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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012**, or tax year beginning **3/01**, 2012, and ending **2/28**, 2013

BGM FOUNDATION
PO BOX 895
VESTAL, NY 13851-0895

A Employer identification number
161255123

B Telephone number (see the instructions)
(607) 763-8770

C If exemption application is pending, check here

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

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **1,114,928.**

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

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)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	28,351.	28,351.	28,351.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	62,167.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 21)				
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/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	11.			
12	Total. Add lines 1 through 11	90,529.	28,351.	28,351.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) See St 2	7,605.	7,605.	7,605.	7,605.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	424.	424.	424.	424.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	250.	250.	250.	250.
24	Total operating and administrative expenses. Add lines 13 through 23	8,279.	8,279.	8,279.	8,279.
25	Contributions, gifts, grants paid Part XV	46,600.			46,600.
26	Total expenses and disbursements. Add lines 24 and 25	54,879.	8,279.	8,279.	54,879.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	35,650.			
b	Net investment income (if negative, enter 0)		20,072.		
c	Adjusted net income (if negative, enter 0)			20,072.	

REVENUE SCANNED AUG 06 2013 ADMINISTRATIVE EXPENSES

JUL 22 2013
OGDEN, UT

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash -- non-interest-bearing			
	2	Savings and temporary cash investments	4,605.	32,906.	32,906.
	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 sch.)			
		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 (attach schedule)	134,499.	135,670.	136,428.
	b	Investments -- corporate stock (attach schedule)	708,938.	704,588.	822,149.
	c	Investments -- corporate bonds (attach schedule)	105,346.	115,874.	123,445.
	11	Investments -- land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments -- mortgage loans				
13	Investments -- other (attach schedule)				
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)	953,388.	989,038.	1,114,928.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	953,388.	989,038.	
30	Total net assets or fund balances (see instructions)	953,388.	989,038.		
31	Total liabilities and net assets/fund balances (see instructions)	953,388.	989,038.		

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	953,388.
2	Enter amount from Part I, line 27a	2	35,650.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	989,038.
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	989,038.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	
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 (column (b) divided by column (c))
2011	50,475.	1,088,206.	0.046384
2010	46,906.	961,393.	0.048790
2009	32,773.	883,489.	0.037095
2008	50,215.	967,863.	0.051882
2007	56,842.	1,155,157.	0.049207

2 Total of line 1, column (d)	0.233358	2
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	0.046672	3
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	1,041,932.	4
5 Multiply line 4 by line 3	48,629.	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	201.	6
7 Add lines 5 and 6	48,830.	7
8 Enter qualifying distributions from Part XII, line 4	54,879.	8

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	201.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	201.
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	201.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	201.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <u>BINGHAMTON GIANT MARKET, INC.</u> Telephone no. ▶ <u>(607) 763-8770</u> Located at ▶ <u>2548 VESTAL PARKWAY EAST VESTAL NY</u> ZIP + 4 ▶ <u>13851-0895</u>		
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 ▶ <input type="checkbox"/> N/A		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	Yes	No
			X

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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?

5 b N/A

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).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6 b X

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

7 b N/A

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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
FERRIS AKEL 221 RIVERSIDE DR BINGHAMTON, NY 13905	TRUSTEE 0	0.	0.	0.
GEORGE AKEL 2165 EAST HAMTON ROAD BINGHAMTON, NY 13903	TRUSTEE 0	0.	0.	0.
RONALD AKEL 283 RIVERSIDE DR BINGHAMTON, NY 13905	TRUSTEE 0	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
None				

Total number of other employees paid over \$50,000

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	1,032,266.
b	Average of monthly cash balances	1 b	25,533.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,057,799.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,057,799.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	15,867.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,041,932.
6	Minimum investment return. Enter 5% of line 5	6	52,097.

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	52,097.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	201.
b	Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,896.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,896.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,896.

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	1 a	54,879.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,879.
5	<i>Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.</i> Enter 1% of Part I, line 27b (see instructions)	5	201.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	54,678.

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				51,896.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,140.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 54,879.				
a Applied to 2011, but not more than line 2a			1,140.	
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				51,896.
e Remaining amount distributed out of corpus	1,843.			
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	1,843.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,843.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	1,843.			

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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.

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 5				
Total				▶ 3a 46,600.
b Approved for future payment				
Total				▶ 3b

Client BGMF01

BGM FOUNDATION

161255123

4/19/13

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 11.		
Total	\$ 11.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERATED CLOVER INVESTMENT ADVISORS	\$ 7,605.	\$ 7,605.	\$ 7,605.	\$ 7,605.
Total	\$ 7,605.	\$ 7,605.	\$ 7,605.	\$ 7,605.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN	\$ 7.	\$ 7.	\$ 7.	\$ 7.
US TREASURY	417.	417.	417.	417.
Total	\$ 424.	\$ 424.	\$ 424.	\$ 424.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS DEPARTMENT OF LAW	\$ 250.	\$ 250.	\$ 250.	\$ 250.
Total	\$ 250.	\$ 250.	\$ 250.	\$ 250.

