCIENTIFIC INC Ticker TMO | Asset ID 883556102	883556102 US8835561023 - TMO	0 418%	90.0000	63.7800	31-Dec-2012	$5,740 20	$5,504 12	$236 08
TJX COMPANIES NEW Ticker TJX | Asset ID 872540109	872540109 US8725401090 - TJX	0 464%	150 0000	42 4500	31-Dec-2012	$6,367 50	$4,330 74	$2,036.76
UNITED TECHNOLOGIES CORP Ticker UTX | Asset ID 913017109	913017109 US9130171096 - UTX	0 466%	78 0000	82 0100	31-Dec-2012	$6,396 78	$5,321 09	$1,075 69
VERIZON COMMUNICATIONS Ticker VZ | Asset ID 92343V104	92343V104 US92343V1044 - VZ	0 347%	110 0000	43 2700	31-Dec-2012	$4,759 70	$3,901 73	$857 97
VISA INC Ticker V | Asset ID 92826C839	92826C839 US92826C8394	0 662%	60 0000	151 5800	31-Dec-2012	$9,094 80	$5,280 10	$3,814 70

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
	- V							
WAL-MART STORES Ticker WMT | Asset ID 931142103	931142103 US9311421039 - WMT	0 631%	127 0000	68 2300	31-Dec-2012	$8,665 21	$6,466 05	$2,199 16
WASTE MGMT INC DEL Ticker WM | Asset ID 94106L109	94106L109 US94106L1098 - WM	0 334%	136 0000	33 7400	31-Dec-2012	$4,588 64	$4,086 18	$502 46
WELLS FARGO & CO NEW Ticker WFC | Asset ID 949746101	949746101 US9497461015 - WFC	0 712%	286 0000	34 1800	31-Dec-2012	$9,775 48	$6,593 87	$3,181 61
YUM BRANDS INC Ticker YUM | Asset ID 988498101	988498101 US9884981013 - YUM	0 387%	80 0000	66 4000	31-Dec-2012	$5,312 00	$4,186 40	$1,125 60
Subtotal		**57.274%**				**$786,306.86**	**$617,840.38**	**$168,466.48**
Fixed Income -Taxable: 37.092%								
FED FARM CR BK 4 300% 12/15/14 Asset ID.31331YHM5	31331YHM5 - - -	2 742%	35,000 0000	107 5470%	31-Dec-2012	$37,641 45	$35,504 00	$2,137 45
FED FARM CR BK 4 625% 12/15/17 Asset ID 31331YHQ6	31331YHQ6 - - -	3 015%	35,000 0000	118 2740%	31-Dec-2012	$41,395 90	$35,608 30	$5,787 60
FED FARM CR BK 4 800% 11/05/15 Asset ID 31331VMV5	31331VMV5 - - -	2 865%	35,000 0000	112 3850%	31-Dec-2012	$39,334 75	$35,593 95	$3,740 80
FED FARM CR BK 5 050% 5/18/17 Asset ID 31331XZB1	31331XZB1 - - -	3 031%	35,000 0000	118 9090%	31-Dec-2012	$41,618 15	$35,448 00	$6,170 15
FED HOME LN BK 3 875% 6/14/13 Asset ID 31339X2M5	31339X2M5 - - -	2 592%	35,000 0000	101 6830%	31-Dec-2012	$35,589 05	$35,113 40	$475 65
FED HOME LN BKS 4 750% 12/16/16 Asset ID 3133XHZK1	3133XHZK1 - - -	2 957%	35,000 0000	115 9910%	31-Dec-2012	$40,596 85	$35,380 80	$5,216 05
FEDERAL FARM CR BKS 4 900% 6/12/18 Asset ID 31331YW63	31331YW63 - - -	3 055%	35,000 0000	119 8310%	31-Dec-2012	$41,940 85	$35,253 75	$6,687 10
PEPSI INC 4 650% 2/15/13 Asset ID 713448BG2	713448BG2 - - -	2 563%	35,000 0000	100 5470%	31-Dec-2012	$35,191 45	$35,455 70	($264 25)
PROCTER & GAMBLE 4 950% 8/15/14 Asset ID 742718DA4	742718DA4 - - -	2 738%	35,000 0000	107 4070%	31-Dec-2012	$37,592 45	$35,639 80	$1,952 65
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX |	880208400 - 2068404 TGBAX	4 205%	4,327 1650	13 3400	31-Dec-2012	$57,724 38	$56,003 16	$1,721 22

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Asset ID 880208400								
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX | Asset ID 922031794	922031794 - - VFIJX	7 328%	9,222 0000	10 9100	31-Dec-2012	$100,612 02	$98,073 49	$2,538.53
Subtotal		**37.092%**				**$509,237.30**	**$473,074.35**	**$36,162.95**