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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 JOHN AND DEBRA BACON FAMILY FOUNDATION

A Employer identification number
74-3070936

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 848

B Telephone number
(425) 256-2662

City or town, state, and ZIP code
MEDINA, WA 98039

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)* ▶$ 2,306,067.

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

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

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

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received	252,530.			
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	98,475.	98,475.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<40,945.>			
b	Gross sales price for all assets on line 6a 1,475,688.				
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	285,479.	0.	0.	STATEMENT 2
12	**Total.** Add lines 1 through 11	595,539.	98,475.	0.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	484.	484.	0.	0.
b	Accounting fees STMT 4	1,905.	1,905.	0.	0.
c	Other professional fees STMT 5	21,203.	21,203.	0.	0.
17	Interest	897.	897.	0.	0.
18	Taxes STMT 6	3,561.	1,052.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	31,462.	31,462.	0.	0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	59,512.	57,003.	0.	0.
25	Contributions, gifts, grants paid	429,334.			429,334.
26	**Total expenses and disbursements.** Add lines 24 and 25	488,846.	57,003.	0.	429,334.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	106,693.			
b	**Net investment income** (if negative, enter -0-)		41,472.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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Form **990-PF** (2012)

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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	18,983.	33,097.	33,097.
	2	Savings and temporary cash investments	131,106.	136,160.	136,160.
	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 8	2,049,285.	1,254,558.	1,254,558.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	0.	882,252.	882,252.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,199,374.	2,306,067.	2,306,067.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,199,374.	2,306,067.	
	30	**Total net assets or fund balances**	2,199,374.	2,306,067.	
	31	**Total liabilities and net assets/fund balances**	2,199,374.	2,306,067.	

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	2,199,374.
2	Enter amount from Part I, line 27a	2	106,693.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,306,067.
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	2,306,067.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,475,688.		1,516,633.	<40,945.>

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				<40,945.>

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	<40,945.>
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	407,062.	2,292,593.	.177555
2010	368,341.	1,567,174.	.235035
2009	362,217.	1,104,372.	.327985
2008	478,990.	1,362,869.	.351457
2007	43,972.	1,538,515.	.028581

2 **Total** of line 1, column (d)	2	1.120613
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	.224123
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,264,299.
5 Multiply line 4 by line 3	5	507,481.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	415.
7 Add lines 5 and 6	7	507,896.
8 Enter qualifying distributions from Part XII, line 4	8	429,334.

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	829.
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	829.
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	829.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,600.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,600.
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	771.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		771.	**Refunded** ▶ 11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
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 STMT 10	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 ▶ MIKE GRIFFITH Telephone no. ▶ (425) 256-2662

Located at ▶ C/O PAR 4, LLC - P.O. BOX 848, MEDINA, WA ZIP+4 ▶ 98039

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE JOHN AND DEBRA BACON FAMILY FOUNDATION PROVIDES SUPPORT TO OTHER QUALIFIED 501(C)(3) ORGANIZATIONS ALLOWING THEM TO CARRY OUT CHARITABLE ACTIVITIES. ORGANIZATIONS SERVED = 18	429,335.
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.

Form **990-PF** (2012)

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	2,095,051.
b	Average of monthly cash balances	1b	203,730.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,298,781.
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	2,298,781.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,482.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,264,299.
6	**Minimum investment return.** Enter 5% of line 5	6	113,215.

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	113,215.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 829.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,386.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112,386.
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	112,386.

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	429,334.
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	429,334.
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	429,334.

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				112,386.
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				
b From 2008 412,019.				
c From 2009 307,428.				
d From 2010 290,354.				
e From 2011 293,747.				
f **Total** of lines 3a through e	1,303,548.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 429,334.				
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				112,386.
e Remaining amount distributed out of corpus	316,948.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,620,496.			
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	1,620,496.			
10 Analysis of line 9:				
a Excess from 2008 412,019.				
b Excess from 2009 307,428.				
c Excess from 2010 290,354.				
d Excess from 2011 293,747.				
e Excess from 2012 316,948.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BELLEVUE HIGH SCHOOL FOOTBALL BOOSTER CLUB 10416 WOLVERINE WY SE BELLEVUE, WA 98004	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	23,297.
BELLEVUE SCHOOLS FOUNDATION P.O. BOX 40644 BELLEVUE, WA 98015	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	10,000.
BOYS AND GIRLS CLUB 209 100TH AVENUE NE BELLEVUE, WA 98004	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	5,000.
ROBERT VASEN FOUNDATION 2807 102ND AVENUE SE BELLEVUE, WA 98004	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	500.
DETLEF SCHREMPF FOUNDATION 1904 THIRD AVENUE, #339 SEATTLE, WA 98101	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	25,840.
Total SEE CONTINUATION SHEET(S)			▶ 3a	429,334.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	98,475.	
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			18	285,479.	
8 Gain or (loss) from sales of assets other than inventory			18	<40,945.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		343,009.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 343,009.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | 5/14/13 Date | President 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
GREGORY N. LACOMBE		5/13/13		P01226401

Firm's name ▶ WILLIAMSON & LACOMBE, CPA'S, PS

Firm's EIN ▶ 20-8746654

Firm's address ▶ 3927 LAKE WASHINGTON BLVD. NE
KIRKLAND, WA 98033-7867

Phone no. (425) 822-1996

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE JOHN AND DEBRA BACON FAMILY FOUNDATION

Employer identification number
74-3070936

Organization type (check one).

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ... ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE JOHN AND DEBRA BACON FAMILY FOUNDATION	74-3070936

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN E. AND DEBRA BACON P.O. BOX 848 MEDINA, WA 98039	$ 250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE JOHN AND DEBRA BACON FAMILY FOUNDATION	74-3070936

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization	Employer identification number
THE JOHN AND DEBRA BACON FAMILY FOUNDATION	74-3070936

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE JOHN AND DEBRA BACON FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
74-3070936 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WHITING USA TRUST	P	VARIOUS	02/29/12
b	WELLS FARGO (ATTACHED SCHEDULES)	P	VARIOUS	VARIOUS
c	WELLS FARGO (ATTACHED SCHEDULES)	P	VARIOUS	VARIOUS
d	WELLS FARGO (ATTACHED SCHEDULES)	P	VARIOUS	VARIOUS
e	WELLS FARGO (ATTACHED SCHEDULES)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS FROM MASTER LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
g	CAPITAL GAINS FROM MASTER LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	526.		526.	0.
b	434,428.		437,853.	<3,425.>
c	66,980.		63,166.	3,814.
d	342,136.		412,476.	<70,340.>
e	625,701.		602,612.	23,089.
f	766.			766.
g	125.			125.
h	5,026.			5,026.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				<3,425.>
c				3,814.
d				<70,340.>
e				23,089.
f				766.
g				125.
h				5,026.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<40,945.>
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