Client BGMF01

BGM FOUNDATION

161255123

4/19/13

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Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found-ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AMERICAN CANCER SOCIETY 13 BEACH STREET JOHNSON CITY, NY 13790			SUPPORT	\$ 1,000.
LOURDES HOSPITAL FOUNDATION 169 RIVERSIDE DRIVE BINGHAMTON, NY 13905			HOSPITAL MISSION 2012 CAMPAIGN	20,000.
UNITED WAY OF BROOME COUNTY, INC. PO BOX 550 BINGHAMTON, NY 13902			ANNUAL CAMPAIGN	3,000.
DON HENGEL MEMORIAL SPORTS CLASSIC 70 SEMINARY AVENUE BINGHAMTON, NY 13905			CATHOLIC EDUCATION	3,000.
HAVEN AFTER SCHOOL PROGRAM 44 MAIN STREET BINGHAMTON, NY 13905			SUPPORT	1,000.
THE DANIELLE HOUSE, INC. 160 RIVERSIDE DRIVE BINGHAMTON, NY 13905			SUPPORT	1,000.
ACHIEVE 125 CUTLER POND ROAD BINGHAMTON, NY 13905			CAPITAL CAMPAIGN	2,000.
A.V.R.E. 174 COURT STREET BINGHAMTON, NY 13901			CAPITAL CAMPAIGN	5,000.
BADEN POWELL COUNCIL / BOY SCOUTS 2150 STATE ROUTE 12 BINGHAMTON, NY 13901			SUPPORT	1,000.
BOYS & GIRLS CLUBS OF BINGHAMTON 90 CLINTON STREET BINGHAMTON, NY 13905			SUPPORT	600.
BROOME COUNTY ARTS COUNCIL 81 STATE STREET BINGHAMTON, NY 13901			SUPPORT	4,000.
CATHOLIC EDUCATION FOUNDATION 70 SEMINARY AVENUE BINGHAMTON , NY 13905			SUPPORT	3,000.

Client BGMF01

BGM FOUNDATION

161255123

4/19/13

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Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
GOODWILL THEATRE INC 67 BROAD STREET JOHNSON CITY, NY 13790			SUPPORT	\$ 1,000.
UHS FOUNDATION 10-42 MITCHELL AVENUE BINGHAMTON, NY 13903			SUPPORT	1,000.
			Total	\$ <u>46,600.</u>

