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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

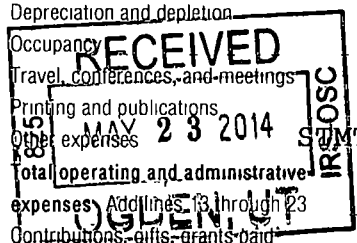
Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP		A Employer identification number 13-6160092
Number and street (or P.O. box number if mail is not delivered to street address) 460 PARK AVENUE 12TH FL		B Telephone number 212-245-5900
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,309,812.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4 Dividends and interest from securities	62,935.	62,935.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	41,296.			
	b Gross sales price for all assets on line 6a 509,492.				
	7 Capital gain net income (from Part IV, line 2)		41,296.		
	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					
12 Total Add lines 1 through 11	104,242.	104,242.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	14,535.	4,845.		9,690.
	c Other professional fees STMT 4	6,396.	6,396.		0.
	17 Interest				
	18 Taxes STMT 5	44.	44.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 6	258.	3.		255.	
24 Total operating and administrative expenses Add lines 13 through 23	21,233.	11,288.		9,945.	
25 Contributions, gifts, grants paid	182,000.			182,000.	
26 Total expenses and disbursements Add lines 24 and 25	203,233.	11,288.		191,945.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-98,991.				
b Net investment income (if negative enter -0-)		92,954.			
c Adjusted net income (if negative enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		55,152.	37,770.	37,770.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock STMT 7			2,163,758.	2,082,149.	2,272,042.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			2,218,910.	2,119,919.	2,309,812.	
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 ▶ <input type="checkbox"/>						
	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 ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31						
	27	Capital stock, trust principal, or current funds			2,218,910.	2,119,919.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30	Total net assets or fund balances			2,218,910.	2,119,919.		
31	Total liabilities and net assets/fund balances			2,218,910.	2,119,919.		

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	2,218,910.
2	Enter amount from Part I, line 27a	2	-98,991.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,119,919.
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	2,119,919.

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Form 990-PF (2012)

C/O FARKOUH, FURMAN & FACCIIO, LLP

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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			
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	509,492.	468,196.	41,296.

(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			41,296.

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 41,296.

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	42,916.	1,851,177.	.023183
2010	65,617.	1,383,541.	.047427
2009	79,234.	1,309,209.	.060521
2008	92,523.	1,251,132.	.073951
2007	102,000.	1,835,153.	.055581

2 Total of line 1, column (d)	2	.260663
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	.052133
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,244,916.
5 Multiply line 4 by line 3	5	117,034.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	930.
7 Add lines 5 and 6	7	117,964.
8 Enter qualifying distributions from Part XII, line 4	8	191,945.

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

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	930.
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	930.
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	930.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	843.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,843.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.
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	1,912.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,912. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of FARKOUH, FURMAN & FACCIIO, LLP Telephone no 212-245-5900 Located at 460 PARK AVENUE, 12TH FLOOR, NEW YORK, NY ZIP+4 10022
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
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

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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)
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
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?
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? 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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 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? Yes No

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
HELENA F. ROZIER 35 COMPO BEACH ROAD WESTPORT, CT 06880-6814	TRUSTEE 1.00	0.	0.	0.
CYNTHIA F. FRANKLIN 12 TOYON COURT SAUSALITO, CA 94965-1866	TRUSTEE 1.00	0.	0.	0.
SHEILA F. LIEBER 61 COVE NECK ROAD OYSTER BAY, NY 11771	TRUSTEE 1.00	0.	0.	0.
GEORGE S. FRANKLIN III 61 COVE NECK ROAD OYSTER BAY, NY 11771	TRUSTEE 1.00	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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,259,187.
b	Average of monthly cash balances	1b	19,916.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,279,103.
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	2,279,103.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,187.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,244,916.
6	Minimum investment return Enter 5% of line 5	6	112,246.

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	112,246.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	930.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,316.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	111,316.
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	111,316.

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	191,945.
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	191,945.
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	930.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	191,015.

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				111,316.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,519.	
b Total for prior years		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: ► \$ 191,945.				
a Applied to 2011, but not more than line 2a			31,519.	
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				111,316.
e Remaining amount distributed out of corpus	49,110.			
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	49,110.			
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	49,110.			
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	49,110.			

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

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

THE FRANKLIN FUND

Form 990-PF (2012)

C/O FARKOUH, FURMAN & FACCIO, LLP

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT ATTACHED	NONE	EXEMPT	VARIOUS SEE STATEMENT ATTACHED	182,000.
Total				182,000.
b Approved for future payment				
NONE				
Total				0.

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 SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c CAP GAIN DIST-AB DISCOVERY VALUE FUND	P	VARIOUS	12/26/12
d CAP GAIN DIST-BERNSTEIN INTERMEDIATE	P	VARIOUS	12/17/12
e CAP GAIN DIST-OVERLAY B PORTFOLIO CLASS 1	P	VARIOUS	12/14/12
f CASH IN LIEU-CST BRANDS INC	P	VARIOUS	05/10/13
g CASH IN LIEU-KRAFT FOODS GROUP	P	VARIOUS	11/12/12
h NEUBERGER BERMAN CORE BD FD	P	VARIOUS	04/26/13
i CAP GAIN DIST-PIMO COMMODITY REAL RETURN STRATEGY	P	VARIOUS	12/12/12
j CAP GAIN DIST-NEUBERGER BERMAN EQUITY FDS EQUITY	P	VARIOUS	12/17/12
k CAP GAIN DIST-NEUBERGER BERMAN CORE BD FD	P	VARIOUS	12/21/12
l CAP GAIN DIST-NEUBERGER BERMAN HIGH INCOME BD FD	P	VARIOUS	12/21/12
m NEUBERGER BERMAN CORE BD FD	P	VARIOUS	12/31/12
n NEUBERGER BERMAN HIGH INCOME BD FD	P	VARIOUS	12/31/12
o SEE STATEMENT ATTACHED	P	VARIOUS	12/31/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 254,468.		253,860.	608.
b 244,808.		212,092.	32,716.
c 302.			302.
d 90.			90.
e 609.			609.
f 25.			25.
g 30.			30.
h 2,000.		2,047.	-47.
i 151.			151.
j 3,534.			3,534.
k 2,511.			2,511.
l 85.			85.
m		159.	-159.
n		38.	-38.
o 865.			865.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			608.
b			32,716.
c			302.
d			90.
e			609.
f			25.
g			30.
h			-47.
i			151.
j			3,534.
k			2,511.
l			85.
m			-159.
n			-38.
o			865.

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) If (loss), enter "-0-" in Part I, line 8	3	

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 CLASS ACTION PAYMENT	P	VARIOUS	03/26/13
b			
c			
d			
e			
f			
g			
h			
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 14.			14.
b			
c			
d			
e			
f			
g			
h			
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			14.
b			
c			
d			
e			
f			
g			
h			
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	41,296.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET INTEREST	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	62,935.	0.	62,935.
TOTAL TO FM 990-PF, PART I, LN 4	62,935.	0.	62,935.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,535.	4,845.		9,690.
TO FORM 990-PF, PG 1, LN 16B	14,535.	4,845.		9,690.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELING FEES	6,396.	6,396.		0.
TO FORM 990-PF, PG 1, LN 16C	6,396.	6,396.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	44.	44.		0.
TO FORM 990-PF, PG 1, LN 18	44.	44.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK FILING FEES	250.	0.		250.
MISCELLANEOUS FEE	8.	3.		5.
TO FORM 990-PF, PG 1, LN 23	258.	3.		255.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	2,082,149.	2,272,042.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,082,149.	2,272,042.

FORM 990PF - RETURN OF PRIVATE FOUNDATION
FYE 6/30/13

<u>DATE</u>	<u>PAYEE</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/1/2012	Helping Heal the Earth	NONE	EXEMPT	ENVIRONMENTAL	25,000
7/2/2012	Save the Children	NONE	EXEMPT	EDUCATIONAL	9,000
7/2/2012	Doctors Without Borders	NONE	EXEMPT	SOCIAL	8,000
7/2/2012	Center for Victims of Torture	NONE	EXEMPT	SOCIAL	2,000
7/2/2012	Dublin School	NONE	EXEMPT	EDUCATIONAL	2,500
7/2/2012	Interfaith Housing Association	NONE	EXEMPT	SOCIAL	500
7/20/2012	North Shore Land Alliance	NONE	EXEMPT	SOCIAL	10,000
7/20/2012	Kehillath Shalom Synagogue	NONE	EXEMPT	RELIGIOUS	5,000
8/31/2012	SYDA Foundation	NONE	EXEMPT	SOCIAL	97,000
10/15/2012	Helping Heal the Earth	NONE	EXEMPT	ENVIRONMENTAL	12,500
11/7/2012	The Shaw Festival Foundation	NONE	EXEMPT	SOCIAL	1,500
4/23/2013	Kehillath Shalom Synagogue	NONE	EXEMPT	RELIGIOUS	4,000
5/1/2013	Theodore Roosevelt Sanctuary and Audubon Center	NONE	EXEMPT	ENVIRONMENTAL	2,500
5/20/2013	The Children's Orchestra Society	NONE	EXEMPT	EDUCATIONAL	2,500
TOTAL					<u><u>182,000 00</u></u>

Capital Gains

Account: THE FRANKLIN FUND (888-06862)
July 1, 2012 - June 30, 2013

Taxable Summary¹

Description	Gain/(Loss)
Short-Term ²	\$609.57
Short-Term Covered ²	\$609.57
Long-Term	\$32,715.67
Long-Term Covered	\$5,959.86
Long-Term Non-Covered	\$26,755.81
Cash in Lieu ³	\$54.81
Total²	\$33,380.05

Description	Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds	\$1,001.02
Overall Total	\$34,381.07

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/14/2013	06/24/2013	15	AMERICAN INTERNATIONAL GROUP	\$42.48	\$45.59	\$637.23	\$683.92	(\$46.69)
888-06862	06/14/2013	06/24/2013	25	PFIZER INC	\$27.91	\$29.22	\$697.73	\$730.38	(\$32.65)
888-06862	05/28/2013	06/24/2013	1	PRICELINE COM INC	\$808.82	\$808.97	\$808.82	\$808.97	(\$0.15)
888-06862	05/02/2013	06/24/2013	10	LYONDELLBASELL INDU-CLA	\$65.54	\$59.23	\$655.43	\$592.32	\$63.11
888-06862	03/26/2013	06/24/2013	25	CAMPBELL SOUP CO	\$44.03	\$43.94	\$1,100.87	\$1,098.57	\$2.30
888-06862	03/22/2013	06/24/2013	10	CITRIX SYSTEMS INC	\$58.80	\$71.27	\$587.98	\$712.69	(\$124.71)
888-06862	03/22/2013	06/24/2013	10	MONSANTO CO	\$102.26	\$101.50	\$1,022.64	\$1,014.99	\$7.65
888-06862	03/11/2013	06/24/2013	15	EXXON MOBIL CORP	\$89.30	\$89.16	\$1,339.49	\$1,337.44	\$2.05
888-06862	02/15/2013	06/24/2013	75	BANK OF AMERICA CORP	\$12.41	\$12.04	\$930.44	\$903.35	\$27.09
888-06862	02/05/2013	06/24/2013	50	FORD MOTOR CO	\$14.80	\$13.11	\$739.85	\$655.49	\$84.36
888-06862	01/24/2013	06/24/2013	15	EBAY INC	\$51.22	\$54.79	\$768.23	\$821.80	(\$53.57)
888-06862	01/09/2013	06/24/2013	6	GOLDMAN SACHS GROUP INC	\$152.03	\$133.64	\$912.16	\$801.82	\$110.34
888-06862	12/31/2012	06/24/2013	10	PETSMART	\$67.96	\$67.80	\$679.61	\$678.04	\$1.57
888-06862	12/04/2012	06/24/2013	15	DISCOVER FINANCIAL SERVICES	\$45.70	\$41.05	\$685.56	\$615.79	\$69.77