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALERE INC CUSIP 01449J105							
	110.00000	28.5900	08/01/11	02/21/12	2,820.84	3,145.09	-324.25
	60.00000	35.9900	07/22/11	02/21/12	1,538.63	2,159.21	-620.58
Subtotal	**170.00000**				**4,359.47**	**5,304.30**	**-944.83**
ALLSCRIPTS HEALTHCARE SOLUTIONS INC CUSIP 01988P108	40.00000	17.4900	10/03/11	02/17/12	781.59	699.47	82.12
AMAZON COM INC CUSIP 023135106	40.00000	199.7400	08/12/11	03/13/12	7,326.67	7,989.57	-662.90
AMC NETWORKS INC CLASS A CUSIP 00164V103	150.00000	37.2900	07/14/11	02/21/12	6,701.96	5,593.52	1,108.44
AMPHENOL CORP NEW CL A CUSIP 032095101	60.00000	52.1600	06/29/11	02/21/12	3,398.22	3,129.35	268.87
ASTRAZENECA PLC SPON ADR CUSIP 046353108							
	75.00000	49.8700	04/25/11	03/01/12	3,392.79	3,740.25	-347.46
	75.00000	49.6100	06/29/11	03/01/12	3,392.79	3,720.88	-328.09
Subtotal	**150.00000**				**6,785.58**	**7,461.13**	**-675.55**
AUTODESK INC CUSIP 052769106							
	150.00000	36.6400	07/14/11	03/13/12	5,720.89	5,496.05	224.84
	200.00000	38.0800	06/09/11	03/13/12	7,627.86	7,616.54	11.32
	60.00000	27.5000	08/30/11	03/13/12	2,288.37	1,649.86	638.51
Subtotal	**410.00000**				**15,637.12**	**14,762.45**	**874.67**
BAKER HUGHES INC CUSIP 057224107	20.00000	57.6400	09/13/11	03/13/12	965.06	1,152.82	-187.76

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	90.00000	51.0100	12/07/11	03/13/12	4,342.79	4,590.82	-248.03
Subtotal	**110.00000**				**5,307.85**	**5,743.64**	**-435.79**
BAYER AG SPONSORED ADR CUSIP 072730302							
	45.00000	82.3800	04/25/11	03/13/12	3,262.44	3,707.10	-444.66
	50.00000	79.2100	06/29/11	03/13/12	3,624.94	3,960.50	-335.56
Subtotal	**95.00000**				**6,887.38**	**7,667.60**	**-780.22**
BAYTEX ENERGY CORP CUSIP 07317Q105							
	70.00000	60.5200	04/25/11	03/01/12	4,078.12	4,236.61	-158.49
	65.00000	60.5200	04/25/11	03/01/12	3,786.83	3,934.00	-147.17
	70.00000	53.6800	06/29/11	03/01/12	4,078.13	3,757.85	320.28
	70.00000	53.6500	06/29/11	03/01/12	4,078.13	3,755.72	322.41
Subtotal	**275.00000**				**16,021.21**	**15,684.18**	**337.03**
BCE INC CUSIP 05534B760							
	75.00000	38.9400	06/29/11	05/02/12	3,043.74	2,921.10	122.64
BENDIGO BANK LIMITED CUSIP Q1456C110							
	370.00000	10.2500	04/25/11	02/21/12	3,248.54	3,792.50	-543.96
	420.00000	9.2500	06/29/11	02/21/12	3,687.54	3,885.00	-197.46
Subtotal	**790.00000**				**6,936.08**	**7,677.50**	**-741.42**
BIOMARIN PHARMACEUTICAL INC CUSIP 09061G101							
	150.00000	28.4300	06/01/11	03/13/12	5,096.68	4,264.06	832.62
	80.00000	32.7300	12/13/11	03/13/12	2,718.24	2,618.68	99.56
Subtotal	**230.00000**				**7,814.92**	**6,882.74**	**932.18**
BIOMED REALTY TRUST INC CUSIP 09063H107							
	60.00000	17.2000	09/13/11	02/17/12	1,147.18	1,032.00	115.18
BK NOVA SCOTIA HALIFAX CUSIP 064149107							
	65.00000	60.3100	04/25/11	03/13/12	3,542.97	3,920.15	-377.18

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	55.00000	59.9800	06/29/11	03/13/12	2,997.91	3,299.43	-301.52
Subtotal	**120.00000**				**6,540.88**	**7,219.58**	**-678.70**
BOC HONG KONG HOLDINGS LTD CUSIP Y0920U103							
	1,205.00000	3.1500	04/25/11	02/21/12	3,373.93	3,795.75	-421.82
	1,320.00000	2.9000	06/29/11	02/21/12	3,695.94	3,828.00	-132.06
Subtotal	**2,525.00000**				**7,069.87**	**7,623.75**	**-553.88**
BOSTON SCIENTIFIC CORP CUSIP 101137107							
	60.00000	6.1300	09/21/11	04/25/12	366.16	367.80	-1.64
	870.00000	6.8400	06/09/11	04/25/12	5,309.23	5,953.76	-644.53
Subtotal	**930.00000**				**5,675.39**	**6,321.56**	**-646.17**
CARNIVAL CORP CUSIP 143658300							
	160.00000	31.0200	08/12/11	03/13/12	5,106.15	4,963.46	142.69
	20.00000	29.9600	08/18/11	03/13/12	638.27	599.20	39.07
	220.00000	38.8400	03/24/11	03/13/12	7,020.95	8,545.75	-1,524.80
Subtotal	**400.00000**				**12,765.37**	**14,108.41**	**-1,343.04**
CHIMERA INVESTMENT CORP CUSIP 16934Q109							
	595.00000	3.4795 3.5000	06/29/11	05/02/12	1,722.49	2,070.32 2,088.16	-347.83
	500.00000	3.4794 3.5000	06/29/11	05/02/12	1,444.97	1,739.73 1,754.74	-294.76
Subtotal	**1,095.00000**				**3,167.46**	**3,810.05** **3,842.90**	**-642.59**
CHINA MOBILE LTD SPONS ADR CUSIP 16941M109							
	80.00000	46.3400	06/29/11	05/02/12	4,494.69	3,707.76	786.93
CISCO SYSTEMS INC CUSIP 17275R102							
	140.00000	16.4400	09/13/11	03/13/12	2,805.55	2,300.91	504.64

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CME GROUP INC CUSIP 12572Q105	10.00000	289.6900	07/14/11	05/02/12	2,658.54	2,896.94	-238.40
CNOOC LTD-ADR CUSIP 126132109	15.00000	231.3300	06/29/11	05/02/12	3,233.49	3,469.95	-236.46
COCA COLA AMATIL LTD SPONSORED ADR CUSIP 191085208							
	145.00000	26.1500	04/25/11	03/13/12	3,622.03	3,791.75	-169.72
	155.00000	24.4300	06/29/11	03/13/12	3,871.84	3,787.05	84.79
Subtotal	**300.00000**				**7,493.87**	**7,578.80**	**-84.93**
COMMONWEALTH BANK OF AUSTRALIA ORDINARY (A$2 PAR) CUSIP Q26915100							
	65.00000	57.1500	04/25/11	02/21/12	3,423.48	3,714.75	-291.27
	70.00000	55.2000	06/29/11	02/21/12	3,686.84	3,864.00	-177.16
Subtotal	**135.00000**				**7,110.32**	**7,578.75**	**-468.43**
CORNING INC CUSIP 219350105							
	150.00000	14.7300	08/30/11	05/02/12	2,141.20	2,209.17	-67.97
	20.00000	14.5600	08/18/11	05/02/12	285.49	291.15	-5.66
	220.00000	14.0000	09/06/11	05/02/12	3,140.44	3,080.88	59.56
	300.00000	14.0000	09/06/11	05/02/12	4,280.90	4,201.20	79.70
Subtotal	**690.00000**				**9,848.03**	**9,782.40**	**65.63**
D R HORTON INC CUSIP 23331A109							
	60.00000	11.9900	06/01/11	02/16/12	861.58	719.52	142.06
	60.00000	11.9900	06/01/11	02/16/12	861.88	719.52	142.36
Subtotal	**120.00000**				**1,723.46**	**1,439.04**	**284.42**
DIRECTV CLASS A COMMON CUSIP 25490A101							
	170.00000	46.6500	12/08/11	04/25/12	8,118.17	7,931.21	186.96