BGM FOUNDATION
 FYE 02/28/2013
 SECURITIES SCHEDULE
 EID# 16-1255123

DATE BOUGHT	NAME OF SECURITY	BEG INV QTY HELD	BEG INV COST	BUY OR SPLIT QTY	BUY AMOUNT	RETURN OF PRINCIPAL	DATE SOLD	QTY SOLD	SALES AMOUNT	(LESS) BASIS	BASIS ADJ	GAIN (LOSS)	END INV QTY	END INV COST	END INV VALUE
08/20/03	MB GNMA PL# 781276X DUE 4/15/31 DTD 4/1/01	25,000	1,930.70			(344.45)							25,000	1,586.25	670.58
01/20/04	MB GNMA PL# 781029X DUE 5/15/38 DTD 5/1/09	75,000	2,729.72			(349.05)							75,000	2,380.67	1,620.35
06/15/05	MB FNMA PL# 683387 DUE 2/1/13 DTD 2/1/03	15,000	1,899.37			(603.64)							15,000	1,295.73	1,220.97
11/22/05	MB FLMC PL# C30925 DUE 10/1/25 DTD 10/1/15	20,000	4,893.62			(1,694.27)							20,000	3,199.35	3,515.94
01/31/06	MB FLMC PL# G01960 DUE 12/01/35 DTD 11/1/15	20,000	6,413.04			(2,819.10)							20,000	3,593.94	4,218.08
07/18/06	MB FLMC PL# G12221 DUE 6/1/21 DTD 6/1/06	15,000	2,765.97			(984.64)							15,000	1,781.33	2,145.91
10/17/06	MB FNMA PL# 745730 DUE 3/1/35 DTD 7/1/06	15,000	4,599.74			(1,304.32)							15,000	3,295.42	3,322.18
04/24/07	MB FNMA PL# 745079 DUE 11/01/20 DTD 11/01/20	25,000	6,365.02			(1,933.13)							25,000	4,431.89	5,015.32
05/21/08	MB FNMA PL# 888284 DUE 4/1/37 DTD 3/1/07	10,000	2,925.24			(1,258.93)							10,000	1,666.31	1,676.86
07/31/08	MB FNMA PL# 890042 DUE 7/1/22 DTD 6/1/08	10,000	2,774.42			(903.65)							10,000	1,870.77	1,930.86
01/31/12	MB FNMA PL# 745275 DUE 2/1/36 DTD 1/1/06	35,000	12,988.15			(4,743.78)							35,000	8,244.37	7,838.45
		280,000	54,293.43			(18,655.66)							280,000	35,637.77	35,926.10
04/10/08	CB ASSOCIATES CORP DUE 11/1/18 DTD 10/30/98	10,000	10,941.76				09/18/12	3,000	3,540.36	(3,282.53)		257.83	7,000	7,659.23	8,570.10
07/14/08	CB DOMINION RESOURCES DUE 5/15/38 DTD 6/17/08	5,000	5,177.85										5,000	5,177.85	6,992.00
01/26/09	CB KINDER MORGAN ENERGY DUE 2/1/19 DTD 12/19/08	5,000	5,483.75										5,000	5,483.75	6,708.05
02/02/09	CB MERRILL LYNCH & CO DUE 2/5/13 DTD 2/5/08	5,000	4,979.28				01/29/13	5,000	5,135.87	(4,979.28)		156.59	5,000	5,116.78	5,900.20
06/05/09	CB METLife INC DUE 6/1/16 DTD 2/29/09	5,000	5,116.78				06/29/12	10,000	10,808.39	(10,976.48)		(168.09)	5,000	5,116.78	5,900.20
06/19/09	CB AT&T CORP DUE 11/15/13 DTD 11/17/08	10,000	10,976.48				12/03/12	5,000	6,877.91	(5,332.80)		1,545.11	5,000	5,644.68	6,459.89
07/09/09	CB AMER. EXPRESS CO DUE 5/20/09 DTD 5/18/09	5,000	5,332.80				10/09/12	5,000	6,431.55	(5,567.59)		863.96	5,000	5,567.59	6,431.55
10/21/09	CB VERIZON COMM DUE 4/1/19 DTD 3/27/09	5,000	5,567.59				09/05/12	3,000	4,263.06	(3,748.88)		514.18	2,000	4,263.06	4,263.06
04/26/10	CB ALTRIA GROUP DUE 8/6/19 DTD 2/6/09	3,000	3,748.88				01/17/13	2,000	2,847.36	(2,499.25)		348.11	1,000	2,847.36	3,481.11
06/14/10	CB COMCAST CORP DUE 11/15/17 DTD 8/23/07	5,000	5,634.08				08/13/12	5,000	5,172.39	(4,946.85)		225.54	5,000	5,634.08	6,096.05
11/18/10	CB JPMORGAN DUE 11/5/18 DTD 11/18/10	5,000	4,946.85										5,000	4,946.85	5,172.39
02/07/11	CB GOLDMAN SACHS GROUP INC DUE 2/7/16 DTD 2/7/11	5,000	4,990.25										5,000	4,990.25	5,316.20
03/07/11	CB STATE STREET CORP DUE 3/7/17 DTD 3/7/11	5,000	4,982.75				03/29/12	5,000	5,503.97	(4,982.75)		521.22	5,000	5,503.97	6,025.19
03/16/11	CB CISCO SYSTEMS INC DUE 3/14/17 DTD 3/16/11	5,000	4,988.35				07/18/12	5,000	5,543.04	(4,988.35)		554.69	5,000	5,543.04	6,101.73
09/15/11	CB TOYOTA MOTOR CREDIT DUE 9/15/16 DTD 9/15/11	5,000	4,974.05				07/11/12	5,000	5,192.06	(4,974.05)		218.01	5,000	5,192.06	5,192.06
02/13/12	CB AT&T INC DUE 2/15/17 DTD 2/13/12	5,000	4,984.00				05/23/12	5,000	5,048.18	(4,984.00)		64.18	5,000	5,048.18	5,048.18
02/17/12	CB TOYOTA MOTOR CREDIT DUE 2/17/15 DTD 2/17/12	5,000	4,982.50				05/22/12	5,000	5,020.58	(4,982.50)		38.08	5,000	5,020.58	5,020.58
02/28/12	CB GOLDMAN SACHS GROUP INC DUE 2/14/14 DTD 1/28/11	5,000	5,018.49				10/15/12	5,000	5,116.19	(4,996.50)		119.69	5,000	5,116.19	5,116.19
03/21/12	CB JPMORGAN DUE 3/20/15 DTD 3/21/12	5,000	5,018.49										5,000	5,018.49	6,065.80
03/22/12	CB MORGAN STANLEY DUE 3/22/17 DTD 3/22/12	5,000	4,992.20										5,000	4,992.20	5,198.70