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/30/2012	06/24/2013	3	CITRIX SYSTEMS INC	\$58.80	\$62.41	\$176.39	\$187.23	(\$10.84)
888-06862	10/31/2012	06/24/2013	2	CITRIX SYSTEMS INC	\$58.80	\$62.69	\$117.60	\$125.37	(\$7.77)
888-06862	08/30/2012	06/24/2013	10	PHILIP MORRIS INTERNATIONAL	\$87.89	\$90.70	\$878.93	\$907.04	(\$28.11)
888-06862	08/23/2012	06/24/2013	10	JOHNSON & JOHNSON	\$84.97	\$67.70	\$849.70	\$676.98	\$172.72
888-06862	08/20/2012	06/24/2013	15	TIME WARNER INC	\$56.65	\$42.75	\$849.70	\$641.30	\$208.40
888-06862	08/27/2012	06/17/2013	35	GENERAL ELECTRIC CO	\$23.76	\$20.92	\$831.45	\$732.32	\$99.13
888-06862	03/25/2013	06/13/2013	95	SAFeway INC	\$25.11	\$25.87	\$2,385.75	\$2,457.88	(\$72.13)
888-06862	02/07/2013	06/13/2013	35	US BANCORP	\$35.29	\$33.49	\$1,235.21	\$1,172.03	\$63.18
888-06862	01/31/2013	06/12/2013	15	F5 NETWORKS INC	\$74.41	\$104.94	\$1,116.19	\$1,574.09	(\$457.90)
888-06862	07/25/2012	06/12/2013	16	IDEXX LABS CORP	\$85.52	\$87.12	\$1,368.25	\$1,393.95	(\$25.70)
888-06862	07/16/2012	06/07/2013	20	MACY'S INC	\$48.66	\$33.80	\$973.26	\$675.96	\$297.30
888-06862	03/05/2013	05/23/2013	10	EVEREST RE GROUP LTD	\$127.59	\$127.30	\$1,275.93	\$1,273.00	\$2.93
888-06862	02/08/2013	05/20/2013	10	JM SMUCKER CO/THE	\$102.11	\$89.24	\$1,021.11	\$892.43	\$128.68
888-06862	01/11/2013	05/20/2013	5	JM SMUCKER CO/THE	\$102.11	\$88.60	\$510.55	\$442.98	\$67.57
888-06862	10/02/2012	05/20/2013	40	TYSON FOODS INC-CL A	\$24.90	\$16.62	\$996.18	\$664.96	\$331.22
888-06862	09/26/2012	05/20/2013	35	MEDTRONIC INC	\$49.88	\$43.45	\$1,745.63	\$1,520.73	\$224.90
888-06862	09/19/2012	05/20/2013	25	MERCK & CO INC	\$45.48	\$44.65	\$1,136.96	\$1,116.14	\$20.82
888-06862	08/16/2012	05/20/2013	20	MICROSOFT CORP	\$34.90	\$30.45	\$697.94	\$609.07	\$88.87
888-06862	06/26/2012	05/20/2013	5	MICROSOFT CORP	\$34.90	\$29.55	\$174.48	\$147.73	\$26.75
888-06862	10/11/2012	05/16/2013	10	PHILIP MORRIS INTERNATIONAL	\$95.94	\$91.32	\$959.39	\$913.16	\$46.23
888-06862	08/30/2012	05/16/2013	5	PHILIP MORRIS INTERNATIONAL	\$95.94	\$90.70	\$479.69	\$453.52	\$26.17
888-06862	10/25/2012	05/13/2013	15	JPMORGAN CHASE & CO	\$49.50	\$41.85	\$742.50	\$627.69	\$114.81
888-06862	05/21/2012	05/07/2013	45	ALTRIA GROUP INC	\$36.41	\$31.59	\$1,638.54	\$1,421.58	\$216.96
888-06862	02/14/2013	05/03/2013	3	CST BRANDS INC	\$29.73	\$40.85	\$89.18	\$122.54	(\$33.36)
888-06862	02/04/2013	05/03/2013	9	CST BRANDS INC	\$29.73	\$36.87	\$267.54	\$331.83	(\$64.29)
888-06862	02/27/2013	05/02/2013	7	STERICYCLE INC	\$107.72	\$96.07	\$754.07	\$672.46	\$81.61
888-06862	11/26/2012	05/02/2013	15	STARBUCKS CORP	\$59.97	\$50.72	\$899.61	\$760.81	\$138.80
888-06862	05/24/2012	05/02/2013	30	TIBCO SOFTWARE INC	\$19.24	\$29.58	\$577.27	\$887.40	(\$310.13)
888-06862	08/15/2012	05/01/2013	25	EATON CORP PLC	\$59.55	\$45.62	\$1,488.82	\$1,140.50	\$348.32
888-06862	02/07/2013	04/25/2013	25	INTUIT INC	\$56.05	\$62.48	\$1,401.25	\$1,562.12	(\$160.87)

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	08/08/2012	04/23/2013	7	IDEXX LABS CORP	\$86.60	\$89.57	\$606.20	\$626.96	(\$20.76)
888-06862	07/25/2012	04/23/2013	7	IDEXX LABS CORP	\$86.60	\$87.12	\$606.20	\$609.86	(\$3.66)
888-06862	11/09/2012	04/22/2013	5	LINKEDIN CORP - A	\$174.10	\$98.39	\$870.52	\$491.94	\$378.58
888-06862	02/19/2013	04/16/2013	8	SHERWIN-WILLIAMS CO/THE	\$174.22	\$165.26	\$1,393.79	\$1,322.09	\$71.70
888-06862	05/18/2012	04/16/2013	6	SHERWIN-WILLIAMS CO/THE	\$174.22	\$116.17	\$1,045.34	\$697.03	\$348.31
888-06862	03/11/2013	04/15/2013	20	EXXON MOBIL CORP	\$87.81	\$89.16	\$1,756.14	\$1,783.25	(\$27.11)
888-06862	08/08/2012	04/05/2013	10	IDEXX LABS CORP	\$89.52	\$89.57	\$895.19	\$895.65	(\$0.46)
888-06862	12/13/2012	03/22/2013	14	ULTA SALON COSMETICS & FRAGRAN	\$77.59	\$94.57	\$1,086.22	\$1,324.04	(\$237.82)
888-06862	02/14/2013	03/21/2013	10	BECTON DICKINSON & CO	\$92.00	\$87.90	\$920.05	\$878.97	\$41.08
888-06862	09/21/2012	03/21/2013	5	BECTON DICKINSON & CO	\$92.00	\$79.37	\$460.02	\$396.84	\$63.18
888-06862	05/17/2012	03/21/2013	12	AMGEN INC	\$94.02	\$71.38	\$1,128.22	\$856.56	\$271.66
888-06862	06/01/2012	03/19/2013	3	MCKESSON CORP	\$105.82	\$86.91	\$317.45	\$260.74	\$56.71
888-06862	01/08/2013	03/18/2013	20	HARRIS CORP	\$44.42	\$49.05	\$888.46	\$980.90	(\$92.44)
888-06862	10/01/2012	03/18/2013	20	HARRIS CORP	\$44.42	\$50.84	\$888.47	\$1,016.86	(\$128.39)
888-06862	04/20/2012	03/14/2013	10	F5 NETWORKS INC	\$91.58	\$133.20	\$915.82	\$1,331.95	(\$416.13)
888-06862	05/24/2012	03/11/2013	15	COACH INC	\$49.04	\$68.79	\$735.62	\$1,031.88	(\$296.26)
888-06862	04/26/2012	03/11/2013	15	COACH INC	\$49.04	\$72.72	\$735.62	\$1,090.74	(\$355.12)
888-06862	01/30/2013	03/01/2013	5	INTERCONTINENTALEXCHANGE INC	\$153.80	\$139.03	\$769.02	\$695.17	\$73.85
888-06862	09/25/2012	03/01/2013	5	VISA INC - CLASS A SHRS	\$158.02	\$134.92	\$790.08	\$674.58	\$115.50
888-06862	11/09/2012	02/27/2013	30	DIRECTV	\$48.61	\$49.07	\$1,458.23	\$1,472.14	(\$13.91)
888-06862	12/05/2012	02/19/2013	11	ULTA SALON COSMETICS & FRAGRAN	\$85.29	\$100.04	\$938.16	\$1,100.44	(\$162.28)
888-06862	04/11/2012	02/19/2013	50	MGM RESORTS INTERNATIONAL	\$12.80	\$13.61	\$640.23	\$680.48	(\$40.25)
888-06862	02/28/2012	02/19/2013	75	MGM RESORTS INTERNATIONAL	\$12.80	\$13.83	\$960.35	\$1,037.05	(\$76.70)
888-06862	02/23/2012	02/19/2013	75	MGM RESORTS INTERNATIONAL	\$12.80	\$14.14	\$960.35	\$1,060.22	(\$99.87)
888-06862	01/08/2013	02/12/2013	25	MARSH & MCLENNAN COS INC	\$35.47	\$35.00	\$886.72	\$874.92	\$11.80
888-06862	12/21/2012	02/12/2013	45	MARSH & MCLENNAN COS INC	\$35.47	\$35.00	\$1,596.09	\$1,574.89	\$21.20
888-06862	08/23/2012	02/12/2013	20	ASTRAZENECA PLC-SPONS ADR	\$47.23	\$46.98	\$944.68	\$939.50	\$5.18
888-06862	03/16/2012	02/12/2013	15	ASTRAZENECA PLC-SPONS ADR	\$47.23	\$45.05	\$708.51	\$675.77	\$32.74

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	10/01/2012	02/11/2013	15	HARRIS CORP	\$46.55	\$50.84	\$698.32	\$762.65	(\$64.33)
888-06862	09/14/2012	02/11/2013	10	BB&T CORP	\$30.69	\$34.03	\$306.94	\$340.28	(\$33.34)
888-06862	09/12/2012	02/11/2013	60	BB&T CORP	\$30.69	\$32.81	\$1,841.67	\$1,968.79	(\$127.12)
888-06862	06/15/2012	02/07/2013	3	CHIPOTLE MEXICAN GRILL-CLA	\$316.24	\$400.96	\$948.73	\$1,202.89	(\$254.16)
888-06862	06/08/2012	02/06/2013	10	EXXON MOBIL CORP	\$89.67	\$80.16	\$896.65	\$801.56	\$95.09
888-06862	05/21/2012	02/06/2013	20	PROCTER & GAMBLE CO	\$75.45	\$63.24	\$1,509.09	\$1,264.80	\$244.29
888-06862	06/01/2012	02/01/2013	15	MCKESSON CORP	\$103.90	\$86.91	\$1,558.45	\$1,303.72	\$254.73
888-06862	04/26/2012	01/31/2013	15	COACH INC	\$51.00	\$72.72	\$765.04	\$1,090.75	(\$325.71)
888-06862	04/05/2012	01/31/2013	30	TIBCO SOFTWARE INC	\$23.51	\$32.42	\$705.43	\$972.52	(\$267.09)
888-06862	07/25/2012	01/28/2013	20	NV ENERGY INC	\$18.73	\$17.79	\$374.62	\$355.83	\$18.79
888-06862	10/31/2012	01/24/2013	5	CITRIX SYSTEMS INC	\$69.33	\$62.69	\$346.65	\$313.43	\$33.22
888-06862	10/31/2012	01/24/2013	3	CITRIX SYSTEMS INC	\$69.33	\$62.69	\$207.99	\$188.06	\$19.93
888-06862	03/27/2012	01/24/2013	2	NATIONAL - OILWELL INC	\$73.57	\$78.33	\$147.14	\$156.65	(\$9.51)
888-06862	02/14/2012	01/24/2013	13	NATIONAL - OILWELL INC	\$73.57	\$83.52	\$956.40	\$1,085.78	(\$129.38)
888-06862	02/01/2012	01/24/2013	75	APPLIED MATERIALS INC	\$12.61	\$12.56	\$945.54	\$941.99	\$3.55
888-06862	04/27/2012	01/23/2013	30	DELTA AIR LINES INC	\$13.88	\$10.59	\$416.42	\$317.78	\$98.64
888-06862	05/18/2012	01/17/2013	8	SHERWIN-WILLIAMS CO/THE	\$162.94	\$116.17	\$1,303.50	\$929.37	\$374.13
888-06862	10/31/2012	01/16/2013	17	STARZ-LIBERTY CAPITAL	\$15.73	\$12.70	\$267.35	\$215.85	\$51.50
888-06862	11/26/2012	01/10/2013	8	PARTNERRE LTD	\$83.14	\$81.30	\$665.08	\$650.43	\$14.65
888-06862	09/14/2012	01/10/2013	25	BB&T CORP	\$30.48	\$34.03	\$762.03	\$850.69	(\$88.66)
888-06862	09/07/2012	01/10/2013	18	UNITED TECHNOLOGIES CORP	\$84.61	\$79.38	\$1,523.04	\$1,428.77	\$94.27
888-06862	08/23/2012	01/10/2013	7	UNITED TECHNOLOGIES CORP	\$84.61	\$79.47	\$592.29	\$556.26	\$36.03
888-06862	08/20/2012	01/10/2013	25	ALTRIA GROUP INC	\$32.62	\$35.27	\$815.50	\$881.76	(\$66.26)
888-06862	07/26/2012	01/10/2013	25	ALTRIA GROUP INC	\$32.62	\$35.70	\$815.50	\$892.44	(\$76.94)
888-06862	10/31/2012	01/09/2013	6	LIBERTY MEDIA CORP - LIBER-A	\$121.26	\$110.90	\$727.56	\$665.42	\$62.14
888-06862	09/24/2012	01/09/2013	10	INTL BUSINESS MACHINES CORP	\$191.94	\$205.50	\$1,919.42	\$2,055.04	(\$135.62)
888-06862	03/21/2012	01/08/2013	25	WELLS FARGO & COMPANY	\$34.61	\$34.23	\$865.19	\$855.85	\$9.34
888-06862	08/14/2012	01/03/2013	40	BMC SOFTWARE INC	\$40.94	\$41.22	\$1,637.40	\$1,648.86	(\$11.46)
888-06862	08/23/2012	12/31/2012	8	O'REILLY AUTOMOTIVE INC	\$88.72	\$86.24	\$709.78	\$689.94	\$19.84
888-06862	06/27/2012	12/31/2012	12	O'REILLY AUTOMOTIVE INC	\$88.72	\$82.53	\$1,064.67	\$990.36	\$74.31