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
DISCOVER FINANCIAL CUSIP 254709108							
	200.00000	25.7100	07/14/11	05/08/12	6,597.86	5,141.02	1,456.84
	70.00000	25.0100	05/20/11	05/08/12	2,309.24	1,750.39	558.85
Subtotal	**270.00000**				**8,907.10**	**6,891.41**	**2,015.69**
DISNEY WALT COMPANY CUSIP 254687106							
	100.00000	33.3500	08/12/11	04/25/12	4,248.40	3,335.37	913.03
	140.00000	32.4300	08/18/11	04/25/12	5,947.77	4,540.06	1,407.71
Subtotal	**240.00000**				**10,196.17**	**7,875.43**	**2,320.74**
DUPONT FABROS TECHNOLOGY INC CUSIP 26613Q106	40.00000	21.7700	09/13/11	02/17/12	921.58	870.80	50.78
E M C CORP MASS CUSIP 268648102	190.00000	26.8400	07/14/11	04/25/12	5,313.11	5,100.11	213.00
ENBRIDGE INC CUSIP 29250N105							
	120.00000	63.9300	04/25/11	03/01/12	4,650.49	3,835.80	814.69
	110.00000	32.2600	06/29/11	03/01/12	4,262.95	3,549.36	713.59
Subtotal	**230.00000**				**8,913.44**	**7,385.16**	**1,528.28**
ENI S P A SPON ADR CUSIP 26874R108							
	75.00000	50.6200	04/25/11	04/25/12	3,258.82	3,796.50	-537.68
	85.00000	46.4900	06/29/11	04/25/12	3,693.34	3,952.25	-258.91
Subtotal	**160.00000**				**6,952.16**	**7,748.75**	**-796.59**
FLOWSERVE CORP CUSIP 34354P105							
	20.00000	121.4800	05/12/11	03/13/12	2,320.76	2,429.52	-108.76
	30.00000	85.4100	08/18/11	03/13/12	3,481.14	2,562.27	918.87
Subtotal	**50.00000**				**5,801.90**	**4,991.79**	**810.11**
GENUINE PARTS CO COM CUSIP 372460105							
	80.00000	52.0300	04/25/11	03/13/12	5,042.70	4,162.40	880.30

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	60.00000	54.2700	06/29/11	03/13/12	3,782.04	3,256.45	525.59
Subtotal	**140.00000**				**8,824.74**	**7,418.85**	**1,405.89**
GLAXOSMITHKLINE PLC-ADR CUSIP 37733W105							
	90.00000	41.2800	04/25/11	03/01/12	4,050.36	3,715.20	335.16
	85.00000	42.5000	06/29/11	03/01/12	3,825.34	3,613.06	212.28
Subtotal	**175.00000**				**7,875.70**	**7,328.26**	**547.44**
HESS CORPORATION CUSIP 42809H107							
	30.00000	70.4200	07/14/11	03/13/12	1,877.37	2,112.68	-235.31
	30.00000	62.5000	08/04/11	03/13/12	1,877.49	1,874.87	2.62
Subtotal	**60.00000**				**3,754.86**	**3,987.55**	**-232.69**
KRAFT FOODS INC CL A CUSIP 50075N104							
	60.00000	33.8100	08/18/11	04/25/12	2,325.25	2,028.79	296.46
KROGER COMPANY COMMON CUSIP 501044101							
	20.00000	22.9000	08/18/11	03/13/12	483.90	458.00	25.90
	80.00000	22.9000	08/18/11	03/13/12	1,935.16	1,831.99	103.17
	20.00000	22.1500	09/21/11	03/13/12	483.80	442.98	40.82
Subtotal	**120.00000**				**2,902.86**	**2,732.97**	**169.89**
LENNAR CORPORATION CLASS A CUSIP 526057104							
	80.00000	18.5600	06/01/11	02/17/12	1,869.57	1,485.15	384.42
MONSANTO CO NEW CUSIP 61166W101							
	30.00000	65.6100	05/11/11	03/13/12	2,370.48	1,968.32	402.16
	60.00000	66.5000	08/18/11	03/13/12	4,740.97	3,990.08	750.89
Subtotal	**90.00000**				**7,111.45**	**5,958.40**	**1,153.05**
MOODY'S CORP CUSIP 615369105							
	100.00000	33.6800	11/14/11	04/25/12	4,198.91	3,368.42	830.49
	60.00000	33.6800	11/14/11	04/25/12	2,519.58	2,021.04	498.54

2012 SUMMARY AMENDMENT

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	**160.00000**				**6,718.49**	**5,389.46**	**1,329.03**
NATIONAL BANK OF CANADA CUSIP 633067103							
	50.00000	80.9700	04/25/11	02/21/12	3,860.58	4,048.50	-187.92
	45.00000	80.0000	06/29/11	02/21/12	3,474.53	3,600.00	-125.47
Subtotal	**95.00000**				**7,335.11**	**7,648.50**	**-313.39**
NATIONAL GRID PLC SPON ADR NEW CUSIP 636274300	75.00000	49.0800	06/29/11	04/26/12	3,985.41	3,681.66	303.75
NEWS CORP INC-CL A CUSIP 65248E104							
	170.00000	17.0000	04/18/11	03/13/12	3,359.82	2,889.69	470.13
	230.00000	16.1800	06/20/11	03/13/12	4,545.64	3,720.73	824.91
Subtotal	**400.00000**				**7,905.46**	**6,610.42**	**1,295.04**
OWENS ILLINOIS INC NEW CUSIP 690768403							
	50.00000	18.0700	08/12/11	03/13/12	1,209.20	903.27	305.93
	80.00000	25.1100	06/16/11	03/13/12	1,934.70	2,009.16	-74.46
Subtotal	**130.00000**				**3,143.90**	**2,912.43**	**231.47**
PALL CORP CUSIP 696429307							
	20.00000	41.3200	09/22/11	03/13/12	1,180.61	826.39	354.22
	40.00000	47.2000	09/06/11	03/13/12	2,361.22	1,887.82	473.40
Subtotal	**60.00000**				**3,541.83**	**2,714.21**	**827.62**
PFIZER INCORPORATED CUSIP 717081103							
	90.00000	20.5300	06/29/11	05/04/12	2,024.97	1,847.70	177.27
	60.00000	20.5300	06/29/11	05/04/12	1,349.97	1,231.80	118.17
Subtotal	**150.00000**				**3,374.94**	**3,079.50**	**295.44**