05/08/12	CB GLAXO SMITHKLINE CAP DUE 5/18/17 DTD 5/8/12	5,000	4,991.00				07/30/12	5,000	5,105.94	(4,982.05)		123.89	5,000	4,991.00	5,523.35
05/22/12	CB TOYOTA MOTOR CREDIT DUE 5/22/17 DTD 5/22/12	5,000	4,982.05				10/16/12	5,000	5,166.13	(4,981.70)		184.43	5,000	5,166.13	5,166.13
06/21/12	CB WELLS FARGO & CO DUE 7/1/15 DTD 6/27/12	10,000	9,980.40				10/10/12	5,000	5,085.55	(4,985.60)		99.95	5,000	5,085.55	5,085.55
07/13/12	CB ANHEUSER-BUSCH DUE 7/15/17 DTD 7/13/12	5,000	4,985.60				12/06/12	2,000	2,023.00	(1,994.34)		28.66	3,000	2,023.00	2,023.00
07/31/12	CB NORTHERN TRUST CORP DUE 8/22/22 DTD 8/21/12	2,000	1,994.34				09/24/12	5,000	5,018.23	(4,971.25)		46.98	5,000	5,018.23	5,018.23
08/14/12	CB SHELL INTL FIN DUE 8/21/17 DTD 8/14/12	5,000	4,971.25										5,000	4,971.25	4,971.25
08/17/12	CB TINTO FIN DUE 8/21/17 DTD 8/17/12	4,000	3,978.08										4,000	3,978.08	4,033.24
08/17/12	CB BURLINGTON NORTH DUE 9/12/22 DTD 8/23/12	3,000	2,887.40										3,000	2,887.40	3,061.23
09/05/12	CB EGG RESOURCES INC DUE 3/15/23 DTD 9/10/12	4,000	3,975.24				10/15/12	4,000	4,112.88	(3,975.24)		137.64	4,000	4,112.88	4,112.88
09/11/12	CB WALGREEN CO DUE 3/13/15 DTD 9/13/12	3,000	2,993.61				10/24/12	4,000	4,028.98	(3,995.08)		33.90	3,000	2,993.61	2,993.61
09/19/12	CB TOTAL CAPITAL INTL SA DUE 1/25/23 DTD 9/25/12	3,000	2,993.61				12/06/12	5,000	5,045.06	(4,997.10)		47.96	6,000	5,997.00	6,018.54
10/03/12	CB TOYOTA MOTOR CREDIT DUE 10/5/17 DTD 10/5/12	6,000	5,997.00										6,000	5,997.00	6,018.54
10/05/12	CB BANK OF AMERICA DUE 10/6/15 DTD 10/05/12	5,000	4,997.95				01/07/13	5,000	5,024.75	(4,991.35)		33.40	5,000	4,997.95	5,016.95
10/16/12	CB JPMORGAN CHASE & CO DUE 10/15/15 DTD 10/16/12	5,000	4,991.35										5,000	4,991.35	4,854.05
10/18/12	CB ORACLE CORP DUE 10/15/17 DTD 10/23/12	5,000	4,973.45										5,000	4,973.45	4,854.05
11/30/12	CB APACHE CORP DUE 11/5/23 DTD 12/3/12	5,000	4,949.50										5,000	4,949.50	4,866.65
12/03/12	CB SHELL INTL FIN DUE 10/6/23 DTD 12/6/12	3,000	2,996.82										3,000	2,996.82	2,996.82
12/05/12	CB INTEL CORP DUE 12/15/17 DTD 12/11/12	5,000	4,999.75				02/11/13	3,000	3,008.47	(2,996.82)		11.65	2,000	2,996.82	2,996.82
12/07/12	CB AT&T INC DUE 12/1/17 DTD 12/11/12	5,000	4,999.75				01/07/13	5,000	5,024.75	(4,991.35)		33.40	5,000	4,999.75	4,988.10
12/12/12	CB BANK OF NOVA SCOTIA DUE 12/18/17 DTD 12/12/12	5,000	4,994.45										5,000	4,994.45	4,988.10
12/19/12	CB WELLS FARGO & CO DUE 11/6/18 DTD 12/26/12	5,000	4,991.00				01/07/13	5,000	4,982.05	(4,984.45)		(2.40)	5,000	4,982.05	4,982.05
01/08/13	CB TOYOTA MOTOR CREDIT DUE 11/10/18 DTD 11/07/13	5,000	4,992.05				02/27/13	5,000	5,027.02	(4,991.00)		36.02	5,000	4,992.05	4,992.05
01/08/13	CB TOYOTA MOTOR CREDIT DUE 11/10/18 DTD 11/07/13	5,000	4,992.05				02/07/13	5,000	5,015.81	(4,992.05)		23.76	5,000	5,015.81	5,015.81
01/08/13	CB ROYAL BANK OF CANADA DUE 11/16/18 DTD 11/4/13	7,000	6,991.25				02/28/13	5,000	5,038.15	(4,992.05)		46.10	2,000	4,991.25	4,991.25
01/11/13	CB TOTAL CAPITAL CANADA DUE 11/15/18 DTD 11/11/13	4,000	3,896.16				02/27/13	7,000	7,067.78	(6,991.25)		76.53	4,000	3,896.16	4,037.24
01/18/13	CB JP MORGAN CHASE DUE 1/25/23 DTD 1/25/13	2,999.76	2,999.76										2,999.76	2,999.76	2,999.76
01/20/13	CB BERKSHIRE HATHAWAY DUE 2/6/18 DTD 2/11/13	3,000	2,999.83										3,000	2,999.83	3,039.81
02/12/13	CB VODAFONE GROUP DUE 2/19/18 DTD 2/19/13	6,000	5,872.40										6,000	5,872.40	5,990.88
02/28/13	CB COCA-COLA CO DUE 4/1/18 DTD 3/5/13	5,000	4,889.20										5,000	4,889.20	4,889.20
		100,000	105,345.74						147,260.72	(141,093.14)		6,167.58	114,000	115,874.12	123,445.14
07/13/09	GB FED FARM CREDIT BANK DUE 7/7/14	5,000	5,057.62				08/16/12	5,000	5,273.26	(5,057.62)		215.64	5,000	5,273.26	5,273.26
07/18/11	GB US TREAS DTD 8/15/02 DUE 8/15/23	5,000	6,608.65				03/02/12	5,000	7,075.46	(6,608.65)		466.81	5,000	7,075.46	7,075.46
07/18/11	GB US TREAS DTD 11/15/02 DUE 11/15/12	5,000	5,283.22				11/13/12	5,000	5,174.81	(5,283.22)		(108.41)	5,000	5,174.81	5,174.81