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	08/23/2012	12/21/2012	10	CLOROX COMPANY	\$74.42	\$71.97	\$744.19	\$719.74	\$24.45
888-06862	08/15/2012	12/21/2012	35	CLOROX COMPANY	\$74.42	\$72.08	\$2,604.68	\$2,522.78	\$81.90
888-06862	08/10/2012	12/21/2012	70	AMEREN CORPORATION	\$31.13	\$34.53	\$2,179.18	\$2,416.87	(\$237.69)
888-06862	07/27/2012	12/21/2012	45	WALGREEN CO	\$36.39	\$35.68	\$1,637.34	\$1,605.73	\$31.61
888-06862	07/25/2012	12/18/2012	95	NV ENERGY INC	\$18.47	\$17.79	\$1,754.52	\$1,690.18	\$64.34
888-06862	06/18/2012	12/14/2012	36 313	AB DISCOVERY VALUE FUND CL ADV	\$17.90	\$16.02	\$650.00	\$581.73	\$68.27
888-06862	03/19/2012	12/12/2012	40	CISCO SYSTEMS INC	\$19.79	\$20.20	\$791.49	\$807.91	(\$16.42)
888-06862	02/07/2012	12/12/2012	50	CISCO SYSTEMS INC	\$19.79	\$20.26	\$989.36	\$1,012.75	(\$23.39)
888-06862	04/26/2012	12/10/2012	1	COACH INC	\$56.72	\$72.72	\$56.72	\$72.72	(\$16.00)
888-06862	04/12/2012	12/10/2012	19	COACH INC	\$56.72	\$74.63	\$1,077.61	\$1,417.90	(\$340.29)
888-06862	06/14/2012	12/03/2012	35	LAS VEGAS SANDS CORP	\$47.03	\$45.42	\$1,646.00	\$1,589.85	\$56.15
888-06862	09/18/2012	11/23/2012	25	EMERSON ELECTRIC CO	\$48.93	\$50.50	\$1,223.16	\$1,262.54	(\$39.38)
888-06862	03/28/2012	11/23/2012	15	EMERSON ELECTRIC CO	\$48.93	\$51.34	\$733.89	\$770.17	(\$36.28)
888-06862	03/15/2012	11/23/2012	15	EMERSON ELECTRIC CO	\$48.93	\$51.82	\$733.89	\$777.23	(\$43.34)
888-06862	02/29/2012	11/23/2012	20	EMERSON ELECTRIC CO	\$48.93	\$50.37	\$978.53	\$1,007.36	(\$28.83)
888-06862	01/26/2012	11/23/2012	25	EMERSON ELECTRIC CO	\$48.93	\$51.96	\$1,223.16	\$1,299.09	(\$75.93)
888-06862	10/19/2012	11/21/2012	34.158	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.23	\$14.25	\$486.07	\$486.75	(\$0.68)
				<i>WASH SALE - DISALLOWED LOSS</i>					\$0.68
888-06862	09/20/2012	11/21/2012	35 235	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.23	\$14.18	\$501.39	\$499.63	\$1.76
888-06862	07/20/2012	11/21/2012	35 031	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.23	\$14.12	\$498.49	\$494.63	\$3.86
888-06862	08/30/2012	11/20/2012	45	ENERGY CORP	\$62.52	\$68.08	\$2,813.23	\$3,063.63	(\$250.40)
888-06862	08/23/2012	11/16/2012	5	ASTRAZENECA PLC-SPONS ADR	\$44.39	\$46.98	\$221.97	\$234.88	(\$12.91)
888-06862	08/06/2012	11/09/2012	5	AUTOZONE INC	\$377.83	\$362.90	\$1,889.17	\$1,814.48	\$74.69
888-06862	07/27/2012	11/09/2012	50	WALGREEN CO	\$32.76	\$35.68	\$1,637.83	\$1,784.14	(\$146.31)
888-06862	06/29/2012	11/08/2012	45	ABBOTT LABORATORIES	\$64.06	\$63.90	\$2,882.75	\$2,875.50	\$7.25
888-06862	06/12/2012	11/02/2012	25	AMERICAN EXPRESS CO	\$56.92	\$56.17	\$1,423.03	\$1,404.19	\$18.84
888-06862	03/14/2012	11/01/2012	15	APOLLO GROUP INC-CL A	\$20.20	\$42.08	\$302.99	\$631.26	(\$328.27)

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	12/22/2011	11/01/2012	45	APOLLO GROUP INC-CL A	\$20.20	\$52.63	\$908.99	\$2,368.21	(\$1,459.22)
888-06862	06/19/2012	10/26/2012	7	PRICELINE.COM INC	\$580.81	\$679.18	\$4,065.66	\$4,754.23	(\$688.57)
888-06862	05/30/2012	10/26/2012	40	GENERAL MOTORS CO	\$23.33	\$22.40	\$933.14	\$896.00	\$37.14
888-06862	11/16/2011	10/26/2012	35	GENERAL MOTORS CO	\$23.33	\$23.01	\$816.49	\$805.41	\$11.08
888-06862	11/11/2011	10/26/2012	35	GENERAL MOTORS CO	\$23.33	\$22.82	\$816.50	\$798.54	\$17.96
888-06862	09/14/2012	10/23/2012	75	MICROSOFT CORP	\$28.03	\$31.10	\$2,102.39	\$2,332.46	(\$230.07)
888-06862	08/23/2012	10/23/2012	15	UNITED TECHNOLOGIES CORP	\$77.59	\$79.47	\$1,163.85	\$1,191.98	(\$28.13)
888-06862	08/16/2012	10/23/2012	5	MICROSOFT CORP	\$28.03	\$30.45	\$140.16	\$152.27	(\$12.11)
888-06862	08/23/2012	10/22/2012	15	HOME DEPOT INC	\$61.74	\$56.66	\$926.16	\$849.89	\$76.27
888-06862	08/23/2012	10/19/2012	30	US BANCORP	\$34.14	\$32.82	\$1,024.17	\$984.56	\$39.61
888-06862	06/12/2012	10/19/2012	15	US BANCORP	\$34.14	\$30.48	\$512.09	\$457.18	\$54.91
888-06862	09/05/2012	10/09/2012	95	EDISON INTERNATIONAL	\$46.86	\$44.00	\$4,452.13	\$4,180.14	\$271.99
888-06862	08/21/2012	10/05/2012	50	MONDELEZ INTERNATIONAL-W/I	\$27.80	\$26.87	\$1,390.15	\$1,343.57	\$46.58
888-06862	11/16/2011	09/28/2012	15	GENERAL MOTORS CO	\$22.81	\$23.01	\$342.21	\$345.18	(\$2.97)
888-06862	08/16/2012	09/24/2012	35	PEPSICO INC	\$70.64	\$72.89	\$2,472.56	\$2,551.09	(\$78.53)
888-06862	07/30/2012	09/24/2012	70	CONSOLIDATED EDISON INC	\$59.45	\$64.93	\$4,161.25	\$4,545.30	(\$384.05)
888-06862	06/21/2012	09/24/2012	95	HALLIBURTON CO	\$35.60	\$28.57	\$3,381.53	\$2,713.87	\$667.66
888-06862	07/05/2012	09/21/2012	75	XCEL ENERGY INC	\$27.32	\$28.63	\$2,049.16	\$2,147.27	(\$98.11)
888-06862	05/23/2012	09/20/2012	19	FAMILY DOLLAR STORES	\$64.06	\$64.81	\$1,217.13	\$1,231.30	(\$14.17)
888-06862	07/19/2012	09/19/2012	20	AT&T INC	\$37.88	\$35.48	\$757.70	\$709.57	\$48.13
888-06862	04/09/2012	09/17/2012	10	COGNIZANT TECH SOLUTIONS-A	\$69.46	\$75.89	\$694.64	\$758.88	(\$64.24)
888-06862	07/13/2012	09/13/2012	15	STARBUCKS CORP	\$51.49	\$53.09	\$772.32	\$796.35	(\$24.03)
888-06862	02/07/2012	09/07/2012	40	CISCO SYSTEMS INC	\$19.30	\$20.26	\$772.00	\$810.20	(\$38.20)
888-06862	06/15/2012	09/06/2012	3	CHIPOTLE MEXICAN GRILL-CL A	\$301.35	\$400.96	\$904.05	\$1,202.89	(\$298.84)
888-06862	06/15/2012	08/31/2012	10	MCDONALD'S CORP	\$89.60	\$90.45	\$895.98	\$904.50	(\$8.52)
888-06862	09/08/2011	08/29/2012	60	GANNETT CO	\$15.06	\$10.32	\$903.60	\$619.16	\$284.44
888-06862	06/21/2012	08/28/2012	50	HALLIBURTON CO	\$33.97	\$28.57	\$1,698.44	\$1,428.36	\$270.08
888-06862	02/16/2012	08/28/2012	10	NATIONAL - OILWELL INC	\$77.30	\$83.85	\$773.05	\$838.54	(\$65.49)
888-06862	06/14/2012	08/27/2012	15	LAS VEGAS SANDS CORP	\$42.13	\$45.42	\$631.88	\$681.36	(\$49.48)
888-06862	06/01/2012	08/27/2012	12	MCKESSON CORP	\$87.68	\$86.91	\$1,052.10	\$1,042.97	\$9.13

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/01/2012	08/27/2012	5	MCKESSON CORP	\$87.68	\$86.91	\$438.38	\$434.57	\$3.81
888-06862	05/08/2012	08/27/2012	18	MCKESSON CORP	\$87.68	\$89.30	\$1,578.15	\$1,607.38	(\$29.23)
888-06862	01/24/2012	08/27/2012	25	LAS VEGAS SANDS CORP	\$42.13	\$47.75	\$1,053.13	\$1,193.87	(\$140.74)
888-06862	10/31/2011	08/27/2012	110	NEWELL RUBBERMAID INC	\$17.35	\$15.05	\$1,908.20	\$1,655.54	\$252.66
888-06862	06/27/2012	08/24/2012	20	VISA INC - CLASS A SHRS	\$126.76	\$122.91	\$2,535.27	\$2,458.23	\$77.04
888-06862	06/28/2012	08/21/2012	45	INFORMATICA CORPORATION	\$31.02	\$40.99	\$1,396.05	\$1,844.55	(\$448.50)
888-06862	06/08/2012	08/21/2012	23	MARATHON PETROLEUM CORP	\$49.57	\$37.02	\$1,140.14	\$851.47	\$288.67
888-06862	02/14/2012	08/21/2012	20	INFORMATICA CORPORATION	\$31.02	\$47.71	\$620.46	\$954.10	(\$333.64)
888-06862	11/15/2011	08/20/2012	10	TIME WARNER CABLE	\$89.47	\$60.82	\$894.67	\$608.16	\$286.51
888-06862	02/01/2012	08/17/2012	20	EMERSON ELECTRIC CO	\$52.16	\$52.28	\$1,043.13	\$1,045.50	(\$2.37)
888-06862	02/01/2012	08/15/2012	20	CIT GROUP INC	\$37.79	\$39.02	\$755.80	\$780.32	(\$24.52)
888-06862	11/14/2011	08/15/2012	15	THE WALT DISNEY CO	\$49.80	\$36.31	\$746.98	\$544.62	\$202.36
888-06862	08/19/2011	08/15/2012	20	THE WALT DISNEY CO	\$49.80	\$32.34	\$995.97	\$646.88	\$349.09
888-06862	02/16/2012	08/14/2012	40	CENTERPOINT ENERGY INC	\$20.51	\$18.89	\$820.48	\$755.40	\$65.08
888-06862	10/28/2011	08/14/2012	60	CENTERPOINT ENERGY INC	\$20.51	\$21.30	\$1,230.71	\$1,277.72	(\$47.01)
888-06862	07/27/2012	08/13/2012	20	WALGREEN CO	\$35.86	\$35.68	\$717.20	\$713.66	\$3.54
888-06862	07/20/2012	08/13/2012	40	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.15	\$14.20	\$570.46	\$572.47	(\$2.01)
				WASH SALE - DISALLOWED LOSS					\$1.75
888-06862	07/10/2012	08/13/2012	35	DOLLAR TREE INC	\$49.91	\$53.19	\$1,746.85	\$1,861.69	(\$114.84)
888-06862	06/27/2012	08/13/2012	20	VISA INC - CLASS A SHRS	\$128.03	\$122.91	\$2,560.60	\$2,458.23	\$102.37
888-06862	06/26/2012	08/13/2012	75	KIMBERLY-CLARK CORP	\$82.54	\$81.81	\$6,190.22	\$6,135.76	\$54.46
888-06862	06/18/2012	08/13/2012	247	934 AB SMID CAP GROWTH ADV CLASS	\$7.26	\$7.00	\$1,800.00	\$1,735.54	\$64.46
888-06862	06/18/2012	08/13/2012	112	961 AB SMID CAP VALUE ADV CLASS	\$16.82	\$16.02	\$1,900.00	\$1,809.64	\$90.36
888-06862	05/18/2012	08/13/2012	5	SHERWIN-WILLIAMS CO/THE	\$140.65	\$116.17	\$703.25	\$580.86	\$122.39
888-06862	05/17/2012	08/13/2012	28	AMGEN INC	\$82.14	\$71.38	\$2,299.98	\$1,998.64	\$301.34
888-06862	05/08/2012	08/13/2012	20	INTUIT INC	\$58.38	\$55.61	\$1,167.60	\$1,112.11	\$55.49
888-06862	04/12/2012	08/13/2012	18	UNITEDHEALTH GROUP INC	\$51.74	\$58.38	\$931.36	\$1,050.81	(\$119.45)
888-06862	03/29/2012	08/13/2012	175	081 BERNSTEIN EMERGING MARKETS PORTFOLIO	\$26.02	\$28.27	\$4,510.05	\$4,950.00	(\$439.95)