WELLS FARGO ADVISORS

2012 SUMMARY AMENDMENT

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PHILIPPINE LONG DISTANCE TELEPHONE CO SPONSORED ADR CUSIP 718252604	65.00000	54.2000	06/29/11	05/02/12	3,884.45	3,523.18	361.27
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD CL A CUSIP 693390445	0.08900	11.0900	04/02/12	07/31/12	1.02	0.99	0.03
	0.15000	11.2200	05/01/12	07/31/12	1.72	1.68	0.04
	0.16700	11.2800	06/01/12	07/31/12	1.91	1.88	0.03
	0.14200	11.3000	07/02/12	07/31/12	1.64	1.61	0.03
Subtotal	**0.54800**				**6.29**	**6.16**	**0.13**
RED ELECTRICA DE ESPANA REDESA CUSIP E42807102	60.00000	61.0000	04/25/11	02/21/12	2,843.94	3,660.00	-816.06
	65.00000	58.5000	06/29/11	02/21/12	3,080.95	3,802.50	-721.55
Subtotal	**125.00000**				**5,924.89**	**7,462.50**	**-1,537.61**
REPSOL YPF S.A. CUSIP 76026T205	110.00000	34.1300	04/25/11	03/01/12	2,960.04	3,754.30	-794.26
	110.00000	33.4500	06/29/11	03/01/12	2,960.05	3,679.50	-719.45
Subtotal	**220.00000**				**5,920.09**	**7,433.80**	**-1,513.71**
ROYAL KPN N V SPN ADR CUSIP 780641205	235.00000	15.8000	04/25/11	03/01/12	2,528.55	3,713.00	-1,184.45
	275.00000	14.2700	06/29/11	03/01/12	2,958.95	3,925.16	-966.21
Subtotal	**510.00000**				**5,487.50**	**7,638.16**	**-2,150.66**
SANOFI ADR CUSIP 80105N105	100.00000	38.2400	04/25/11	04/25/12	3,755.31	3,824.00	-68.69

2012 SUMMARY AMENDMENT

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	85.00000	39.2200	06/29/11	04/25/12	3,192.02	3,334.30	-142.28
Subtotal	**185.00000**				**6,947.33**	**7,158.30**	**-210.97**
SCHWAB CHARLES CORP NEW CUSIP 808513105							
	580.00000	11.7900	08/12/11	04/25/12	8,023.54	6,839.77	1,183.77
	60.00000	11.7300	09/21/11	04/25/12	830.03	704.09	125.94
Subtotal	**640.00000**				**8,853.57**	**7,543.86**	**1,309.71**
SEVERN TRENT PLC CUSIP G8056D159							
	155.00000	24.3300	04/25/11	02/21/12	3,707.53	3,771.15	-63.62
	45.00000	23.6900	06/29/11	02/21/12	1,076.38	1,066.05	10.33
	110.00000	23.6900	06/29/11	02/21/12	2,632.25	2,605.90	26.35
Subtotal	**310.00000**				**7,416.16**	**7,443.10**	**-26.94**
SOUTHERN COPPER CORP CUSIP 84265V105							
	0.46100	0.0000	02/28/12	02/28/12	15.22	0.01	15.21
	116.00000	35.7672	04/25/11	03/13/12	3,704.32	4,157.78	-453.46
	116.00000	32.2845	06/29/11	03/13/12	3,704.33	3,753.15	-48.82
Subtotal	**232.46100**				**7,423.87**	**7,910.94**	**-487.07**
SOUTHWEST AIRLINES CO CUSIP 844741108							
	330.00000	10.3600	07/22/11	03/13/12	2,763.51	3,417.51	-654.00
SSE PLC SPONSORED ADR CUSIP 78467K107							
	155.00000	0.0000	06/30/11	05/02/12	3,347.93	3,498.32	-150.39
	140.00000	0.0000	06/30/11	05/02/12	3,023.94	3,159.77	-135.83
Subtotal	**295.00000**				**6,371.87**	**6,658.09**	**-286.22**
STATOIL ASA CUSIP 85771P102							
	135.00000	27.8900	04/25/11	04/25/12	3,564.48	3,766.01	-201.53
	160.00000	24.9800	06/29/11	04/25/12	4,224.59	3,998.27	226.32
Subtotal	**295.00000**				**7,789.07**	**7,764.28**	**24.79**

2012 SUMMARY AMENDMENT

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
TELEFONICA S A SPON ADR CUSIP 879382208							
	165.00000	25.7600	04/25/11	03/13/12	2,732.78	4,251.46	-1,518.68
	145.00000	25.7600	04/25/11	03/13/12	2,401.53	3,736.13	-1,334.60
	165.00000	23.8900	06/29/11	03/13/12	2,732.78	3,943.09	-1,210.31
	150.00000	23.8400	06/29/11	03/13/12	2,484.35	3,576.18	-1,091.83
Subtotal	**625.00000**				**10,351.44**	**15,506.86**	**-5,155.42**
TELKOM SOUTH AFRICA LTD SPONS ADR CUSIP 879603108							
	170.00000	22.4100	04/25/11	02/21/12	2,317.05	3,809.70	-1,492.65
	170.00000	21.5000	06/29/11	02/21/12	2,317.07	3,656.39	-1,339.32
Subtotal	**340.00000**				**4,634.12**	**7,466.09**	**-2,831.97**
TOLL BROTHERS CUSIP 889478103							
	70.00000	21.2900	06/01/11	02/17/12	1,677.17	1,490.44	186.73
TOTAL S A. SPONS ADR CUSIP 89151E109							
	70.00000	56.5600	06/29/11	05/02/12	3,330.88	3,959.61	-628.73
TRANSCANADA CORP CUSIP 89353D107							
	90.00000	41.9400	04/25/11	04/25/12	3,949.83	3,774.60	175.23
	80.00000	43.7800	06/29/11	04/25/12	3,510.96	3,502.40	8.56
Subtotal	**170.00000**				**7,460.79**	**7,277.00**	**183.79**
UNITED CONTINENTAL HOLDINGS INC CUSIP 910047109							
	110.00000	22.8400	02/23/11	02/21/12	2,324.81	2,512.30	-187.49
	60.00000	23.1600	06/27/11	02/21/12	1,268.08	1,389.37	-121.29
Subtotal	**170.00000**				**3,592.89**	**3,901.67**	**-308.78**
US AIRWAYS GROUP INC CUSIP 90341W108							
	160.00000	9.0200	06/28/11	02/21/12	1,255.01	1,442.64	-187.63
	230.00000	5.9700	08/01/11	02/21/12	1,804.10	1,373.28	430.82

2012 SUMMARY AMENDMENT

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	290.00000	8.5100	02/23/11	02/21/12	2,274.71	2,467.64	-192.93
Subtotal	**680.00000**				**5,333.82**	**5,283.56**	**50.26**
VENTAS INC CUSIP 92276F100							
	75.00000	55.4700	04/25/11	03/01/12	4,180.33	4,160.25	20.08
	60.00000	53.8100	06/29/11	03/01/12	3,344.27	3,228.89	115.38
Subtotal	**135.00000**				**7,524.60**	**7,389.14**	**135.46**
VISA INC CLASS A CUSIP 92826C839							
	10.00000	73.5800	03/09/11	02/21/12	1,151.07	735.80	415.27
	30.00000	75.3500	06/28/11	02/21/12	3,453.21	2,260.56	1,192.65
Subtotal	**40.00000**				**4,604.28**	**2,996.36**	**1,607.92**
VOLCANO CORP CUSIP 928645100	120.00000	32.2800	07/14/11	02/21/12	3,380.12	3,873.52	-493.40
VORNADO REALTY TR REIT CUSIP 929042109							
	45.00000	92.6200	04/25/11	03/01/12	3,678.23	4,167.90	-489.67
	35.00000	93.3100	06/29/11	03/01/12	2,860.85	3,265.93	-405.08
Subtotal	**80.00000**				**6,539.08**	**7,433.83**	**-894.75**
WATERS CORPORATION CUSIP 941848103	50.00000	74.0600	09/22/11	02/21/12	4,408.93	3,702.79	706.14
WEATHRFORD INTERNATIONAL LTD REG CUSIP H27013103							
	100.00000	18.2400	07/14/11	03/01/12	1,646.35	1,824.30	-177.95
	40.00000	15.4500	09/21/11	03/01/12	658.55	617.86	40.69
	80.00000	21.3800	03/02/11	03/01/12	1,317.08	1,710.76	-393.68
Subtotal	**220.00000**				**3,621.98**	**4,152.92**	**-530.94**