BGM FOUNDATION
 FYE 02/28/2013
 SECURITIES SCHEDULE
 EID# 16-1255123

DATE BOUGHT	NAME OF SECURITY	BEG INV QTY HELD	BEG INV COST	BUY OR SPLIT QTY	BUY AMOUNT	RETURN OF PRINCIPAL	DATE SOLD	QTY SOLD	SALES AMOUNT	(LESS) BASIS	BASIS ADJ	GAIN (LOSS)	END INV QTY	END INV COST	END INV VALUE
12/19/11	GB US TREAS SER E-2012 DTD 11/15/02 DUE 11/15/12	5,000	5,193.58	5,000	5,193.58	-	06/25/12	5,000	5,097.05	(5,193.58)	-	(86.53)	-	-	-
12/19/11	GB US TREAS SER E-2012 DTD 11/15/02 DUE 11/15/12	5,000	5,193.59	5,000	5,193.59	-	11/13/12	5,000	5,174.80	(5,193.59)	-	(18.79)	-	-	-
03/29/12	GB US TREAS SER C-2018 DTD 5/15/08 DUE 5/15/18	10,000	11,688.93	5,000	5,299.91	-	12/14/12	5,000	5,207.93	(5,299.91)	-	(91.98)	10,000	11,688.93	11,562.50
05/21/12	GB US TREAS NOTE DTD 2/17/07 DUE 2/15/17	5,000	5,972.13	5,000	5,972.13	-	-	-	-	-	-	-	5,000	5,972.13	5,796.90
08/29/12	GB US TREAS NOTE DTD 2/15/07 DUE 2/15/17	10,000	11,961.38	10,000	11,961.38	-	-	-	-	-	-	-	10,000	11,961.38	11,593.80
02/19/11	GB US TREAS SER D-2013 DTD 8/15/03 DUE 8/15/13	10,000	11,788.26	10,000	11,788.26	-	02/12/13	5,000	5,634.95	(11,788.26)	-	(105.89)	5,000	5,634.95	5,632.80
10/10/12	GB US TREAS NOTE DTD 2/15/09 DUE 2/15/19	5,000	5,904.93	5,000	5,904.93	-	-	-	-	-	-	-	5,000	5,904.93	5,796.90
10/15/12	GB US TREAS NOTE DTD 2/15/07 DUE 2/15/17	5,000	5,764.88	5,000	5,764.88	-	-	-	-	-	-	-	5,000	5,764.88	5,621.10
12/14/12	GB US TREAS NOTE DTD 5/15/11 DUE 5/15/21	5,000	7,304.91	5,000	7,304.91	-	-	-	-	-	-	-	5,000	7,304.91	7,075.80
02/27/13	GB US TREAS NOTE DTD 3/15/08 DUE 3/15/18	5,000	5,836.47	5,000	5,836.47	-	-	-	-	-	-	-	5,000	5,836.47	5,781.25
		35,000	39,025.59		71,314.55	-			38,638.26	(38,377.41)	-	260.85	60,000	71,962.73	70,454.85
11/09/09	MB CA GENERAL OBL BND DTD 4/28/09 DUE 4/1/39	5,000	5,205.15			-	01/07/13	5,000	5,293.03	(5,131.75)	-	161.28	5,000	5,205.15	7,271.30
01/22/10	MB ILLINOIS ST TAXABLE DTD 1/15/10 DUE 1/1/15	5,000	5,131.75			-					-			(0.00)	
		10,000	10,336.90			-			5,293.03	(5,131.75)	-	161.28	5,000	5,205.15	7,271.30
05/04/10	IB DIAGEO CAPITAL PLC DUE 1/15/14 DTD 10/21/08	5,000	5,943.35			-					-		5,000	5,943.35	5,290.50
10/13/10	IB RABOBANK DUE 10/13/15 DTD 10/13/10	5,000	4,987.75			-					-		5,000	4,987.75	5,161.55
11/23/11	IB STATOIL ASA	5,000	4,991.90			-	03/22/12	5,000	5,064.85	(4,991.90)	-	72.95	-	-	-
02/06/12	IB PETROBRAS INTL DUE 2/6/17 DTD 2/6/12	10,000	9,941.90			-	02/26/13	3,000	3,034.62	(2,986.92)	-	47.70	10,000	9,941.90	10,283.50
02/17/12	IB TOTAL CAPITAL INTL SA	5,000	4,978.20			-					-		2,000	1,991.28	2,040.00
		30,000	30,843.10			-			8,099.47	(7,978.82)	-	120.65	22,000	22,864.28	22,775.55
09/21/09	ETF BARCLAYS HIGH YIELD BD	75	2,853.37	250	20,380.90	-	07/12/12	75	2,948.18	(2,853.37)	-	94.81	-	-	-
12/20/12	S ACE LTD	1,400	17,955.42	590	7,293.46	-	02/11/13	860	9,422.54	(11,029.76)	-	(1,607.22)	250	20,380.90	21,347.50
05/30/12	S AES CORP	1,200	8,492.88	1,200	8,492.88	-	06/25/12	1,200	6,406.29	(8,492.88)	-	(2,086.59)	540	6,925.66	6,274.80
10/22/10	S ADVANCED MICRO DEVICES INC	335	10,525.20	335	10,525.20	-	-	-	-	-	-	-	590	7,293.46	6,855.80
04/19/11	S ALLSTATE CORP	265	7,029.97	450	14,099.00	-	-	-	-	-	-	-	335	10,525.20	15,416.70
11/18/11	S ALLSTATE CORP	265	7,029.97	350	13,808.83	-	-	-	-	-	-	-	265	7,029.97	12,195.30
03/09/12	S ALLSTATE CORP	200	16,244.86	350	13,808.83	-	-	-	-	-	-	-	450	14,099.00	20,709.00
02/11/13	S AMER INTL GP INC	185	4,975.80	225	8,573.45	-	-	-	-	-	-	-	350	13,808.83	13,303.50