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	02/07/2012	08/13/2012	126 72	BERNSTEIN INTERNATIONAL PORTFOLIO	\$12 99	\$13 81	\$1,646 09	\$1,750 00	(\$103 91)
888-06862	10/10/2011	08/13/2012	30	CENTURYLINK INC	\$42 83	\$33 48	\$1,284 88	\$1,004 38	\$280 50
888-06862	09/14/2011	08/13/2012	25	CENTURYLINK INC	\$42 83	\$34 84	\$1,070 74	\$870 91	\$199 83
888-06862	10/05/2011	08/10/2012	15	LEAR CORP	\$39 66	\$43 01	\$594 90	\$645 22	(\$50 32)
888-06862	12/09/2011	08/09/2012	15	GENERAL MILLS INC	\$38 53	\$40 50	\$577 98	\$607 54	(\$29 56)
888-06862	11/02/2011	08/09/2012	20	GENERAL MILLS INC	\$38 53	\$38 51	\$770 63	\$770 12	\$0 51
888-06862	11/02/2011	08/09/2012	10	ROCKWELL AUTOMATION INC	\$70 85	\$68 09	\$708 46	\$680 86	\$27 60
888-06862	10/10/2011	08/09/2012	25	GENERAL MILLS INC	\$38 53	\$39 24	\$963 29	\$981 03	(\$17 74)
888-06862	09/13/2011	08/09/2012	15	GENERAL MILLS INC	\$38 53	\$36 84	\$577 97	\$552 53	\$25 44
888-06862	08/16/2011	08/09/2012	17	ROCKWELL AUTOMATION INC	\$70 85	\$63 27	\$1,204 37	\$1,075 59	\$128 78
888-06862	11/01/2011	08/03/2012	50	MARVELL TECHNOLOGY GROUP LT	\$11 29	\$13 58	\$564 34	\$678 80	(\$114 46)
888-06862	10/20/2011	08/03/2012	65	MARVELL TECHNOLOGY GROUP LT	\$11 29	\$13 32	\$733 65	\$865 49	(\$131 84)
888-06862	10/18/2011	08/03/2012	225	MICRON TECHNOLOGY INC	\$6 30	\$5 68	\$1,417 50	\$1,276 97	\$140 53
888-06862	09/16/2011	08/03/2012	55	MARVELL TECHNOLOGY GROUP LT	\$11 29	\$15 18	\$620 78	\$834 74	(\$213 96)
888-06862	09/14/2011	08/03/2012	20	CENTURYLINK INC	\$41 84	\$34 84	\$836 72	\$696 72	\$140 00
888-06862	05/01/2012	08/02/2012	25	LYONDELLBASELL INDU-CLA	\$43 99	\$43 06	\$1,099 87	\$1,076 50	\$23 37
888-06862	06/12/2012	07/30/2012	35	AMERICAN EXPRESS CO	\$58 35	\$56 17	\$2,042 25	\$1,965 87	\$76 38
888-06862	12/06/2011	07/30/2012	20	LAM RESEARCH CORP	\$34 14	\$43 05	\$682 80	\$860 93	(\$178 13)
888-06862	10/21/2011	07/30/2012	15	LAM RESEARCH CORP	\$34 14	\$40 87	\$512 10	\$613 08	(\$100 98)
888-06862	01/05/2012	07/27/2012	25	VERTEX PHARMACEUTICALS INC	\$49 88	\$33 11	\$1,246 92	\$827 64	\$419 28
888-06862	04/26/2012	07/26/2012	15	DANAHER CORP	\$52 11	\$53 76	\$781 63	\$806 36	(\$24 73)
888-06862	02/23/2012	07/26/2012	15	DANAHER CORP	\$52 11	\$53 44	\$781 63	\$801 63	(\$20 00)
888-06862	12/22/2011	07/26/2012	20	COVIDIEN PLC	\$53 88	\$44 62	\$1,077 51	\$892 40	\$185 11
888-06862	11/01/2011	07/26/2012	15	COVIDIEN PLC	\$53 88	\$45 26	\$808 13	\$678 86	\$129 27
888-06862	10/19/2011	07/26/2012	15	COVIDIEN PLC	\$53 88	\$45 39	\$808 13	\$680 91	\$127 22
888-06862	07/27/2011	07/26/2012	20	COVIDIEN PLC	\$53 88	\$52 18	\$1,077 51	\$1,043 60	\$33 91
888-06862	11/29/2011	07/24/2012	15	DOLLAR GENERAL CORP	\$52 50	\$39 06	\$787 54	\$585 89	\$201 65
888-06862	09/21/2011	07/24/2012	20	DOLLAR GENERAL CORP	\$52 50	\$37 40	\$1,050 06	\$747 95	\$302 11
888-06862	09/09/2011	07/24/2012	20	DOLLAR GENERAL CORP	\$52 50	\$34 65	\$1,050 06	\$692 94	\$357 12

Capital Gains

Account: THE FRANKLIN FUND (888-06862)
July 1, 2012 - June 30, 2013

Taxable Short-Term Covered Capital Gains²

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	03/21/2012	07/23/2012	60	WELLS FARGO & COMPANY	\$33.29	\$34.23	\$1,997.40	\$2,054.03	(\$56.63)
888-06862	02/08/2012	07/23/2012	15	STRYKER CORP	\$50.74	\$54.90	\$761.10	\$823.43	(\$62.33)
888-06862	01/12/2012	07/23/2012	15	STRYKER CORP	\$50.74	\$52.39	\$761.10	\$785.87	(\$24.77)
888-06862	01/10/2012	07/23/2012	45	STRYKER CORP	\$50.74	\$52.09	\$2,283.29	\$2,344.23	(\$60.94)
888-06862	08/03/2011	07/23/2012	35	FMC TECHNOLOGIES INC	\$40.82	\$43.23	\$1,428.85	\$1,513.10	(\$84.25)
888-06862	03/19/2012	07/19/2012	45	LIBERTY INTERACTIVE CORP-A	\$18.48	\$19.48	\$831.50	\$876.62	(\$45.12)
888-06862	10/17/2011	07/19/2012	25	TRW AUTOMOTIVE HOLDINGS CORP	\$36.86	\$39.44	\$921.40	\$985.98	(\$64.58)
888-06862	12/27/2011	07/16/2012	45	GANNETT CO	\$14.69	\$13.65	\$660.86	\$614.07	\$46.79
888-06862	03/02/2012	07/13/2012	8	PVH CORP	\$75.75	\$84.59	\$606.02	\$676.68	(\$70.66)
888-06862	10/12/2011	07/13/2012	22	PVH CORP	\$75.75	\$66.95	\$1,666.57	\$1,472.98	\$193.59
888-06862	11/25/2011	07/12/2012	25	BP PLC-SPONS ADR	\$40.19	\$39.84	\$1,004.75	\$996.00	\$8.75
888-06862	10/28/2011	07/12/2012	20	BP PLC-SPONS ADR	\$40.19	\$45.37	\$803.80	\$907.45	(\$103.65)
888-06862	06/01/2012	07/11/2012	22	YUM! BRANDS INC	\$62.07	\$66.80	\$1,365.56	\$1,469.50	(\$103.94)
888-06862	12/22/2011	07/10/2012	55	CBRE GROUP INC	\$15.75	\$15.44	\$866.25	\$849.47	\$16.78
888-06862	09/27/2011	07/10/2012	50	CBRE GROUP INC	\$15.75	\$14.54	\$787.50	\$727.04	\$60.46
888-06862	02/22/2012	07/02/2012	30	EDISON INTERNATIONAL	\$46.12	\$41.72	\$1,383.60	\$1,251.59	\$132.01
888-06862	08/12/2011	07/02/2012	15	DTE ENERGY COMPANY	\$59.47	\$46.94	\$892.12	\$704.03	\$188.09
Total²							\$254,467.57	\$253,860.43	\$609.57

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	06/18/2012	06/24/2013	137.89	AB DISCOVERY GROWTH FND CL ADV	\$8.34	\$7.00	\$1,150.00	\$965.23	\$184.77
888-06862	06/18/2012	06/24/2013	68.842	AB DISCOVERY VALUE FUND CL ADV	\$19.61	\$16.02	\$1,350.00	\$1,102.85	\$247.15
888-06862	06/15/2012	06/24/2013	2	CHIPOTLE MEXICAN GRILL-CL A	\$358.96	\$400.96	\$717.92	\$801.92	(\$84.00)
888-06862	06/15/2012	06/24/2013	11	MCDONALD'S CORP	\$97.51	\$90.45	\$1,072.66	\$994.94	\$77.72
888-06862	05/18/2012	06/24/2013	5	SHERWIN-WILLIAMS CO/THE	\$175.04	\$116.17	\$875.18	\$580.86	\$294.32
888-06862	04/27/2012	06/24/2013	30	DELTA AIR LINES INC	\$17.53	\$10.59	\$525.76	\$317.77	\$207.99
888-06862	03/29/2012	06/24/2013	22	WELLS FARGO & COMPANY	\$39.99	\$33.81	\$879.75	\$743.80	\$135.95

Capital Gains

Account: THE FRANKLIN FUND (888-06862)
July 1, 2012 - June 30, 2013

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	03/21/2012	06/24/2013	18	WELLS FARGO & COMPANY	\$39.99	\$34.23	\$719.80	\$616.21	\$103.59
888-06862	03/19/2012	06/24/2013	15	CISCO SYSTEMS INC	\$24.19	\$20.20	\$362.85	\$302.97	\$59.88
888-06862	03/15/2012	06/24/2013	5	VISA INC - CLASS A SHRS	\$178.60	\$117.30	\$893.01	\$586.48	\$306.53
888-06862	02/29/2012	06/24/2013	25	CISCO SYSTEMS INC	\$24.19	\$19.97	\$604.75	\$499.30	\$105.45
888-06862	02/01/2012	06/24/2013	25	CIT GROUP INC	\$44.11	\$39.02	\$1,102.81	\$975.41	\$127.40
888-06862	01/06/2012	06/24/2013	20	HEALTH NET INC	\$30.71	\$32.41	\$614.27	\$648.11	(\$33.84)
888-06862	10/24/2011	06/24/2013	5	PRECISION CASTPARTS CORP	\$211.22	\$172.38	\$1,056.09	\$861.88	\$194.21
888-06862	08/08/2011	06/24/2013	50	HEWLETT-PACKARD CO	\$23.53	\$31.52	\$1,176.50	\$1,575.86	(\$399.36)
888-06862	07/21/2011	06/24/2013	10	DELTA AIR LINES INC	\$17.53	\$8.13	\$175.25	\$81.32	\$93.93
888-06862	05/19/2011	06/24/2013	25	CITIGROUP INC	\$45.81	\$41.37	\$1,145.22	\$1,034.32	\$110.90
888-06862	03/14/2011	06/24/2013	10	WELLPOINT INC	\$80.00	\$67.19	\$800.02	\$671.86	\$128.16
888-06862	06/12/2012	06/13/2013	105	US BANCORP	\$35.29	\$30.48	\$3,705.64	\$3,200.26	\$505.38
888-06862	05/24/2012	06/12/2013	3	F5 NETWORKS INC	\$74.41	\$109.62	\$223.24	\$328.85	(\$105.61)
888-06862	02/03/2012	06/06/2013	30	KROGER CO	\$33.04	\$24.04	\$991.08	\$721.20	\$269.88
888-06862	03/24/2011	06/06/2013	35	ALTRIA GROUP INC	\$35.65	\$25.82	\$1,247.67	\$903.71	\$343.96
888-06862	05/24/2012	06/05/2013	11	F5 NETWORKS INC	\$76.94	\$109.62	\$846.32	\$1,205.78	(\$359.46)
888-06862	04/20/2012	06/05/2013	1	F5 NETWORKS INC	\$76.94	\$133.20	\$76.94	\$133.20	(\$56.26)
888-06862	03/27/2012	06/04/2013	15	NATIONAL - OILWELL INC	\$69.80	\$78.32	\$1,046.97	\$1,174.84	(\$127.87)
888-06862	11/14/2011	05/28/2013	125	MICRON TECHNOLOGY INC	\$11.81	\$5.32	\$1,476.01	\$664.96	\$811.05
888-06862	11/03/2011	05/28/2013	70	MICRON TECHNOLOGY INC	\$11.81	\$5.67	\$826.57	\$396.74	\$429.83
888-06862	10/24/2011	05/17/2013	5	PRECISION CASTPARTS CORP	\$212.02	\$172.38	\$1,060.08	\$861.89	\$198.19
888-06862	08/08/2011	05/16/2013	23	UNITEDHEALTH GROUP INC	\$61.48	\$42.64	\$1,413.98	\$980.74	\$433.24
888-06862	07/05/2011	05/10/2013	40	TYSON FOODS INC-CL A	\$24.76	\$19.25	\$990.26	\$769.88	\$220.38
888-06862	10/18/2011	05/07/2013	50	APPLIED MATERIALS INC	\$14.80	\$11.56	\$739.80	\$578.08	\$161.72
888-06862	03/24/2011	05/07/2013	50	ALTRIA GROUP INC	\$36.41	\$25.82	\$1,820.60	\$1,291.00	\$529.60
888-06862	02/03/2012	05/06/2013	20	KROGER CO	\$34.57	\$24.04	\$691.46	\$480.80	\$210.66
888-06862	07/26/2011	05/06/2013	30	KROGER CO	\$34.57	\$25.01	\$1,037.18	\$750.23	\$286.95
888-06862	03/15/2012	05/02/2013	40	TIBCO SOFTWARE INC	\$19.24	\$30.53	\$769.70	\$1,221.35	(\$451.65)
888-06862	04/08/2011	05/02/2013	15	WELLPOINT INC	\$73.46	\$68.91	\$1,101.97	\$1,033.64	\$68.33
888-06862	08/11/2011	05/01/2013	10	UNITEDHEALTH GROUP INC	\$59.48	\$42.81	\$594.80	\$428.12	\$166.68