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BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
WOOLWORTHS LTD ORD CUSIP Q98418108							
	130.00000	28.8000	04/25/11	02/21/12	3,457.93	3,744.00	-286.07
	120.00000	29.6500	06/29/11	02/21/12	3,191.95	3,558.00	-366.05
Subtotal	**250.00000**				**6,649.88**	**7,302.00**	**-652.12**
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					**$434,427.67**	**$437,852.93** **$437,885.78**	**-$3,425.26**

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALLIANCE RESOURCES PARTNERS LP CUSIP 01877R108							
	55.00000	74.0700 75.0600	04/25/11	03/01/12	4,006.13	4,073.85p 4,128.30	-67.72
	40.00000	76.0870 77.0700	06/29/11	03/01/12	2,913.55	3,043.48p 3,083.08	-129.93
Subtotal	**95.00000**				**6,919.68**	**7,117.33** **7,211.38**	**-197.65**
BUCKEYE PARTNERS L P UNIT LTD PARTNERSHIP INT CUSIP 118230101							
	65.00000	63.1626 64.2000	04/25/11	03/01/12	3,898.63	4,105.57p 4,173.00	-206.94
	50.00000	63.5684 64.6000	06/29/11	03/01/12	2,998.95	3,178.42p 3,230.30	-179.47
Subtotal	**115.00000**				**6,897.58**	**7,283.99** **7,403.30**	**-386.41**
ENERGY TRANSFER PARTNERS LP CUSIP 29273R109							
	75.00000	47.2142 49.0000	06/29/11	06/04/12	3,149.94	3,541.07p 3,675.15	-391.13

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ENTERPRISE PRODUCTS PARTNERS CUSIP 293792107	80.00000	41.5450 42.7900	06/29/11	06/04/12	3,732.72	3,323.60p 3,423.41	409.12
KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT CUSIP 494550106	55.00000	75.4900 76.6500	04/25/11	04/25/12	4,619.90	4,151.95p 4,215.75	467.95
	50.00000	70.5506 71.7100	06/29/11	04/25/12	4,199.91	3,527.53p 3,585.53	672.38
Subtotal	**105.00000**				**8,819.81**	**7,679.48** **7,801.28**	**1,140.33**
MAGELLAN MIDSTREAM PRTNS CUSIP 559080106	55.00000	58.3223 59.9700	06/29/11	05/18/12	3,744.32	3,207.73p 3,298.76	536.59
NATURAL RESOURCES PARTNR LP COM UNIT LTD PART INT CUSIP 63900P103	120.00000	33.6499 34.1900	04/25/11	03/01/12	2,959.79	4,037.99p 4,103.99	-1,078.20
	105.00000	32.5419 33.0900	06/29/11	03/01/12	2,589.83	3,416.90p 3,474.65	-827.07
Subtotal	**225.00000**				**5,549.62**	**7,454.89** **7,578.64**	**-1,905.27**
PENN VIRGINIA RESOURCE PARTNERS CUSIP 707884102	190.00000	26.4975 27.0000	07/13/11	03/01/12	4,739.46	5,034.54p 5,131.44	-295.08

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD CL A CUSIP 693390445							
	3.81200	11.1200	02/01/12	02/08/12	N/A	42.39	N/A
	52.48100	11.9300	01/31/12	02/08/12	N/A	625.98	N/A
	3.81200	11.1200	02/07/12	02/08/12	N/A	42.39	N/A
	58.10900	0.0000	04/20/12	07/31/12	666.51	NOT PROVIDED	N/A
Subtotal	**118.21400**				**666.51**	**710.76**	**0.00**
PLAINS ALL AMERICAN PIPELINE LP CUSIP 726503105							
	10.00000	61.7030 63.7700	06/29/11	05/08/12	789.49	617.03p 637.74	172.46
	40.00000	61.7027 63.7700	06/29/11	05/08/12	3,157.97	2,468.11p 2,550.92	689.86
Subtotal	**50.00000**				**3,947.46**	**3,085.14** **3,188.66**	**862.32**
SUNOCO LOGISTICS PARTNER SHIP LP CUSIP 86764L108							
	55.00000	28.9667 88.1600	04/25/11	03/01/12	2,177.97	1,593.17p 1,616.27	584.80
	80.00000	28.9666 88.1600	04/25/11	03/01/12	3,168.35	2,317.33p 2,350.93	851.02
	120.00000	28.2980 86.1500	06/29/11	03/01/12	4,752.53	3,395.76p 3,446.16	1,356.77
Subtotal	**255.00000**				**10,098.85**	**7,306.26** **7,413.36**	**2,792.59**
WILLIAMS PARTNERS LP CUSIP 96950F104							
	75.00000	53.0976 53.8600	04/25/11	03/01/12	4,668.49	3,982.32p 4,039.50	686.17

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	65.00000	53.5984 54.3600	06/29/11	03/01/12	4,046.03	3,483.90p 3,533.47	562.13
Subtotal	**140.00000**				**8,714.52**	**7,466.22** **7,572.97**	**1,248.30**
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					**$66,980.47**	**$63,211.01** **$64,409.11**	**$3,813.71**

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain/Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AMERICAN CAPITAL AGENCY CORP CUSIP 02503X105	500.00000	28.5900	01/20/11	10/15/12	15,124.66	14,292.50	832.16
ANNALY CAPITAL MANAGEMNT INC REIT CUSIP 035710409							
	1,000.00000	17.5900	02/22/11	08/21/12	17,075.12	17,590.00	-514.88
	235.00000	17.5600	04/25/11	08/21/12	4,012.65	4,126.60	-113.95
	175.00000	18.0100	06/29/11	08/21/12	2,988.15	3,153.43	-165.28
	2,000.00000	17.6600	01/20/11	08/21/12	34,150.24	35,310.00	-1,159.76
Subtotal	**3,410.00000**				**58,226.16**	**60,180.03**	**-1,953.87**
BANK OF AMERICA CORP CUSIP 060505104	1,000.00000	14.2000	02/22/11	09/10/12	8,649.81	14,200.00	-5,550.19
BCE INC CUSIP 05534B760	115.00000	37.1300	04/25/11	05/02/12	4,667.05	4,270.18	396.87
CHIMERA INVESTMENT CORP CUSIP 16934Q109	1,065.00000	3.8974 3.9200	04/25/11	05/02/12	3,083.10	4,150.74 4,182.68	-1,067.64