02/28/13	S AMER INTL GP INC	120	4,037.99	225	8,573.45	-	-	-	-	-	-	-	225	8,573.45	8,552.25
02/06/12	S ANADARKO PETROLEUM CORP	500	14,462.65	650	14,363.44	-	05/30/12	650	10,788.71	(14,363.44)	-	(3,574.73)	200	16,244.86	15,916.00
07/18/06	S AT&T INC	300	14,517.39	385	15,067.94	-	03/29/12	300	13,179.33	(14,517.39)	-	(1,338.06)	200	12,693.20	15,380.00
10/17/06	S AT&T INC	25	1,586.65	385	15,067.94	-	03/06/12	25	1,871.46	(1,586.65)	-	284.81	80	5,600.52	6,152.00
04/25/12	S AVON PRODUCTS INC	200	12,693.20	325	18,045.20	-	07/02/12	1,700	8,081.10	(9,280.30)	-	(1,199.20)	200	12,693.20	15,380.00
09/12/12	S AXIALL CORP (GEORGIA GULF CORP)	200	12,693.20	65	3,680.11	-	02/20/13	175	9,165.12	(9,716.65)	-	(551.53)	80	5,600.52	6,152.00
02/04/11	S BARRICK GOLD CORP	85	10,111.14	85	5,071.37	-	07/02/12	175	9,165.12	(9,716.65)	-	(551.53)	475	10,111.14	10,801.25
11/17/10	S BOEING CO	475	10,111.14	325	18,045.20	-	02/20/13	175	9,165.12	(9,716.65)	-	(551.53)	150	8,328.55	7,654.50
11/17/10	S BOEING CO	25	1,586.65	65	3,680.11	-	-	-	-	-	-	-	65	3,680.11	3,316.95
01/19/11	S BOEING CO	80	5,600.52	85	5,071.37	-	07/02/12	450	11,490.45	(10,701.05)	-	789.40	85	5,071.37	4,337.55
12/10/10	S BROADRIDGE COMMUNICATION SYSTEMS INC	1,700	9,280.30	150	6,575.60	-	07/02/12	450	11,490.45	(10,701.05)	-	789.40	150	8,328.55	7,654.50
08/19/11	S BROADRIDGE FINANCIAL SOLUTIONS INC	475	10,111.14	85	5,071.37	-	04/27/12	750	14,435.97	(14,411.40)	-	24.57	85	5,071.37	4,337.55
04/10/12	S CAPITAL ONE FINL CORP	450	10,701.05	85	5,071.37	-	03/06/12	25	2,735.45	(1,908.04)	-	827.41	475	10,111.14	10,801.25
08/28/12	S CAPITAL ONE FINL CORP	450	10,701.05	85	5,071.37	-	04/30/12	55	5,706.25	(4,197.70)	-	1,508.55	65	3,680.11	3,316.95
12/18/12	S CAPITAL ONE FINL CORP	440	12,982.16	150	6,575.60	-	04/30/12	120	12,450.13	(11,984.64)	-	465.49	85	5,071.37	4,337.55
07/01/10	S CMS ENERGY CORP	585	9,005.08	150	6,575.60	-	07/05/12	585	13,683.15	(9,005.08)	-	4,678.07	440	12,982.16	18,466.80
08/16/11	S CMS ENERGY CORP	325	5,875.68	585	9,005.08	-	07/05/12	585	13,683.15	(9,005.08)	-	4,678.07	150	6,575.60	6,295.50
02/09/11	S CVS CAREMARK CORP	50	1,628.25	325	7,606.28	-	03/06/12	50	2,249.45	(1,628.25)	-	621.20	-	-	-
02/09/11	S CVS CAREMARK CORP	185	6,024.52	325	7,606.28	-	05/30/12	185	8,324.46	(6,024.52)	-	2,299.94	-	-	-
02/09/11	S CVS CAREMARK CORP	215	7,001.48	185	8,324.46	-	-	-	-	-	-	-	215	7,001.48	10,990.80
03/16/11	S CVS CAREMARK CORP	95	3,236.04	50	1,668.55	-	10/22/12	50	2,457.00	(1,668.55)	-	788.45	95	3,236.04	4,858.40
03/03/10	S E I DU PONT DE NEMOURS & CO	50	1,668.55	160	7,140.02	-	10/22/12	160	7,863.40	(7,140.02)	-	723.38	-	-	-
09/24/10	S E I DU PONT DE NEMOURS & CO	160	7,140.02	160	7,863.40	-	10/22/12	160	7,863.40	(7,140.02)	-	723.38	-	-	-
02/25/09	S EMC CORP	400	4,364.96	150	6,575.60	-	06/21/12	340	15,874.95	(14,989.82)	-	885.13	400	4,364.96	9,204.00
09/08/11	S EMERSON ELECTRIC CO	340	14,989.82	150	6,575.60	-	06/21/12	340	15,874.95	(14,989.82)	-	885.13	-	-	-
05/06/11	S ENERGEN CORP	225	1,418.25	340	14,989.82	-	04/27/12	225	10,501.23	(1,418.25)	-	(3,627.02)	-	-	-
01/19/10	S ENERGIZER HLDGS INC	25	1,609.08	25	1,888.71	-	03/06/12	25	1,888.71	(1,609.08)	-	279.63	-	-	-
01/19/10	S ENERGIZER HLDGS INC	75	4,827.23	75	5,738.25	-	09/19/12	75	5,738.25	(4,827.23)	-	911.02	-	-	-
05/26/10	S ENERGIZER HLDGS INC	65	3,682.86	65	3,682.86	-	09/19/12	65	4,973.73	(3,682.86)	-	1,290.87	-	-	-