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	08/08/2011	05/01/2013	2	UNITEDHEALTH GROUP INC	\$59.48	\$42.64	\$118.96	\$85.28	\$33.68
888-06862	09/15/2011	04/25/2013	15	INTUIT INC	\$56.05	\$48.18	\$840.75	\$722.74	\$118.01
888-06862	08/24/2011	04/25/2013	15	INTUIT INC	\$56.05	\$45.53	\$840.75	\$682.99	\$157.76
888-06862	01/11/2011	04/25/2013	15	INTUIT INC	\$56.05	\$47.59	\$840.75	\$713.87	\$126.88
888-06862	11/03/2011	04/08/2013	130	MICRON TECHNOLOGY INC	\$9.28	\$5.67	\$1,207.01	\$736.80	\$470.21
888-06862	07/05/2011	03/22/2013	15	TYSON FOODS INC-CL A	\$24.04	\$19.25	\$360.61	\$288.71	\$71.90
888-06862	07/05/2011	03/22/2013	5	TYSON FOODS INC-CL A	\$24.04	\$19.25	\$120.21	\$96.24	\$23.97
888-06862	05/04/2011	03/22/2013	25	TYSON FOODS INC-CL A	\$24.04	\$19.45	\$601.03	\$486.23	\$114.80
888-06862	10/13/2011	03/21/2013	1	LORILLARD INC	\$39.82	\$38.83	\$39.82	\$38.83	\$0.99
888-06862	08/15/2011	03/21/2013	69	LORILLARD INC	\$39.82	\$34.63	\$2,747.24	\$2,389.78	\$357.46
888-06862	05/02/2011	03/21/2013	25	CITIGROUP INC	\$45.99	\$45.46	\$1,149.80	\$1,136.40	\$13.40
888-06862	04/19/2011	03/21/2013	5	CITIGROUP INC	\$45.99	\$44.74	\$229.96	\$223.72	\$6.24
888-06862	04/19/2011	03/21/2013	35	CITIGROUP INC	\$45.99	\$44.74	\$1,609.72	\$1,566.00	\$43.72
888-06862	03/12/2012	03/19/2013	17	MCKESSON CORP	\$105.82	\$86.32	\$1,798.89	\$1,467.49	\$331.40
888-06862	01/27/2012	03/14/2013	155	MGM RESORTS INTERNATIONAL	\$13.28	\$13.05	\$2,058.77	\$2,023.25	\$35.52
888-06862	10/13/2011	03/05/2013	20	LORILLARD INC	\$38.52	\$38.83	\$770.31	\$776.53	(\$6.22)
888-06862	01/27/2012	02/19/2013	20	MGM RESORTS INTERNATIONAL	\$12.80	\$13.05	\$256.09	\$261.06	(\$4.97)
888-06862	10/10/2011	02/15/2013	25	BP PLC-SPONS ADR	\$41.97	\$38.18	\$1,049.16	\$954.43	\$94.73
888-06862	10/07/2011	02/15/2013	35	BP PLC-SPONS ADR	\$41.97	\$37.07	\$1,468.83	\$1,297.46	\$171.37
888-06862	09/14/2011	02/15/2013	60	BP PLC-SPONS ADR	\$41.97	\$38.22	\$2,518.00	\$2,293.16	\$224.84
888-06862	08/11/2011	02/15/2013	40	BP PLC-SPONS ADR	\$41.97	\$39.65	\$1,678.67	\$1,586.09	\$92.58
888-06862	08/11/2011	02/15/2013	20	UNITEDHEALTH GROUP INC	\$57.17	\$42.81	\$1,143.33	\$856.25	\$287.08
888-06862	11/10/2011	02/12/2013	15	ASTRAZENECA PLC-SPONS ADR	\$47.23	\$45.47	\$708.51	\$682.12	\$26.39
888-06862	03/08/2011	02/06/2013	25	AT&T INC	\$35.37	\$28.52	\$884.16	\$713.04	\$171.12
888-06862	10/05/2011	01/28/2013	45	NV ENERGY INC	\$18.73	\$14.21	\$842.90	\$639.62	\$203.28
888-06862	08/16/2011	01/28/2013	90	NV ENERGY INC	\$18.73	\$14.55	\$1,685.79	\$1,309.44	\$376.35
888-06862	11/01/2011	01/23/2013	10	UNITEDHEALTH GROUP INC	\$55.73	\$46.20	\$557.26	\$462.03	\$95.23
888-06862	08/11/2011	01/23/2013	5	UNITEDHEALTH GROUP INC	\$55.73	\$42.81	\$278.63	\$214.06	\$64.57
888-06862	01/25/2011	01/23/2013	30	DELTA AIR LINES INC	\$13.88	\$11.70	\$416.42	\$351.08	\$65.34
888-06862	07/13/2011	01/22/2013	25	KROGER CO	\$27.32	\$25.41	\$683.05	\$635.36	\$47.69

Capital Gains

Account: THE FRANKLIN FUND (888-06862)
 July 1, 2012 - June 30, 2013

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	11/01/2011	01/07/2013	5	UNITEDHEALTH GROUP INC	\$52.03	\$46.20	\$260.13	\$231.01	\$29.12
888-06862	06/17/2011	01/07/2013	15	UNITEDHEALTH GROUP INC	\$52.03	\$50.09	\$780.38	\$751.34	\$29.04
888-06862	01/19/2011	12/07/2012	6	EOG RESOURCES INC	\$117.58	\$102.20	\$705.51	\$613.17	\$92.34
888-06862	08/18/2011	12/03/2012	15	LAS VEGAS SANDS CORP	\$47.03	\$41.73	\$705.43	\$625.97	\$79.46
888-06862	05/04/2011	11/12/2012	45	TYSON FOODS INC-CL A	\$16.88	\$19.45	\$759.78	\$875.21	(\$115.43)
888-06862	11/04/2011	11/09/2012	35	TRANSOCEAN LTD	\$46.49	\$49.66	\$1,627.05	\$1,738.10	(\$111.05)
888-06862	08/02/2011	11/09/2012	20	TRANSOCEAN LTD	\$46.49	\$60.31	\$929.74	\$1,206.16	(\$276.42)
888-06862	10/13/2011	10/26/2012	10	LORILLARD INC	\$113.73	\$116.48	\$1,137.30	\$1,164.81	(\$27.51)
888-06862	09/22/2011	10/26/2012	30	GENERAL MOTORS CO	\$23.33	\$20.34	\$699.86	\$610.17	\$89.69
888-06862	08/11/2011	10/23/2012	25	THE WALT DISNEY CO	\$50.86	\$32.26	\$1,271.40	\$806.56	\$464.84
888-06862	06/22/2011	09/28/2012	20	GENERAL MOTORS CO	\$22.81	\$30.02	\$456.28	\$600.46	(\$144.18)
888-06862	06/08/2011	09/28/2012	50	GENERAL MOTORS CO	\$22.81	\$28.91	\$1,140.70	\$1,445.43	(\$304.73)
888-06862	05/02/2011	09/27/2012	5	CITIGROUP INC	\$33.15	\$45.46	\$165.76	\$227.28	(\$61.52)
888-06862	03/30/2011	09/27/2012	37	CITIGROUP INC	\$33.15	\$45.58	\$1,226.60	\$1,686.41	(\$459.81)
888-06862	03/10/2011	09/27/2012	25	CITIGROUP INC	\$33.15	\$45.86	\$828.78	\$1,146.38	(\$317.60)
888-06862	07/22/2011	09/13/2012	20	TRANSOCEAN LTD	\$45.82	\$64.22	\$916.31	\$1,284.48	(\$368.17)
888-06862	07/20/2011	09/13/2012	10	EOG RESOURCES INC	\$115.24	\$104.29	\$1,152.37	\$1,042.86	\$109.51
888-06862	01/19/2011	09/13/2012	4	EOG RESOURCES INC	\$115.24	\$102.20	\$460.95	\$408.78	\$52.17
888-06862	07/27/2011	08/27/2012	100	APPLIED MATERIALS INC	\$11.70	\$12.75	\$1,170.00	\$1,274.95	(\$104.95)
888-06862	08/08/2011	08/16/2012	30	GILEAD SCIENCES INC	\$57.12	\$36.86	\$1,713.50	\$1,105.69	\$607.81
888-06862	06/13/2011	08/16/2012	25	VIACOM INC-CLASS B	\$49.87	\$47.48	\$1,246.77	\$1,187.04	\$59.73
888-06862	08/11/2011	08/15/2012	20	BP PLC-SPONS ADR	\$42.43	\$39.65	\$848.56	\$793.04	\$55.52
888-06862	08/08/2011	08/15/2012	5	HEWLETT-PACKARD CO	\$19.31	\$31.52	\$96.55	\$157.59	(\$61.04)
888-06862	05/25/2011	08/15/2012	20	HEWLETT-PACKARD CO	\$19.31	\$35.98	\$386.22	\$719.55	(\$333.33)
888-06862	05/25/2011	08/15/2012	40	MCGRAW-HILL COMPANIES INC	\$49.05	\$42.32	\$1,961.82	\$1,692.99	\$268.83
888-06862	04/25/2011	08/15/2012	15	WELLPOINT INC	\$57.42	\$72.13	\$861.24	\$1,082.00	(\$220.76)
888-06862	04/08/2011	08/15/2012	10	WELLPOINT INC	\$57.42	\$68.91	\$574.16	\$689.09	(\$114.93)
888-06862	03/09/2011	08/15/2012	30	CITIGROUP INC	\$28.84	\$46.36	\$865.28	\$1,390.77	(\$525.49)
888-06862	02/25/2011	08/15/2012	15	HEWLETT-PACKARD CO	\$19.31	\$42.69	\$289.66	\$640.29	(\$350.63)
888-06862	02/23/2011	08/15/2012	28	CITIGROUP INC	\$28.84	\$46.15	\$807.59	\$1,292.08	(\$484.49)

Taxable Long-Term Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	02/23/2011	08/15/2012	15	HEWLETT-PACKARD CO	\$19.31	\$43.18	\$289.66	\$647.70	(\$358.04)
888-06862	08/10/2011	08/13/2012	25	CENTURYLINK INC	\$42.83	\$33.61	\$1,070.74	\$840.30	\$230.44
888-06862	08/08/2011	08/13/2012	20	GILEAD SCIENCES INC	\$56.44	\$36.86	\$1,128.84	\$737.12	\$391.72
888-06862	03/11/2011	08/10/2012	20	LEAR CORP	\$39.66	\$50.89	\$793.20	\$1,017.89	(\$224.69)
888-06862	05/19/2011	08/09/2012	20	GENERAL MILLS INC	\$38.53	\$39.89	\$770.63	\$797.76	(\$27.13)
888-06862	05/16/2011	08/09/2012	35	GENERAL MILLS INC	\$38.53	\$39.56	\$1,348.60	\$1,384.62	(\$36.02)
888-06862	01/20/2011	08/09/2012	8	ROCKWELL AUTOMATION INC	\$70.85	\$74.75	\$566.76	\$598.00	(\$31.24)
888-06862	05/31/2011	08/03/2012	20	VIACOM INC-CLASS B	\$46.25	\$50.20	\$924.92	\$1,003.94	(\$79.02)
888-06862	05/09/2011	07/30/2012	30	LAM RESEARCH CORP	\$34.14	\$48.39	\$1,024.20	\$1,451.78	(\$427.58)
888-06862	07/20/2011	07/26/2012	15	COVIDIEN PLC	\$53.88	\$51.81	\$808.13	\$777.18	\$30.95
888-06862	05/19/2011	07/26/2012	25	COVIDIEN PLC	\$53.88	\$57.28	\$1,346.88	\$1,432.01	(\$85.13)
888-06862	03/30/2011	07/26/2012	15	DANAHER CORP	\$52.11	\$52.14	\$781.63	\$782.13	(\$0.50)
888-06862	05/26/2011	07/23/2012	30	FMC TECHNOLOGIES INC	\$40.82	\$43.73	\$1,224.72	\$1,311.88	(\$87.16)
888-06862	03/24/2011	07/23/2012	10	ALLERGAN INC	\$84.95	\$69.77	\$849.49	\$697.68	\$151.81
888-06862	03/15/2011	07/23/2012	10	ALLERGAN INC	\$84.95	\$69.58	\$849.50	\$695.75	\$153.75
888-06862	01/07/2011	07/23/2012	13	ALLERGAN INC	\$84.95	\$70.16	\$1,104.35	\$912.13	\$192.22
888-06862	05/23/2011	07/19/2012	25	TRW AUTOMOTIVE HOLDINGS CORP	\$36.86	\$54.00	\$921.40	\$1,350.09	(\$428.69)
888-06862	05/26/2011	07/18/2012	15	BORGWARNER INC	\$64.87	\$69.93	\$972.98	\$1,048.92	(\$75.94)
888-06862	03/23/2011	07/18/2012	10	BORGWARNER INC	\$64.87	\$74.56	\$648.65	\$745.63	(\$96.98)
Total							\$108,858.45	\$102,898.59	\$5,959.86

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	12/01/2010	06/24/2013	25	KROGER CO	\$34.20	\$23.79	\$854.98	\$594.73	\$260.25
888-06862	11/23/2010	06/24/2013	5	HEALTH NET INC	\$30.71	\$26.45	\$153.57	\$132.24	\$21.33
888-06862	06/30/2010	06/24/2013	5	JOHNSON & JOHNSON	\$84.97	\$59.22	\$424.85	\$296.09	\$128.76
888-06862	05/27/2010	06/24/2013	245	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	\$11.41	\$10.19	\$2,800.00	\$2,500.62	\$299.38
888-06862	01/29/2010	06/24/2013	20	NOBLE ENERGY INC	\$60.02	\$37.34	\$1,200.37	\$746.81	\$453.56
888-06862	01/18/2006	06/24/2013	10	SCHLUMBERGER LTD	\$71.83	\$54.22	\$718.26	\$542.15	\$176.11



BERNSTEIN

Global Wealth Management

Capital Gains

Account: THE FRANKLIN FUND (888-06862)