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CHINA MOBILE LTD SPONS ADR CUSIP 16941M109	80.00000	46.3900	04/25/11	05/02/12	4,494.68	3,711.20	783.48
CME GROUP INC CUSIP 12572Q105	30.00000	307.6900	04/25/11	05/02/12	7,975.62	9,230.75	-1,255.13
CNOOC LTD-ADR CUSIP 126132109	15.00000	253.0100	04/25/11	05/02/12	3,233.47	3,795.15	-561.68
E M C CORP MASS CUSIP 268648102	50.00000	26.9200	02/25/11	04/25/12	1,398.18	1,345.89	52.29
ENTERTAINMENT REIT PROPERTIES TRUST CUSIP 29380T105	160.00000	45.8631 46.4300	06/29/11	08/14/12	7,275.76	7,338.11 7,429.41	-62.35
FRONTLINE LTD CUSIP G3682E127	1,000.00000	25.8700	01/20/11	04/25/12	6,315.86	25,867.50	-19,551.64
	1,000.00000	25.9500	02/22/11	04/25/12	6,315.86	25,949.00	-19,633.14
Subtotal	**2,000.00000**				**12,631.72**	**51,816.50**	**-39,184.78**
KRAFT FOODS INC CL A CUSIP 50075N104	200.00000	31.3000	01/06/11	04/25/12	7,750.83	6,259.94	1,490.89
KROGER COMPANY COMMON CUSIP 501044101	110.00000	23.1700	02/23/11	03/13/12	2,661.40	2,548.70	112.70
NATIONAL GRID PLC SPON ADR NEW CUSIP 636274300	75.00000	49.6100	04/25/11	04/26/12	3,985.41	3,720.75	264.66
NORFOLK SOUTHERN CORP CUSIP 655844108	20.00000	64.5200	02/25/11	03/13/12	1,328.38	1,290.41	37.97
OWENS ILLINOIS INC NEW CUSIP 690768403	60.00000	30.4900	01/27/11	03/13/12	1,451.02	1,829.22	-378.20

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PFIZER INCORPORATED CUSIP 717081103	210.00000	19.9800	04/25/11	05/04/12	4,724.91	4,195.80	529.11
PHILIPPINE LONG DISTANCE TELEPHONE CO SPONSORED ADR CUSIP 718252604	70.00000	55.8600	04/25/11	05/02/12	4,183.24	3,910.20	273.04
REDWOOD TRUST INC REIT CUSIP 758075402	700.00000	16.3133 16.3700	02/10/11	03/30/12	7,836.33	11,419.31 11,459.14	-3,582.98
	300.00000	16.3133 16.3700	02/10/11	03/30/12	3,358.03	4,893.99 4,911.06	-1,535.96
	1,000.00000	16.6331 16.6900	02/22/11	03/30/12	11,193.45	16,633.10 16,690.00	-5,439.65
	1,000.00000	16.0089 16.0700	03/02/11	03/30/12	11,193.45	16,008.90 16,065.80	-4,815.45
	2,000.00000	15.1111 15.1700	01/20/11	03/30/12	22,389.49	30,222.20 30,336.00	-7,832.71
Subtotal	**5,000.00000**				**55,970.75**	**79,177.50** **79,462.00**	**-23,206.75**
SASOL LTD SPONS ADR CUSIP 803866300	70.00000	55.9500	04/25/11	08/14/12	2,962.05	3,916.50	-954.45
	70.00000	52.0100	06/29/11	08/14/12	2,962.06	3,641.15	-679.09
Subtotal	**140.00000**				**5,924.11**	**7,557.65**	**-1,633.54**
SEADRILL LTD CUSIP G7945E105	1,000.00000	32.9000	01/20/11	05/09/12	35,299.20	32,904.00	2,395.20
	500.00000	35.4800	02/10/11	05/09/12	17,649.61	17,741.25	-91.64
	115.00000	35.6600	04/25/11	11/15/12	4,312.40	4,101.21	211.19
	500.00000	35.4800	02/10/11	11/15/12	18,749.57	17,741.25	1,008.32

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	63.00000	35.2800	04/28/11	11/15/12	2,362.46	2,222.55	139.91
Subtotal	**2,178.00000**				**78,373.24**	**74,710.26**	**3,662.98**
SOUTHWEST AIRLINES CO CUSIP 844741108	760.00000	12.0100	02/07/11	03/13/12	6,364.43	9,127.60	-2,763.17
SSE PLC SPONSORED ADR CUSIP 78467K107							
	190.00000	0.0000	04/25/11	05/02/12	4,103.90	4,199.00	-95.10
	170.00000	0.0000	04/25/11	05/02/12	3,671.91	3,757.00	-85.09
Subtotal	**360.00000**				**7,775.81**	**7,956.00**	**-180.19**
STATE STR CORP CUSIP 857477103	180.00000	48.1600	01/24/11	02/21/12	7,285.19	8,669.18	-1,383.99
TOTAL S A. SPONS ADR CUSIP 89151E109	60.00000	61.1800	04/25/11	05/02/12	2,855.03	3,670.80	-815.77
VODAFONE GROUP PLC SPONSORED ADR NEW CUSIP 92857W209							
	150.00000	28.3900	04/25/11	08/14/12	4,497.57	4,259.46	238.11
	135.00000	28.3900	04/25/11	08/14/12	4,047.81	3,833.51	214.30
	140.00000	26.7300	06/29/11	08/14/12	4,197.74	3,742.86	454.88
	130.00000	26.7200	06/29/11	08/14/12	3,897.91	3,473.95	423.96
Subtotal	**555.00000**				**16,641.03**	**15,309.78**	**1,331.25**
WESTPAC BANKING LTD SPONSORED ADR CUSIP 961214301							
	30.00000	136.6200	04/25/11	08/14/12	3,738.66	4,098.60	-359.94
	35.00000	117.5000	06/29/11	08/14/12	4,361.78	4,112.50	249.28
Subtotal	**65.00000**				**8,100.44**	**8,211.10**	**-110.66**
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					**$342,135.43**	**$412,475.94** **$412,883.68**	**-$70,340.51**

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALERE INC CUSIP 01449J105	490.00000	31.2500	10/15/10	02/21/12	12,565.53	15,312.40	-2,746.87
AMERICAN EXPRESS COMPANY CUSIP 025816109	50.00000	40.6900	10/27/10	02/21/12	2,641.83	2,034.49	607.34
	70.00000	39.4500	10/15/10	02/21/12	3,698.56	2,761.50	937.06
Subtotal	**120.00000**				**6,340.39**	**4,795.99**	**1,544.40**
AMPHENOL CORP NEW CL A CUSIP 032095101	50.00000	49.9300	10/15/10	02/21/12	2,831.85	2,496.50	335.35
BAKER HUGHES INC CUSIP 057224107	190.00000	45.4700	10/15/10	03/13/12	9,168.09	8,639.30	528.79
BANK NEW YORK MELLON CORP CUSIP 064058100	260.00000	26.3400	10/15/10	04/25/12	6,087.58	6,848.40	-760.82
BANK OF AMERICA CORP CUSIP 060505104	1,000.00000	47.8800	08/03/07	03/13/12	8,113.85	47,885.00	-39,771.15
	1,000.00000	42.6500	01/30/08	03/13/12	8,113.85	42,650.00	-34,536.15
	500.00000	16.2600	09/02/09	03/13/12	4,056.93	8,129.00	-4,072.07
	1,500.00000	16.2600	09/02/09	09/10/12	12,974.71	24,387.00	-11,412.29
Subtotal	**4,000.00000**				**33,259.34**	**123,051.00**	**-89,791.66**
BECTON DICKINSON & CO CUSIP 075887109	170.00000	76.1600	10/15/10	03/13/12	13,150.11	12,947.20	202.91
BOSTON SCIENTIFIC CORP CUSIP 101137107	690.00000	6.2000	10/15/10	04/25/12	4,210.76	4,278.00	-67.24
CERNER CORP CUSIP 156782104	120.00000	86.7800	11/11/10	04/25/12	8,740.61	5,206.56	3,534.05
	40.00000	87.1000	10/15/10	04/25/12	2,913.53	1,742.03	1,171.50
Subtotal	**160.00000**				**11,654.14**	**6,948.59**	**4,705.55**