BGM FOUNDATION
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DATE BOUGHT	NAME OF SECURITY	BEG INV QTY HELD	BEG INV COST	BUY OR SPLIT QTY	BUY AMOUNT	RETURN OF PRIN/CAP	DATE SOLD	QTY SOLD	SALES AMOUNT	(LESS) BASIS	BASIS ADJ	GAIN (LOSS)	END INV QTY	END INV COST	END INV VALUE
05/06/11	S ENERGY XXI LTD	325	11,088.87				02/11/13	325	10,500.75	(11,088.87)		(588.12)		(0.00)	
05/17/11	S ENERGY XXI LTD	125	4,093.10				02/11/13	125	4,038.75	(4,093.10)		(54.35)		1,922.81	1,932.12
12/27/11	S ENERGY XXI LTD	140	4,141.44				02/11/13	75	2,422.18	(2,218.63)		203.55		2,087.72	1,783.50
04/25/12	S ENERGY XXI LTD			60	2,087.72								65	1,922.81	1,932.12
06/25/12	S ENERGY XXI LTD			235	7,393.24								60	2,087.72	1,783.50
06/25/12	S ENSCO PLC			115	4,843.39								235	7,393.24	6,985.37
06/25/12	S ENSCO PLC			160	6,738.62										
07/05/12	S EXXON MOBIL CORP			250	21,428.23										
02/04/11	S FIFTH THIRD BANCORP	475	7,384.11				08/28/12	115	6,544.03	(4,843.39)		1,700.64			
04/05/11	S FIFTH THIRD BANCORP	325	4,518.44				10/17/12	475	7,139.25	(7,384.11)	(244.86)				
09/28/11	S FIRST ENERGY CORP	215	9,675.30				10/17/12	325	4,881.91	(4,518.44)	363.47				
06/03/11	S GILEAD SCIENCES INC	450	18,794.12				02/11/13	215	8,587.80	(9,675.30)	(1,087.50)				
10/25/12	S GLOBAL PAYMENT INC			350	15,066.59		04/10/12	450	21,208.52	(18,794.12)	2,414.40				
12/17/12	S GLOBAL PAYMENT INC			150	6,720.20								350	15,066.59	16,873.50
02/11/13	S HALLIBURTON CO	285	11,732.08										150	6,720.20	7,231.50
10/16/12	S HARTFORD FIN SERS GRP INC	960	21,169.34				09/26/12	160	8,570.15	(6,738.62)	1,831.53				
12/10/12	S HEALTH CARE REIT INC			160	7,319.46		04/27/12	160	8,754.41	(7,319.46)	1,434.95				
03/29/12	S INGERSOLL-RAND PUBLIC LTD CO	535	22,187.73										535	22,187.73	28,167.75
06/23/12	S INGERSOLL-RAND PUBLIC LTD CO	135	5,371.15										135	5,371.15	7,107.75
10/27/11	ETF ISHARES BARCLAYS MBS BOND FD	150	16,120.53										150	16,120.53	16,204.50
11/16/12	ETF ISHARES BARCLAYS MBS BOND FD			150	16,242.66								150	16,242.66	16,204.50
10/20/09	S JACK IN THE BOX INC	65	1,333.86				03/06/12	65	1,521.62	(1,333.86)	187.76				
10/20/09	S JACK IN THE BOX INC	425	8,721.43				02/25/13	425	13,397.14	(8,721.43)	4,675.71				
05/30/12	S JOHNSON & JOHNSON			385	24,276.02								385	24,276.02	29,302.35
06/22/12	S JOHNSON & JOHNSON	140	9,342.09										140	9,342.09	10,655.40
07/31/12	S JOHNSON & JOHNSON	75	5,212.97										75	5,212.97	5,708.25
12/27/07	S JP MORGAN CHASE & CO	70	3,055.32				05/17/12	70	2,502.50	(3,055.32)	(552.82)				
12/27/07	S JP MORGAN CHASE & CO	130	6,237.97				05/17/12	130	4,647.50	(6,237.97)	(1,590.47)				
10/03/08	S JP MORGAN CHASE & CO	15	696.58				05/17/12	15	537.25	(696.58)	(159.33)				
10/03/08	S JP MORGAN CHASE & CO	60	2,786.33										60	2,786.33	2,935.20
04/24/09	S JP MORGAN CHASE & CO	125	3,728.13				05/30/12	165	6,331.05	(4,911.32)	1,419.73				
03/09/12	S JP MORGAN CHASE & CO			150	5,932.89		05/30/12	225	8,634.31	(7,120.94)	1,513.37				
05/26/10	S KNIGHT CAPITAL GROUP INC	320	4,665.60				10/01/12		0.14		0.14				
02/04/11	S KNIGHT CAPITAL GROUP INC	235	3,321.68				04/23/12	320	4,131.00	(4,665.60)	(534.60)				
04/05/11	S KNIGHT CAPITAL GROUP INC	240	3,228.94				04/23/12	240	3,099.88	(3,321.68)	(287.68)				
08/29/10	S KRAFT FOODS INC	165	4,911.32				04/23/12	240	3,099.88	(3,228.94)	(129.06)				
01/19/11	S KRAFT FOODS INC	225	7,120.94				05/30/12	165	6,331.05	(4,911.32)	1,419.73				
07/02/12	S LIBERTY INTERACTIVE CO INTER A (LVNTA)	300	953.78				05/30/12	225	8,634.31	(7,120.94)	1,513.37				
04/08/09	S LIBERTY INTERACTIVE CO INTER A (LVNTA)	500	3,122.26				10/01/12		0.14		0.14				
05/13/09	S LIBERTY INTER CO VENTURE A (LVNTA)	15	124.39				12/11/12	15	932.10	(124.39)	807.71				
05/13/09	S LIBERTY INTER CO VENTURE A (LVNTA)	25	407.19				12/11/12	25	1,553.50	(407.19)	1,146.31				
10/05/12	S LIBERTY INTER CO VENTURE A (LVNTA)	575	18,473.08				12/11/12	14	869.98	(503.86)	366.12				
02/06/12	S MARATHON OIL CORP			14	503.86										
04/25/12	S MARATHON OIL CORP	125	3,713.95				03/06/12	45	1,693.80	(1,787.74)	(83.94)				
04/25/12	S MARATHON OIL CORP	150	4,668.08				03/06/12	20	732.76	(735.68)	17.08				
02/25/11	S MEDTRONIC INC	275	11,022.50				02/04/13	205	8,380.40	(7,540.72)	839.68				
04/24/08	S MERCK & CO INC	45	1,787.74				02/04/13	180	7,358.40	(6,268.54)	1,089.86				
06/30/08	S MERCK & CO INC	20	735.68				02/04/13	25	1,020.43	(963.05)	57.38				
09/01/10	S MERCK & CO INC	205	7,540.72				02/04/13	25	2,552.80	(2,588.70)	(35.90)				
04/25/12	S MERCK & CO INC	180	6,268.54				12/17/12	150	4,786.50	(7,041.27)	(2,254.77)				
05/15/09	S METLIFE INC	80	2,588.70				12/17/12	150	4,786.50	(6,780.62)	(1,994.12)				
02/04/11	S METLIFE INC	150	7,041.27				12/17/12	165	5,067.03	(5,265.15)	(198.12)				
03/09/11	S METLIFE INC	150	6,780.62				12/17/12	140	5,140.76	(5,140.76)					
06/21/12	S METLIFE INC			900	9,226.89		12/17/12	140	4,466.63	(5,140.76)	(674.13)				
10/17/12	S MGM RESORTS INTERNATIONAL			85	2,087.10		03/06/12	85	2,731.00	(2,087.10)	643.90				
07/01/10	S MICROSOFT CORP	440	10,803.80										440	10,803.80	11,241.00
08/28/12	S MICROSOFT CORP	375	9,462.22										440	10,803.80	12,232.00
10/22/12	S MONDELEZ INTL INC (10/5/12)	325	13,327.15										160	4,910.46	4,448.00
02/28/12	S NUCOR CORP	250	4,032.67				08/14/12	250	5,926.46	(4,032.67)	1,893.79				
02/28/12	S OCWEN FINL CORP	325	5,242.48				10/15/12	325	11,475.23	(5,242.48)	6,232.75				
01/19/12	S OWENS ILLINOIS INC	105	1,725.45				06/22/12	325	5,988.73	(7,154.71)	(1,165.98)				
12/10/08	S PFIZER INC	375	6,000.00										325	13,327.15	14,641.25
01/30/09	S PFIZER INC	375	6,000.00										325	13,327.15	14,641.25
10/08/09	S PFIZER INC	375	6,000.00										325	13,327.15	14,641.25
04/27/12	S PFIZER INC	360	5,842.80										325	13,327.15	14,641.25
07/31/12	S PFIZER INC			575	13,114.83								105	1,725.45	2,873.85
08/28/12	S PLAINS EXPL & PRODN CO	180	4,355.93										375	6,000.00	10,263.75
06/21/12	S RENAISSANCE RE HLDGS LTD	360	14,828.15										360	5,842.80	9,853.20
06/10/11	S RENAISSANCE RE HLDGS LTD	250	14,168.88				12/03/12	360	12,911.07	(14,828.15)	(1,917.08)				
			4,248.46				06/22/12	60	4,442.55	(4,248.46)	194.09				
		60	4,248.46										250	14,168.88	16,410.00