July 1, 2012 - June 30, 2013

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	07/11/2005	06/24/2013	2	APPLE INC	\$403 12	\$38 20	\$806 24	\$76 39	\$729 85
888-06862	12/16/2004	06/24/2013	1	GOOGLE INC-CL A	\$873 26	\$178 90	\$873 26	\$178 90	\$694 36
888-06862	07/11/2005	06/17/2013	3	APPLE INC	\$433 70	\$38 20	\$1,301 10	\$114 59	\$1,186 51
888-06862	12/01/2010	06/06/2013	10	KROGER CO	\$33 04	\$23 79	\$330 36	\$237 89	\$92 47
888-06862	05/27/2010	05/08/2013	825 083	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	\$12 12	\$10 19	\$10,000 00	\$8,407 60	\$1,592 40
888-06862	06/13/2006	05/03/2013	55	PFIZER INC	\$28 97	\$23 24	\$1,593.34	\$1,278 37	\$314 97
888-06862	06/09/2006	05/03/2013	20	PFIZER INC	\$28 97	\$23 57	\$579 40	\$471 38	\$108 02
888-06862	01/18/2006	05/01/2013	20	SCHLUMBERGER LTD	\$73 67	\$54 21	\$1,473 41	\$1,084 29	\$389 12
888-06862	12/16/2010	04/25/2013	10	INTUIT INC	\$56 05	\$48 75	\$560 50	\$487 50	\$73 00
888-06862	05/17/2010	04/10/2013	45	ASTRAZENECA PLC-SPONS ADR	\$50 95	\$42 07	\$2,292 77	\$1,893 37	\$399 40
888-06862	12/16/2004	04/04/2013	1	GOOGLE INC-CL A	\$794 05	\$178 90	\$794 05	\$178 90	\$615 15
888-06862	12/20/2010	02/12/2013	15	ASTRAZENECA PLC-SPONS ADR	\$47 23	\$45 86	\$708 51	\$687 93	\$20 58
888-06862	05/17/2010	02/12/2013	35	ASTRAZENECA PLC-SPONS ADR	\$47 23	\$42 07	\$1,653 19	\$1,472 62	\$180 57
888-06862	05/17/2010	02/12/2013	40	ASTRAZENECA PLC-SPONS ADR	\$47 23	\$42 08	\$1,889 36	\$1,683 00	\$206 36
888-06862	12/23/2010	01/24/2013	12	CITRIX SYSTEMS INC	\$69 33	\$68 47	\$831 95	\$821 69	\$10 26
888-06862	06/09/2006	01/10/2013	25	PFIZER INC	\$26 72	\$23 57	\$667 96	\$589 22	\$78 74
888-06862	01/18/2006	12/20/2012	10	SCHLUMBERGER LTD	\$71 05	\$54 22	\$710 50	\$542 15	\$168 35
888-06862	10/08/2010	12/07/2012	2	EOG RESOURCES INC	\$117 58	\$99 17	\$235 17	\$198 33	\$36 84
888-06862	07/11/2005	11/28/2012	3	APPLE INC	\$582 41	\$38 20	\$1,747 22	\$114.59	\$1,632 63
888-06862	04/07/2003	11/21/2012	36 124	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14 23	\$13 26	\$514 05	\$479 00	\$35 05
888-06862	11/29/2010	11/16/2012	35	ASTRAZENECA PLC-SPONS ADR	\$44 39	\$47 31	\$1,553 79	\$1,655 81	(\$102 02)
888-06862	12/16/2010	10/23/2012	15	INTUIT INC	\$59 52	\$48 75	\$892 84	\$731 25	\$161 59
888-06862	07/02/2009	10/22/2012	10	TIME WARNER CABLE	\$99 01	\$30 73	\$990 08	\$307 26	\$682 82
888-06862	04/07/2003	10/18/2012	292 398	BERNSTEIN INTERNATIONAL PORTFOLIO	\$13 68	\$12 81	\$4,000 00	\$3,745 83	\$254 17
888-06862	07/11/2005	10/04/2012	25	GILEAD SCIENCES INC	\$69 65	\$22 82	\$1,741 14	\$570 62	\$1,170 52
888-06862	07/11/2005	09/27/2012	25	GILEAD SCIENCES INC	\$66 68	\$22 83	\$1,667 00	\$570 63	\$1,096 37
888-06862	08/06/2009	09/19/2012	2	NVR INC	\$864 69	\$598 92	\$1,729 37	\$1,197 84	\$531 53

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	09/03/2009	09/18/2012	15	DANAHER CORP	\$54.90	\$31.80	\$823.49	\$476.98	\$346.51
888-06862	09/30/2010	09/14/2012	5	STARBUCKS CORP	\$50.77	\$25.50	\$253.83	\$127.48	\$126.35
888-06862	09/17/2010	08/29/2012	90	GANNETT CO	\$15.06	\$13.42	\$1,355.40	\$1,207.50	\$147.90
888-06862	02/03/2010	08/28/2012	10	NOBLE ENERGY INC	\$87.04	\$76.74	\$870.41	\$767.43	\$102.98
888-06862	01/29/2010	08/28/2012	1	NOBLE ENERGY INC	\$87.04	\$74.68	\$87.04	\$74.68	\$12.36
888-06862	07/01/2010	08/21/2012	17	MARATHON PETROLEUM CORP	\$49.57	\$24.95	\$842.71	\$424.12	\$418.59
888-06862	05/17/2010	08/21/2012	55	MARATHON PETROLEUM CORP	\$49.57	\$24.46	\$2,726.41	\$1,345.15	\$1,381.26
888-06862	05/04/2010	08/20/2012	17	EOG RESOURCES INC	\$109.61	\$109.42	\$1,863.35	\$1,860.13	\$3.22
888-06862	07/02/2009	08/20/2012	20	TIME WARNER CABLE	\$89.47	\$30.73	\$1,789.33	\$614.53	\$1,174.80
888-06862	09/03/2009	08/17/2012	15	DANAHER CORP	\$53.39	\$31.80	\$800.88	\$476.99	\$323.89
888-06862	06/09/2009	08/17/2012	20	DANAHER CORP	\$53.39	\$31.92	\$1,067.84	\$638.35	\$429.49
888-06862	07/11/2005	08/16/2012	5	GILEAD SCIENCES INC	\$57.12	\$22.82	\$285.58	\$114.12	\$171.46
888-06862	07/12/2010	08/15/2012	20	HEWLETT-PACKARD CO	\$19.31	\$45.44	\$386.22	\$908.82	(\$522.60)
888-06862	06/24/2010	08/13/2012	35	JOHNSON & JOHNSON	\$68.38	\$59.51	\$2,393.24	\$2,082.74	\$310.50
888-06862	05/27/2010	08/13/2012	59 781	BERNSTEIN EMERGING MARKETS PORTFOLIO	\$26.02	\$26.72	\$1,539.95	\$1,597.18	(\$57.23)
888-06862	05/27/2010	08/13/2012	363 051	OVERLAY B PORTFOLIO CLASS 1	\$10.88	\$10.29	\$3,950.00	\$3,735.79	\$214.21
888-06862	05/27/2010	08/13/2012	2651 007	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	\$10.43	\$10.19	\$27,650.00	\$27,013.76	\$636.24
888-06862	06/09/2006	08/13/2012	125	PFIZER INC	\$23.70	\$23.57	\$2,962.76	\$2,946.10	\$16.66
888-06862	04/07/2003	08/13/2012	1175 233	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	\$14.15	\$13.26	\$16,629.54	\$15,583.59	\$1,045.95
888-06862	04/07/2003	08/13/2012	223.55	BERNSTEIN INTERNATIONAL PORTFOLIO	\$12.99	\$12.81	\$2,903.91	\$2,863.84	\$40.07
888-06862	06/29/2010	08/10/2012	30	LEAR CORP	\$39.66	\$34.00	\$1,189.80	\$1,020.03	\$169.77
888-06862	06/09/2006	08/01/2012	50	PFIZER INC	\$24.05	\$23.57	\$1,202.38	\$1,178.44	\$23.94
888-06862	11/16/2010	07/23/2012	22	ALLERGAN INC	\$84.95	\$68.55	\$1,868.89	\$1,508.04	\$360.85
888-06862	07/11/2005	07/20/2012	10	APPLE INC	\$606.93	\$38.20	\$6,069.27	\$381.97	\$5,687.30
888-06862	02/02/2010	07/19/2012	14	NOBLE ENERGY INC	\$88.09	\$76.77	\$1,233.22	\$1,074.72	\$158.50
888-06862	11/06/2009	07/19/2012	90	FORD MOTOR CO	\$9.35	\$7.61	\$841.64	\$685.31	\$156.33
888-06862	09/17/2010	07/16/2012	5	GANNETT CO	\$14.69	\$13.42	\$73.43	\$67.08	\$6.35

Taxable Long-Term Non-Covered Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	05/27/2010	07/02/2012	372.087	OVERLAY B PORTFOLIO CLASS 1	\$10.75	\$10.29	\$3,999.94	\$3,828.78	\$171.16
			Total				\$135,949.05	\$109,193.24	\$26,755.81

Taxable Cash in Lieu Capital Gains³

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-06862	N/A	05/10/2013	0	CST BRANDS INC	\$0.00	\$0.00	\$24.43	\$0.00	\$24.43
888-06862	N/A	11/12/2012	0	KRAFT FOODS GROUP INC-W/I	\$0.00	\$0.00	\$30.38	\$0.00	\$30.38
			Total				\$54.81	\$0.00	\$54.81

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description	Amount
888-06862	12/26/2012	AB DISCOVERY VALUE FUND CL ADV LONG CAPITAL GAIN	\$301.52
888-06862	12/17/2012	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN	\$90.01
888-06862	12/14/2012	OVERLAY B PORTFOLIO CLASS 1 LONG CAPITAL GAIN	\$609.49
		Total	\$1,001.02

² The total gain/loss may not always be the difference between total cost and total proceeds due to disallowed losses from wash sales

³ Cash in Lieu Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers

Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report

Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor.

¹Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other investment that receives a K-1

This report includes data for closed accounts

Capital Gains

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C/O FARKOUH FURMAN FACCIO THE FRANKLIN FUND
 460 PARK AVE 12TH FL
 NEW YORK NY 10022

Capital Gains Summary From 07/01/2012 To 06/30/2013

Description	Totals
Short Term Gain/Loss	6,009.69
Long Term Gain/Loss	6,084.06
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	12,093.75
Adjusted Basis	2,047.28
Proceeds	14,141.03
Total Curr Gain/Loss	0.00

FIXED INCOME - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
11/01/2012	04/26/2013	54.27	0.00	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	11.060	10.780	600.19	585.00	ST	-15.19	0.00	600.19	0.00	0.00
10/01/2012	04/26/2013	46.49	0.00	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	11.030	10.780	512.83	501.20	ST	-11.63	0.00	512.83	0.00	0.00
09/04/2012	04/26/2013	31.65	0.00	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	10.990	10.780	347.81	341.17	ST	-6.64	0.00	347.81	0.00	0.00
12/03/2012	04/26/2013	53.12	0.00	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	11.040	10.780	586.45	572.63	ST	-13.82	0.00	586.45	0.00	0.00
ST - TERM TOTAL		185.53						2,047.28	2,000.00	ST	-47.28	0.00	2,047.28	0.00	0.00

SECTION 185.53 2,047.28 2,000.00 -47.28 0.00 2,047.28 0.00 0.00

CAPITAL GAIN DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss	
CAPITAL GAIN DIVIDENDS	12/12/2012	7,524.06		PCRIX	***PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL LCL			0.00	371.26	ST	371.26	0.00	0.00	0.00	0.00	
NONCOVERED																
CAPITAL GAIN DIVIDENDS	12/17/2012	330.09		NBHIX	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL			0.00	330.09	ST	330.09	0.00	0.00	0.00	0.00	
NONCOVERED																
CAPITAL GAIN DIVIDENDS	12/21/2012	29,231.75		NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL			0.00	5,191.56	ST	5,191.56	0.00	0.00	0.00	0.00	
NONCOVERED																
CAPITAL GAIN DIVIDENDS	12/21/2012	8,941.31		NHILX	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL			0.00	886.98	ST	886.98	0.00	0.00	0.00	0.00	
NONCOVERED																
CAPITAL GAIN DIVIDENDS	12/31/2012	329.15		NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL			0.00	-329.15	ST	-329.15	0.00	0.00	0.00	0.00	
NONCOVERED																
CAPITAL GAIN DIVIDENDS	12/31/2012	393.77		NHILX	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL			0.00	-393.77	ST	-393.77	0.00	0.00	0.00	0.00	
NONCOVERED																
ST - TERM TOTAL		46,750.13						0.00	6,056.97	ST	6,056.97	0.00	0.00	0.00	0.00	

CAPITAL GAIN DIVIDENDS	12/12/2012	7,524.06	PCRIX	***PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL L CL	0.00	150.71	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
CAPITAL GAIN DIVIDENDS	12/17/2012	3,534.31	NBHIX	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL	0.00	3,534.31	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
CAPITAL GAIN DIVIDENDS	12/21/2012	29,231.75	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	0.00	2,511.01	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
CAPITAL GAIN DIVIDENDS	12/21/2012	8,941.31	NHILX	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL	0.00	84.94	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
CAPITAL GAIN DIVIDENDS	12/31/2012	159.20	NCRLX	**NEUBERGER BERMAN CORE BD FD INSTL CL	0.00	-159.20	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
CAPITAL GAIN DIVIDENDS	12/31/2012	37.71	NHILX	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL	0.00	-37.71	LT	0.00	0.00	0.00	0.00	0.00
NONCOVE RED												
LT - TERM TOTAL		49,428.34			0.00	6,084.06	LT	0.00	0.00	0.00	0.00	0.00
SECTION TOTAL		96,178.48			0.00	12,141.03		6,056.97	0.00	0.00	0.00	0.00

*** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm

This report contains data for all accounts that were open as of the period ending date you selected. account 888-06862 (comprised of accounts 037-63790, 037-66545, and 039-23435)

Managed Assets

Cash Balances				Est.						
Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Annual Income	Yield	% of Portfolio	% of Asset Class
	CASH									
1,715.11	CASH		\$1.00	\$1.00	\$1,715	\$1,715	\$1	0.1%	0.1%	100.0%
TOTAL	Cash				\$1,715	\$1,715	\$1	0.1%	0.1%	100.0%
TOTAL	Cash Balances				\$1,715	\$1,715	\$1	0.1%	0.1%	100.0%