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CISCO SYSTEMS INC CUSIP 17275R102	550.00000	23.2400	10/15/10	03/13/12	11,021.80	12,782.00	-1,760.20
DICKS SPORTING GOODS INC CUSIP 253393102	180.00000	29.5200	10/15/10	04/25/12	8,916.71	5,314.39	3,602.32
DISCOVERY COMMUNICATIONS INC A CUSIP 25470F104	170.00000	43.0500	10/15/10	04/25/12	8,796.42	7,318.50	1,477.92
DISNEY WALT COMPANY CUSIP 254687106	250.00000	34.8400	10/15/10	04/25/12	10,621.01	8,710.00	1,911.01
E M C CORP MASS CUSIP 268648102	380.00000	23.1500	12/27/10	04/25/12	10,626.19	8,797.76	1,828.43
ENERGY TRANSFER EQUITY LP CUSIP 29273V100							
	90.00000	43.8000 45.0500	04/25/11	07/31/12	3,862.60	3,942.00p 4,054.50	-79.40
	75.00000	43.1962 44.4400	06/29/11	07/31/12	3,218.84	3,239.72p 3,333.48	-20.88
Subtotal	**165.00000**				**7,081.44**	**7,181.72** **7,387.98**	**-100.28**
ENERGY TRANSFER PARTNERS LP CUSIP 29273R109							
	331.00000	47.4046 49.1900	07/12/10	06/04/12	13,901.69	15,690.95p 16,282.59	-1,789.26
	75.00000	51.9725 53.7600	04/25/11	06/04/12	3,149.92	3,897.94p 4,032.00	-748.02
Subtotal	**406.00000**				**17,051.61**	**19,588.89** **20,314.59**	**-2,537.28**

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ENTERPRISE PRODUCTS PARTNERS CUSIP 293792107							
	339.00000	31.9008 33.1500	07/12/10	06/04/12	15,813.99	10,814.38p 11,237.28	4,999.61
	95.00000	42.3525 43.6000	04/25/11	06/04/12	4,432.60	4,023.49p 4,142.00	409.11
	256.00000	35.5260 36.7700	07/12/10	06/04/12	11,942.14	9,094.66p 9,414.02	2,847.48
	300.00000	35.5260 36.7700	07/12/10	06/04/12	14,006.69	10,657.81p 11,032.06	3,348.88
	288.00000	35.5260 36.7700	07/12/10	06/04/12	13,443.54	10,231.49p 10,590.77	3,212.05
	37.00000	35.5259 36.7700	07/12/10	06/04/12	1,726.38	1,314.46p 1,360.61	411.92
Subtotal	**1,315.00000**				**61,365.34**	**46,136.29** **47,776.74**	**15,229.05**
FEDEX CORPORATION CUSIP 31428X106	60.00000	89.6700	10/15/10	03/13/12	5,543.90	5,380.20	163.70
FLOWSERVE CORP CUSIP 34354P105	40.00000	107.1700	11/15/10	03/13/12	4,641.51	4,286.68	354.83
GEN-PROBE INC CUSIP 36866T103	110.00000	47.7900	10/15/10	03/13/12	7,219.50	5,257.00	1,962.50
GOOGLE INC CL A CUSIP 38259P508	30.00000	599.2900	10/15/10	03/13/12	18,340.17	17,978.70	361.47
HEINZ H J CO COMMON CUSIP 423074103	110.00000	49.0800	10/15/10	03/13/12	5,835.96	5,398.80	437.16
HESS CORPORATION CUSIP 42809H107	170.00000	63.6400	10/15/10	03/13/12	10,638.40	10,818.80	-180.40

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT CUSIP 494550106	342.00000	66.3723 67.5300	07/12/10	04/25/12	28,727.35	22,699.36p 23,096.08	6,027.99
KKR FINANCIAL HOLDINGS LLC CUSIP 48248A306	2,000.00000	9.4370 9.8800	03/02/11	05/04/12	17,639.60	18,874.00p 19,754.00	-1,234.40
KRAFT FOODS INC CL A CUSIP 50075N104	50.00000	31.6300	10/15/10	04/25/12	1,937.70	1,581.50	356.20
KROGER COMPANY COMMON CUSIP 501044101	130.00000	22.1900	10/15/10	03/13/12	3,145.29	2,884.70	260.59
MAGELLAN MIDSTREAM PRTNS CUSIP 559080106	500.00000	47.1850 48.8400	07/13/10	05/18/12	34,039.24	23,592.50p 24,420.00	10,446.74
	70.00000	59.4050 61.0600	04/25/11	05/18/12	4,765.49	4,158.35p 4,274.20	607.14
Subtotal	**570.00000**				**38,804.73**	**27,750.85** **28,694.20**	**11,053.88**
MONSANTO CO NEW CUSIP 61166W101	150.00000	55.1200	10/15/10	03/13/12	11,852.41	8,268.00	3,584.41
NORFOLK SOUTHERN CORP CUSIP 655844108	50.00000	61.6200	10/15/10	03/13/12	3,320.94	3,081.00	239.94
NUSTAR GP HOLDINGS LLC CUSIP 67059L102	265.00000	31.0373 31.5500	07/12/10	05/02/12	8,898.50	8,224.90p 8,360.05	673.60
ONEOK PARTNERS L P CUSIP 68268N103	580.00000	33.9507 69.1200	07/16/10	03/13/12	33,152.20	19,691.41p 20,045.21	13,460.79

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
OWENS ILLINOIS INC NEW CUSIP 690768403	80.00000	27.7900	10/15/10	03/13/12	1,934.69	2,223.20	-288.51
PALL CORP CUSIP 696429307	40.00000	43.6400	10/15/10	03/13/12	2,361.21	1,745.60	615.61
PLAINS ALL AMERICAN PIPELINE LP CUSIP 726503105	65.00000	62.7701 64.8400	04/25/11	05/08/12	5,131.63	4,080.06p 4,214.60	1,051.57
QUANTA SVCS INC CUSIP 74762E102	360.00000	20.0900	10/15/10	03/13/12	7,809.77	7,232.40	577.37
SCHWAB CHARLES CORP NEW CUSIP 808513105	210.00000	14.3900	10/15/10	04/25/12	2,905.07	3,021.44	-116.37
SUNOCO LOGISTICS PARTNER SHIP LP CUSIP 86764L108	255.00000	25.2133 76.9000	07/16/10	03/01/12	10,097.67	6,429.41p 6,536.51	3,668.26
	200.00000	25.2133 76.9000	07/16/10	03/01/12	7,921.88	5,042.67p 5,126.67	2,879.21
	145.00000	25.2132 76.9000	07/16/10	03/01/12	5,741.91	3,655.92p 3,716.82	2,085.99
Subtotal	**600.00000**				**23,761.46**	**15,128.00** **15,380.00**	**8,633.46**
TERRA NITROGEN CO LP COM UNIT CUSIP 881005201	200.00000	113.3950 117.9300	03/02/11	05/08/12	46,198.97	22,679.00p 23,585.00	23,519.97
	125.00000	109.3950 117.9300	03/02/11	06/18/12	23,124.48	13,674.38p 14,740.63	9,450.10
	100.00000	105.1850 117.9300	03/02/11	08/22/12	21,578.52	10,518.50p 11,792.50	11,060.02