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06/10/11	S RENAISSANCE RE HLDGS LTD	140	9,913.08	2,775	11,457.98		10/12/12	140	10,921.91	(9,913.08)		1,008.83	2,775	11,457.98	12,792.75
09/28/12	S RF MICRO DEVICES INC	450	9,228.15				06/04/12	450	7,073.44	(9,228.15)		(2,154.71)			
02/13/12	S SEALED AIR CORP	5,075	5,871.11				09/19/12	5,075	12,027.80	(5,871.11)		6,156.69			
02/24/10	S SIRIUS XM RADIO INC	4,550	5,263.76				10/17/12	4,550	12,598.05	(5,263.76)		7,334.29			
02/28/07	S SIRIUS XM RADIO INC	65	2,328.08				03/06/12	65	2,423.15	(2,328.08)		95.07			
12/28/07	S TIME WARNER INC (Rev split 4/2/09&Spinoff 12/19/09)	153	5,479.95				03/29/12	153	5,696.19	(5,479.95)		216.24			
03/27/08	S TIME WARNER INC (Rev split 4/2/09&Spinoff 12/19/09)	67	2,029.87				03/29/12	67	2,494.39	(2,029.87)		464.52			
03/27/08	S TIME WARNER INC (Rev split 4/2/09&Spinoff 12/19/09)	33	999.78				08/28/12	33	1,375.12	(999.78)		375.34			
11/16/10	S TIME WARNER INC	200	6,294.96				08/28/12	200	8,336.00	(6,294.96)		2,041.04			
01/19/11	S TIME WARNER INC	200	6,721.00				08/28/12	200	8,336.00	(6,721.00)		1,615.00			
12/18/09	S UNITEDHEALTH GROUP INC	200	6,266.04				07/27/12	200	10,604.00	(6,266.04)		4,337.96			
02/02/10	S UNITEDHEALTH GROUP INC	110	3,729.79				07/27/12	110	5,832.67	(3,729.79)		2,102.88			
08/18/06	S US BANCORP	65	2,105.16				03/06/12	65	1,918.76	(2,105.16)		(186.40)			
01/18/06	S US BANCORP	200	6,477.42				03/09/12	200	5,664.00	(6,477.42)		(813.42)			
01/17/08	S US BANCORP	140	4,197.20				03/09/12	140	3,964.80	(4,197.20)		(232.40)			
10/21/09	S US BANCORP	115	2,694.82				03/09/12	115	3,256.80	(2,694.82)		561.98			
04/14/10	S US BANCORP	150	4,055.09				03/09/12	150	4,248.00	(4,055.09)		192.91			
09/24/10	S US BANCORP	225	5,269.32				03/09/12	225	6,372.00	(5,269.32)		1,102.68			
10/28/10	S US BANCORP	160	3,804.67				03/09/12	160	4,531.20	(3,804.67)		726.53			
05/03/11	S US BANCORP	90	2,304.23				03/09/12	90	2,543.70	(2,304.23)		239.47			
08/01/06	S VERIZON COMMUNICATIONS	135	4,258.55				04/25/12	135	5,228.55	(4,258.55)		970.00			
07/28/08	S VERIZON COMMUNICATIONS	100	3,379.98				04/25/12	100	3,872.09	(3,379.98)		492.11			
02/11/13	S SEMGROUP CORP			250	11,853.90								250	11,853.90	11,522.50
09/21/09	ETF BARCLAYS HIGH YIELD BD	150	5,706.73				08/21/12	100	3,980.39	(3,804.49)		175.90			
09/22/09	ETF BARCLAYS HIGH YIELD BD	225	8,565.21										50	1,902.24	2,044.74
10/23/09	ETF SPDR SERIES TR SPDR BARCLAYS HY BD	150	5,770.80										225	8,565.21	9,201.37
01/22/10	ETF BARCLAYS HIGH YIELD BD	75	2,985.67										150	5,770.80	6,134.24
04/27/10	ETF BARCLAYS HIGH YIELD BD	75	3,002.03										75	2,985.67	3,067.12
02/11/13	SFC BARCLAYS HIGH YIELD BD			100	4,053.00								75	3,002.03	3,067.12
06/02/11	S THE MOSAIC COMPANY	150	10,604.58				03/06/12	50	1,564.47	(1,255.78)		308.69			
04/05/11	S UNION PACIFIC CORP	115	11,367.78										300	7,534.68	10,524.00
05/15/09	S WELLS FARGO & CO	50	1,255.78										90	2,888.24	3,157.20
05/15/09	S WELLS FARGO & CO	300	7,534.68										110	3,577.06	3,858.80
04/14/10	S WELLS FARGO & CO	90	2,888.24										100	3,183.63	3,508.00
02/01/11	S WELLS FARGO & CO	110	3,577.06										665	21,607.51	23,082.15
04/05/11	S WELLS FARGO & CO	100	3,183.63										385	15,465.60	15,900.50
02/11/13	S WILLIAMS COS INC			665	21,607.51										
08/30/11	S WYNDHAM WORLDWIDE CORP	200	5,942.38				07/26/12	200	10,087.95	(5,942.38)		4,145.57			
08/30/11	S WYNDHAM WORLDWIDE CORP	175	5,199.58				08/15/12	175	8,876.47	(5,199.58)		3,676.89			
			0.03											0.03	
		35,568	708,937.75		502,658.19				562,037.62	(507,007.64)	573.00	55,029.98	23,160	704,588.30	822,148.82
			948,782.51		725,594.26				761,329.10	(689,588.75)	573.00	62,313.35		956,132.36	1,082,021.76

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