Fixed Income

Mutual Funds				Est.						
Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Annual Income	Yield	% of Portfolio	% of Asset Class
	TAXABLE FUND									
15,388.923	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	SNIDX	\$13.15	\$13.50	\$202,314	\$207,750 AI \$163	\$5,472	2.2%	16.7%	100.0%
TOTAL	Mutual Funds				\$202,314	\$207,913	\$5,472	2.2%	16.8%	100.0%
TOTAL	Fixed Income				\$202,314	\$207,913	\$5,472	2.2%	16.8%	100.0%

Equities

Capital Equipment				Est.						
Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Annual Income	Yield	% of Portfolio	% of Asset Class
	AEROSPACE-DEFENSE									
60	BOEING CO/THE	BA	\$95.12	\$102.44	\$5,707	\$6,146	\$116	1.9%	0.5%	0.9%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
As of June 28, 2013

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
25	PRECISION CASTPARTS CORP	PCP	\$157.90	\$226.01	\$3,948	\$5,650	\$3	0.1%	0.5%	0.9%
Total					\$9,655	\$11,797	\$119	1.0%	1.0%	1.8%
ELECTRICAL EQUIPMENT										
150	GENERAL ELECTRIC CO	GE	\$14.46	\$23.19	\$2,169	\$3,479	\$114	3.3%	0.3%	0.5%
16	VW GRAINGER INC	GWW	\$224.37	\$252.18	\$3,590	\$4,035	\$60	1.5%	0.3%	0.6%
Total					\$5,759	\$7,513	\$174	2.3%	0.6%	1.2%
MACHINERY										
45	EATON CORP PLC	ETN	\$43.39	\$65.81	\$1,953	\$2,961	\$0	0.0%	0.2%	0.5%
MISC CAPITAL GOODS										
90	DANAHER CORP	DHR	\$27.54	\$63.30	\$2,479	\$5,697	\$9	0.2%	0.5%	0.9%
75	ILLINOIS TOOL WORKS	ITW	\$62.88	\$69.17	\$4,716	\$5,188	\$114	2.2%	0.4%	0.8%
Total					\$7,195	\$10,885	\$123	1.1%	0.9%	1.7%
TOTAL Capital Equipment					\$24,562	\$33,156	\$416	1.3%	2.7%	5.1%
Consumer Cyclical										
AUTOS & AUTO PARTS OEMS										
325	FORD MOTOR CO	F	\$11.04	\$15.47	\$3,589	\$5,028	\$130	2.6%	0.4%	0.8%
50	HARLEY DAVIDSON INC	HOG	\$38.48	\$54.82	\$1,924	\$2,741	\$42	1.5%	0.2%	0.4%
Total					\$5,513	\$7,769	\$172	2.2%	0.6%	1.2%
RETAILERS										
19	AMAZON COM INC	AMZN	\$229.50	\$277.69	\$4,361	\$5,276	\$0	0.0%	0.4%	0.8%
25	COSTCO WHOLESALE CORP	COST	\$111.08	\$110.57	\$2,777	\$2,764	\$31	1.1%	0.2%	0.4%
70	EBAY INC	EBAY	\$49.19	\$51.72	\$3,443	\$3,620	\$0	0.0%	0.3%	0.6%
50	GAMESTOP CORP-CLASS A	GME	\$25.20	\$42.03	\$1,260	\$2,102	\$55	2.6%	0.2%	0.3%
75	HOME DEPOT INC	HD	\$52.43	\$77.47	\$3,932	\$5,810	\$117	2.0%	0.5%	0.9%
160	KROGER CO	KR	\$23.75	\$34.54	\$3,800	\$5,526	\$96	1.7%	0.4%	0.9%
105	MACY'S INC	M	\$33.80	\$48.00	\$3,549	\$5,040	\$105	2.1%	0.4%	0.8%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
 As of June 28, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
30	PETSMART	PETM	\$65.74	\$66.99	\$1,972	\$2,010	\$20	1.0%	0.2%	0.3%
120	TJX COMPANIES INC	TJX	\$45.08	\$50.06	\$5,410	\$6,007	\$70	1.2%	0.5%	0.9%
80	WAL-MART STORES INC	WMT	\$68.48	\$74.49	\$5,478	\$5,959	\$150	2.5%	0.5%	0.9%
	Total				\$35,981	\$44,115	\$644	1.5%	3.6%	6.8%
	TOYS									
90	ELECTRONIC ARTS INC	EA	\$23.15	\$22.97	\$2,084	\$2,067	\$0	0.0%	0.2%	0.3%
	TOTAL Consumer Cyclicals				\$43,578	\$53,951	\$816	1.5%	4.4%	8.3%
	Consumer Growth									
	DRUGS									
40	BOGEN IDEC INC	BIIB	\$144.90	\$215.20	\$5,796	\$8,608	\$0	0.0%	0.7%	1.3%
19	CELGENE CORP	CELG	\$112.75	\$116.91	\$2,142	\$2,221	\$0	0.0%	0.2%	0.3%
60	GILEAD SCIENCES INC	GILD	\$51.62	\$51.21	\$3,097	\$3,073	\$0	0.0%	0.2%	0.5%
40	MERCK & CO. INC.	MRK	\$44.56	\$46.45	\$1,782	\$1,858	\$69	3.7%	0.1%	0.3%
400	PFIZER INC	PFE	\$18.90	\$28.01	\$7,560	\$11,204	\$384	3.4%	0.9%	1.7%
25	VERTEX PHARMACEUTICALS INC	VRTX	\$46.04	\$79.87	\$1,151	\$1,997	\$0	0.0%	0.2%	0.3%
	Total				\$21,529	\$28,961	\$453	1.6%	2.3%	4.5%
	ENTERTAINMENT									
80	CBS CORP-CLASS B NON VOTING	CBS	\$48.82	\$48.87	\$3,905	\$3,910	\$38	1.0%	0.3%	0.6%
95	THE WALT DISNEY CO.	DIS	\$19.29	\$63.15	\$1,832	\$5,999	\$71	1.2%	0.5%	0.9%
65	TIME WARNER INC	TWX	\$42.75	\$57.82	\$2,779	\$3,758	\$75	2.0%	0.3%	0.6%
65	VIACOM INC-CLASS B	VIAB	\$38.68	\$68.05	\$2,514	\$4,423	\$78	1.8%	0.4%	0.7%
	Total				\$11,031	\$18,090	\$262	1.5%	1.5%	2.8%
	HOSPITAL SUPPLIES									
65	ALLERGAN INC	AGN	\$98.93	\$84.24	\$6,431	\$5,476	\$13	0.2%	0.4%	0.8%
40	BECTON DICKINSON & CO	BDX	\$76.59	\$98.83	\$3,064	\$3,953	\$79	2.0%	0.3%	0.6%
70	JOHNSON & JOHNSON	JNJ	\$58.82	\$85.86	\$4,117	\$6,010	\$185	3.1%	0.5%	0.9%
60	MEDTRONIC INC	MDT	\$42.96	\$51.47	\$2,578	\$3,088	\$67	2.2%	0.2%	0.5%

Equities										
Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Annual Income	Yield	% of Portfolio	% of Asset Class
50	PHILIP MORRIS INTERNATIONAL	PM	\$87.38	\$86.62	\$4,369	\$4,331	\$170	3.9%	0.3%	0.7%
45	REYNOLDS AMERICAN INC	RAI	\$41.41	\$48.37	\$1,863	\$2,177	\$113	5.2%	0.2%	0.3%
Total					\$7,298	\$8,957	\$407	4.5%	0.7%	1.4%
TOTAL Consumer Staples					\$26,495	\$33,194	\$982	3.0%	2.7%	5.1%
Emerging Markets Mutual Funds										
EMERGING MARKETS FUND										
1,265	219 BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEMX	\$26.59	\$25.16	\$33,645	\$31,833	\$454	1.4%	2.6%	4.9%
TOTAL Emerging Markets Mutual Funds					\$33,645	\$31,833	\$454	1.4%	2.6%	4.9%
Energy										
OFFSHORE DRILLING										
65	DIAMOND OFFSHORE DRILLING	DO	\$64.85	\$68.79	\$4,215	\$4,471	\$228	5.1%	0.4%	0.7%
OIL - CRUDE PRODUCTS										
17	EOG RESOURCES INC	EOG	\$106.85	\$131.68	\$1,816	\$2,239	\$13	0.6%	0.2%	0.3%
60	NOBLE ENERGY INC	NBL	\$34.30	\$60.04	\$2,058	\$3,602	\$34	0.9%	0.3%	0.6%
Total					\$3,874	\$5,841	\$46	0.8%	0.5%	0.9%
OIL WELL EQUIPMENT & SERVICES										
60	MARATHON PETROLEUM CORP	MPC	\$85.55	\$71.06	\$5,133	\$4,264	\$84	2.0%	0.3%	0.7%
25	NATIONAL - OILWELL INC	NOV	\$76.88	\$68.90	\$1,922	\$1,723	\$26	1.5%	0.1%	0.3%
50	SCHLUMBERGER LTD	SLB	\$46.81	\$71.66	\$2,341	\$3,583	\$63	1.7%	0.3%	0.6%
Total					\$9,396	\$9,569	\$173	1.8%	0.8%	1.5%
OILS - INTEGRATED DOMESTIC										
115	VALERO ENERGY CORP	VLO	\$41.71	\$34.77	\$4,797	\$3,999	\$92	2.3%	0.3%	0.6%
OILS - INTEGRATED INTERNATIONAL										
25	CHEVRON CORP	CVX	\$105.57	\$118.34	\$2,639	\$2,959	\$100	3.4%	0.2%	0.5%
80	EXXON MOBIL CORP	XOM	\$82.41	\$90.35	\$6,593	\$7,228	\$202	2.8%	0.6%	1.1%
Total					\$9,232	\$10,187	\$302	3.0%	0.8%	1.6%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
As of June 28, 2013

Equities	Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
TOTAL Energy						\$31,514	\$34,066	\$840	2.5%	2.7%	5.2%
Financial											
BANKS - NYC											
	105	CIT GROUP INC	CIT	\$34.84	\$46.63	\$3,658	\$4,896	\$0	0.0%	0.4%	0.8%
	135	CITIGROUP INC	C	\$36.99	\$47.97	\$4,994	\$6,476	\$5	0.1%	0.5%	1.0%
	45	JPMORGAN CHASE & CO	JPM	\$36.02	\$52.79	\$1,621	\$2,376	\$68	2.9%	0.2%	0.4%
Total						\$10,273	\$13,748	\$74	0.5%	1.1%	2.1%
FINANCE - PERSONAL LOANS											
	55	AMERICAN EXPRESS CO	AXP	\$74.92	\$74.76	\$4,121	\$4,112	\$51	1.2%	0.3%	0.6%
	70	CAPITAL ONE FINANCIAL CORP	COF	\$55.86	\$62.81	\$3,910	\$4,397	\$84	1.9%	0.4%	0.7%
	75	DISCOVER FINANCIAL SERVICES	DFS	\$41.05	\$47.64	\$3,079	\$3,573	\$60	1.7%	0.3%	0.6%
Total						\$11,110	\$12,082	\$195	1.6%	1.0%	1.9%
LIFE INSURANCE											
	30	EVEREST RE GROUP LTD	RE	\$119.12	\$128.26	\$3,574	\$3,848	\$58	1.5%	0.3%	0.6%
MAJOR REGIONAL BANKS											
	475	BANK OF AMERICA CORP	BAC	\$11.10	\$12.86	\$5,272	\$6,109	\$19	0.3%	0.5%	0.9%
	185	WELLS FARGO & COMPANY	WFC	\$31.36	\$41.27	\$5,802	\$7,635	\$222	2.9%	0.6%	1.2%
Total						\$11,074	\$13,743	\$241	1.8%	1.1%	2.1%
MISC FINANCIAL											
	13	AFFILIATED MANAGERS GROUP INC	AMG	\$134.15	\$163.94	\$1,744	\$2,131	\$0	0.0%	0.2%	0.3%
	25	BERKSHIRE HATHAWAY INC-CL B	BRK/B	\$84.51	\$111.92	\$2,113	\$2,798	\$0	0.0%	0.2%	0.4%
	19	GOLDMAN SACHS GROUP INC	GS	\$133.64	\$151.25	\$2,539	\$2,874	\$38	1.3%	0.2%	0.4%
	25	VISA INC - CLASS A SHRS	V	\$86.94	\$182.75	\$2,174	\$4,569	\$33	0.7%	0.4%	0.7%
Total						\$8,569	\$12,372	\$71	0.6%	1.0%	1.9%
MULTI-LINE INSURANCE											
	115	AMERICAN INTERNATIONAL GROUP	AIG	\$42.95	\$44.70	\$4,939	\$5,141	\$0	0.0%	0.4%	0.8%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-068662)
 As of June 28, 2013