2012 SUMMARY AMENDMENT

Account Number: 4540-8872
BACON FAMILY FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	**425.00000**				**90,901.97**	**46,871.88** **50,118.13**	**44,030.09**
TIME WARNER INC NEW CUSIP 887317303							
	110.00000	31.0100	10/27/10	03/13/12	4,005.50	3,411.03	594.47
	270.00000	31.5500	10/15/10	03/13/12	9,831.65	8,518.50	1,313.15
Subtotal	**380.00000**				**13,837.15**	**11,929.53**	**1,907.62**
VISA INC CLASS A CUSIP 92826C839	60.00000	77.8300	10/15/10	02/21/12	6,906.41	4,669.80	2,236.61
WASHINGTON POST CO CL B CUSIP 939640108	10.00000	380.8200	10/15/10	03/13/12	3,958.93	3,808.20	150.73
WEATHRFORD INTERNATIONAL LTD REG CUSIP H27013103	430.00000	18.4300	10/15/10	03/01/12	7,079.30	7,924.90	-845.60
WESTPAC BANKING LTD SPONSORED ADR CUSIP 961214301							
	35.00000	117.5000	06/29/11	08/14/12	4,361.79	4,112.50	249.29
	30.00000	136.6200	04/25/11	08/14/12	3,738.66	4,098.60	-359.94
Subtotal	**65.00000**				**8,100.45**	**8,211.10**	**-110.65**
WHITING USA TRUST I CUSIP 966389108							
	700.00000	22.4430 22.4400	01/20/11	03/01/12	11,604.04	15,710.10p 15,710.10	-4,106.06
	300.00000	22.4430 22.4400	01/20/11	03/01/12	4,961.94	6,732.90p 6,732.90	-1,770.96
Subtotal	**1,000.00000**				**16,565.98**	**22,443.00** **22,443.00**	**-5,877.02**
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					**$625,700.49**	**$602,611.94** **$611,526.16**	**$23,088.55**

p Cost may be inaccurate due to adjustments reported by the partnerships to you on schedule K-1

THE JOHN AND DEBRA BACON FAMILY FOUNDATION 74-3070936

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
HOPELINK P.O. BOX 3577 REDMOND, WA 98073	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	25,717.
HABITAT FOR HUMANITY 560 NACHES AVENUE SW, #110 RENTON, WA 98057	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	1,000.
MUSCULAR DYSTROPHY ASSOCIATION 14432 SE EASTGATE WAY BELLEVUE, WA 98004	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	500.
RELAY FOR LIFE PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	200.
MEDINA PTA PO BOX 247 MEDINA, WA 98039	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	11,928.
NORTHWEST AIDS WALK 1002 EAST SENECA SEATTLE, WA 98122	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	200.
SOLID GROUND 1501 N 45TH STREET SEATTLE, WA 98103	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	790.
STEVENSON ELEMENTARY SCHOOL 12111 NE 1ST STREET BELLEVUE, WA 98005	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	13,902.
UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 98104	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	300,000.
UNIVERSITY OF WASHINGTON FOUNDATION 4333 BROOKLYN AVENUE NE, #555 SEATTLE, WA 98195	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	6,660.
Total from continuation sheets				364,697.

THE JOHN AND DEBRA BACON FAMILY FOUNDATION 74-3070936

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
UPON THIS ROCK MINISTRY 1500 SO 336TH, #1-3 FEDERAL WAY, WA 98003	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	300.
CAMP KOREY 28901 NE CARNATION FARM ROAD CARNATION, WA 98014	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	3,000.
OUR LADY OF GUADALUPE SCHOOL 3401 SW MYRTLE STREET SEATTLE, WA 98126	NONE	501(C)(3) EXEMPT ORG.	FUNDING OF GENERAL CHARITABLE OPERATIONS	500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #04589	1,050.	0.	1,050.
GOLDMAN SACHS #07303	776.	0.	776.
INCOME FROM MASTER LIMITED PARTNERSHIPS	2,184.	0.	2,184.
MERRILL LYNCH	3,235.	0.	3,235.
WELLS FARGO	96,256.	5,026.	91,230.
TOTAL TO FM 990-PF, PART I, LN 4	103,501.	5,026.	98,475.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED INCOME ON INVESTMENTS	285,479.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	285,479.	0.	0.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	484.	484.	0.	0.
TO FM 990-PF, PG 1, LN 16A	484.	484.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,905.	1,905.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,905.	1,905.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	21,203.	21,203.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	21,203.	21,203.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,052.	1,052.	0.	0.
EXCISE TAX	2,509.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,561.	1,052.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES	35.	35.	0.	0.
ADMINISTRATIVE EXPENSE	4,155.	4,155.	0.	0.
LOSS FROM MASTER LIMITED PARTNERSHIPS	27,272.	27,272.	0.	0.
TO FORM 990-PF, PG 1, LN 23	31,462.	31,462.	0.	0.

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FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4,000 - BANK OF AMERICA CORP	0.	0.
GOLDMAN SACHS - PIMCO TOTAL RETURN A MUTUAL FUND	0.	0.
GOLDMAN SACHS - MLP'S	0.	0.
GOLDMAN SACHS - US MANAGED EQUITY FUND	0.	0.
AMERICAN CAPITAL AGENCY	0.	0.
CONOCOPHILLIPS	0.	0.
SEADRILL LTD	0.	0.
WHITING USA TRUST	0.	0.
ANNALY CAPITAL MANAGEMENT INC	0.	0.
REDWOOD TRUST INC	0.	0.
GOLDMAN SACHS - NON-US STOCKS	0.	0.
MERRILL LYNCH - US MANAGED EQUITY FUND	0.	0.
MERRILL LYNCH - NON-US MANAGED EQUITY FUND	0.	0.
WELLS FARGO - US MANAGED EQUITY FUND	1,254,558.	1,254,558.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,254,558.	1,254,558.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - US MANAGED MUTUAL FUNDS	COST	882,252.	882,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		882,252.	882,252.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
JOHN & DEBRA BACON	P.O. BOX 848 MEDINA, WA 98039

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN E. BACON P.O. BOX 848 MEDINA, WA 98039	PRESIDENT 2.00	0.	0.	0.
DEBRA BACON P.O. BOX 848 MEDINA, WA 98039	VICE PRESIDENT 1.00	0.	0.	0.
MICHAEL V. GRIFFITH P.O. BOX 848 MEDINA, WA 98039	SECRETARY/TREASURER 0.50	0.	0.	0.
JOHN D. BACON P.O. BOX 848 MEDINA, WA 98039	DIRECTOR 0.00	0.	0.	0.
JOSEPH A. BACON P.O. BOX 848 MEDINA, WA 98039	DIRECTOR 0.00	0.	0.	0.
ANTHONY R. BACON P.O. BOX 848 MEDINA, WA 98039	DIRECTOR 0.00	0.	0.	0.
ALISSA B. BACON P.O. BOX 848 MEDINA, WA 98039	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

JOHN E. BACON
DEBRA BACON