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
110	FIDELITY NATIONAL FINANCIAL IN	FNF	\$21.24	\$23.81	\$2,336	\$2,619	\$70	2.7%	0.2%	0.4%
40	HEALTH NET INC	HNT	\$26.45	\$31.82	\$1,058	\$1,273	\$0	0.0%	0.1%	0.2%
100	WELLPOINT INC	WLP	\$64.94	\$81.84	\$6,494	\$8,184	\$150	1.8%	0.7%	1.3%
	Total				\$14,827	\$17,216	\$220	1.3%	1.4%	2.7%
	PROPERTY - CASUALTY INSURANCE									
40	CHUBB CORP	CB	\$86.40	\$84.65	\$3,456	\$3,386	\$70	2.1%	0.3%	0.5%
30	PARTNERRE LTD	PRE	\$84.52	\$90.56	\$2,536	\$2,717	\$72	2.7%	0.2%	0.4%
	Total				\$5,992	\$6,103	\$142	2.3%	0.5%	0.9%
	TOTAL Financial				\$65,420	\$79,111	\$1,001	1.3%	6.4%	12.2%
	Industrial Resources									
	CHEMICALS									
70	LYONDELLBASELL INDU-CL A	LYB	\$24.53	\$66.26	\$1,717	\$4,638	\$7	0.2%	0.4%	0.7%
	FERTILIZERS									
40	MONSANTO CO	MON	\$99.16	\$98.80	\$3,967	\$3,952	\$60	1.5%	0.3%	0.6%
	MISC INDUSTRIAL COMMODITIES									
35	INTERCONTINENTALEXCHANGE INC	ICE	\$134.17	\$177.76	\$4,696	\$6,222	\$0	0.0%	0.5%	1.0%
	TOTAL Industrial Resources				\$10,380	\$14,812	\$67	0.5%	1.2%	2.3%
	International Equity Mutual Funds									
	INTERNATIONAL EQUITY FUND									
11,892	745 BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	\$12.81	\$14.34	\$152,404	\$170,542	\$3,140	1.8%	13.7%	26.3%
	TOTAL International Equity Mutual Funds				\$152,404	\$170,542	\$3,140	1.8%	13.7%	26.3%
	Mutual Funds									
	MUTUAL FUNDS									
1,314	176 AB DISCOVERY GROWTH FND CL ADV	CHCYX	\$7.00	\$8.59	\$9,199	\$11,289	\$0	0.0%	0.9%	1.7%
556	818 AB DISCOVERY VALUE FUND CL ADV	ABYSX	\$16.11	\$20.37	\$8,969	\$11,342	\$0	0.0%	0.9%	1.7%
	Total				\$18,168	\$22,631	\$0	0.0%	1.8%	3.5%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
 As of June 28, 2013

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Equities										
TOTAL Mutual Funds										
					\$18,168	\$22,631	\$0	0.0%	1.8%	3.5%
Non-Financial										
	HOME BUILDING									
	130 PULTE GROUP INC	PHM	\$14.97	\$18.97	\$1,946	\$2,466	\$0	0.0%	0.2%	0.4%
	MISC BUILDING									
	11 SHERWIN-WILLIAMS CO/THE	SHW	\$116.17	\$176.60	\$1,278	\$1,943	\$22	1.1%	0.2%	0.3%
TOTAL Non-Financial										
					\$3,224	\$4,409	\$22	0.5%	0.4%	0.7%
Services										
AIR TRANSPORT										
	80 DELTA AIR LINES INC	DAL	\$8.13	\$18.71	\$651	\$1,497	\$19	1.3%	0.1%	0.2%
RAILROADS										
	45 UNION PACIFIC CORP	UNP	\$121.70	\$154.28	\$5,476	\$6,943	\$124	1.8%	0.6%	1.1%
TOTAL Services										
					\$6,127	\$8,439	\$143	1.7%	0.7%	1.3%
Technology										
COMMUNICATION - EQUIP. MFRS										
	145 CISCO SYSTEMS INC	CSCO	\$18.85	\$24.31	\$2,734	\$3,525	\$99	2.8%	0.3%	0.5%
COMPUTER SERVICES/SOFTWARE										
	50 ANSYS INC	ANSS	\$60.65	\$73.10	\$3,033	\$3,655	\$0	0.0%	0.3%	0.6%
	55 CITRIX SYSTEMS INC	CTXS	\$59.32	\$60.33	\$3,263	\$3,318	\$0	0.0%	0.3%	0.5%
	90 COGNIZANT TECH SOLUTIONS-A	CTSH	\$72.33	\$62.61	\$6,510	\$5,635	\$0	0.0%	0.5%	0.9%
	85 FIDELITY NATIONAL INFORMATION	FIS	\$33.03	\$42.84	\$2,808	\$3,641	\$75	2.1%	0.3%	0.6%
	55 FISERV INC	FISV	\$82.77	\$87.41	\$4,553	\$4,808	\$0	0.0%	0.4%	0.7%
	11 LINKEDIN CORP - A	LNKD	\$98.39	\$178.30	\$1,082	\$1,961	\$0	0.0%	0.2%	0.3%
	80 MICROSOFT CORP	MSFT	\$28.60	\$34.53	\$2,288	\$2,762	\$74	2.7%	0.2%	0.4%
	5 PRICELINE COM INC	PCLN	\$740.32	\$827.13	\$3,702	\$4,136	\$0	0.0%	0.3%	0.6%
Total										
					\$27,237	\$29,916	\$148	0.5%	2.4%	4.6%

Portfolio Holdings and Valuation

Account: THE FRANKLIN FUND (888-06862)
 As of June 28, 2013

Dynamic Asset Allocation Overlay

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class				
Mutual Funds														
MUTUAL FUNDS														
4,024,063	OVERLAY B PORTFOLIO CLASS 1	SBOOX	\$10.32	\$10.88	\$41,524	\$43,782	\$559	1.3%	3.5%	11.5%				
28,843,505	TAX-AWARE OVERLAY A PORTFOLIO CLASS 1	SATOX	\$10.22	\$11.70	\$294,682	\$337,469	\$1,125	0.3%	27.2%	88.5%				
Total							\$336,206	\$381,251	0.4%	30.7%	100.0%			
TOTAL Mutual Funds							\$336,206	\$381,251	0.4%	30.7%	100.0%			
TOTAL Dynamic Asset Allocation Overlay							\$336,206	\$381,251	0.4%	30.7%	100.0%			
NET PORTFOLIO VALUE														
Quantity Holding							Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
NET PORTFOLIO VALUE							\$1,078,678	\$1,240,591	\$17,488	1.3%				

Notes

- AI = Accrued Income (interest and dividends)
- Dynamic Asset Allocation Overlay Portfolio yields are estimates based on stock dividends and income from cash and directly held fixed income securities in the fund, net of estimated fund expenses. Actual dividends, which are distributed annually, can vary significantly due to tax treatment of foreign currency and various instruments. In addition to these dividends the funds may also make annual distributions of short and long-term capital gains.
- Fixed income fund yields are calculated using the 30 day S E C yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income.
- International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses. These dividends are distributed annually. Additionally, the funds may make annual distributions of short and long-term capital gains.
- Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

June 2013

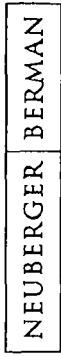
Client Statement

For the period 06/01/2013 to 06/28/2013

NB Account Number: 593-01813 JPMCC Account: 541-14508 G70

Base Currency: USD

THE FRANKLIN FUND



Neuberger Berman LLC
605 Third Avenue
New York, NY 10158-3698

Clearing Agent:
J.P. Morgan Clearing Corp.
3 Chase Metrotech Center,
Brooklyn, NY 11245
(212) 270-6000

Your account is overseen by
Neuberger Berman
Trust Company N.A.

Account Value Summary:

Last Period

1,055,789.56

This Period

1,034,692.36

THE FRANKLIN FUND
C/O FARKOUH FURMAN FACCIO
460 PARK AVE 12TH FL
NEW YORK NY 10022-1906

JUDY A KENNEY
WEALTH ADVISOR
Neuberger Berman LLC
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Phone: 212.476.5754
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Items For Your Attention

Please see the Special Messages section for important items.

IF THIS STATEMENT IS NOT IN ACCORDANCE WITH YOUR RECORDS, PLEASE NOTIFY US IMMEDIATELY.

JPMCC carries your account and acts as your custodian for funds and securities deposited with us directly by you, through Neuberger Berman, or as a result of transactions we process for your account. Inquiries concerning positions and balances in your account may be directed to JPMCC at (347) 643-2578.

Please contact us immediately to report any errors, omissions or discrepancies you find in your statement. Any oral communications should be re-confirmed in writing. Please send inquiries to both Neuberger Berman LLC, Legal & Compliance Department, 605 Third Avenue, New York, NY 10158 and J.P. Morgan Clearing Corp., 3 Chase Wrotech Center, Brooklyn, NY 11245.

Also, please promptly advise Neuberger Berman LLC ("Neuberger Berman") of any change in your investment objectives, or any change in your tax or financial situation, which may affect the management of your account. If this is a margin account and we maintain a special memorandum account for you, this is a combined statement of your general account and special memorandum account maintained under section 220.6 A of Regulation T of the Board of Governors of the Federal Reserve System. The permanent record of the special memorandum account required by Regulation T is available for your inspection at our request. Interest is charged on a day by day basis for any day that there is a net debit balance in your overall account. The calculation is made on a 360-day basis at the rate or rates shown on the statement. Interest rates may be changed from time to time with fluctuating money market rates or for other reasons. We are required by law to report to the Internal Revenue Service and various states all dividends and interest credited to your account on securities held for you in our name. Subject to the limitation of Rule 15c3-3 under the Securities Exchange Act of 1934, J.P. Morgan Clearing Corp. ("JPMCC") can use your credit balance in its business. You have the right to receive, on request, in the normal course of business, any free credit balance, any fully paid securities to which you are entitled, and any securities purchased on margin upon full payment of any indebtedness to JPMCC, subject to any open commitments in your account. For those clients desiring to receive interest and dividends on a monthly basis, if you executed a Direct Deposit Enrollment Form, interest and dividends credited to your account in the prior month will be deposited in your account on the 2nd business day following the statement closing date through the Automatic Clearing House System, or by wire. All others will continue to receive a check after the close of the month. JPMCC's financial statement is available for your personal inspection at our office, or a copy of it will be mailed upon your written request. Information with respect to commissions and other charges related to the exercise of option transactions has been included in confirmation of such transactions previously furnished to you, nevertheless, such information will be sent to you promptly upon request. We recommend that you retain this statement as it will be helpful in preparing your income tax returns. Statement data supplied by JPMCC and Neuberger Berman JPMCC is a member of the Securities Investor Protection Corporation ("SIPC"), which protects securities and cash of the customers of its members up to a maximum of \$500,000, of which \$100,000 may be cash. For additional information, including a brochure, about SIPC coverage, please call (202) 371-8300 or visit www.sipc.org. SIPC coverage does not protect your account from losses that result from fluctuations in the market value of your investments. Please note that the provisions of the Securities Investor Protection Act of 1970 may not protect you with respect to any securities that you may have lent. JPMCC is a member of the New York Stock Exchange and various other exchanges. JPMCC acts as clearing agent for your trades. As a clearing agent, JPMCC provides clearance and, through JPMCC's affiliates, may provide order execution upon the instructions of Neuberger Berman. You are a client of Neuberger Berman, JPMCC will not be involved with or have any responsibility for decisions regarding securities transactions in your account. Neuberger Berman will be responsible for opening, approving and monitoring all activities in connection with your account. The entry of orders, and any instructions regarding the deposit or withdrawal of securities or monies should be made through Neuberger Berman JPMCC is a member of the Financial Industry Regulatory Authority ("FINRA") and is required to inform you of the availability of the FINRA Investor Brochure, which contains information on the FINRA Public Disclosure Program. You may contact FINRA at 800-289-9999 or at their website at www.finra.org. The market values of securities have generally been obtained from various quotation services. Security prices may differ from current quotes, as pricing services sometimes are not able to supply the latest price information. The market value of your holdings as of the last business day of the statement period. Prices for determining market values represent estimates. These estimates are obtained from multiple sources, including JPMCC, its affiliates, and outside services. Pricing estimates may be based on bids, prices within the bid/offer spread, closing prices or matrix methodology that uses data relating to other securities whose prices are more ascertainable to produce a hypothetical price based on the estimated yield spread relationship between the securities. Pricing estimates do not constitute bids for any securities. Actual prices realized at sale may be more or less than those shown on your statement. Unpriced Direct Participation Program securities and Real Estate Investment Trust securities are generally illiquid and the value of the security will, generally, be different from its purchase price. Accurate valuation information is not available. A description of JPMCC's practices and procedures regarding auction rate securities is available at www.jpmmorgan.com/muniars.

Statement Legend

- * Market price is other than Statement valuation date or is manually priced
- 1 - Position requires original cost and/or trade date, or may have a share discrepancy between the portfolio system and what is currently held in stock record. In the case of a share discrepancy the stock record position will be shown. Cost basis and original trade date will not be displayed until the information is supplied to us.
- 2 - Realized and Unrealized gain and loss information is provided for informational purposes only and should not be used for tax preparation without consulting your tax advisor. Unrealized gain/loss is only calculated when an original cost basis is available
- 3 - The sale method on closing transactions is performed on a first in first out (FIFO) basis, unless a different method is specified when the trade is executed.
- 4 - Cost basis on positions in your account may have been automatically adjusted for original issue discount, accretion, amortization and/or return of capital distributions. No cost basis is attributed to Alternative Investments
- 5 - Total market values do not reflect unpriced assets
- 6 - Estimated income is provided for informational purposes only and should not be used for tax preparation without consulting your tax advisor. No Estimated Amount is attributed to Alternative Investments
- 7 - Taxable or Non-Taxable designations refer to the tax status of your securities. This section excludes activity associated to Alternative Investments. Year-To-Date calculations incorporate information from JPMCC
- 8 - The following transactions are pending settlement
- 9 - Cost basis information provided by you or a third party is not part of our official books and records and as a result, Neuberger Berman shall not be held responsible for the accuracy of performance and other measurements that use such cost basis information
- 10 - Represents dividend yield for equity holdings and mutual funds and yield to worst maturity for fixed income holdings. Dividend yield is the estimated annual income, assuming the current dividend, divided by the securities market price. Yield to worst maturity is the percentage rate of return if the security is held to maturity, called, or pre-refunded. The calculation is based on three factors: (1) coupon rate, (2) effective maturity date - which may be call date, maturity date, or pre-refunded date, whichever results in the lower yield, and (3) market price. No Yield representation is attributed to Alternative Investments. Percent yield for the total value represents current yield which is calculated by taking the estimated annual income divided by total closing balance
- 11 - Details regarding the calculation of the investment advisory fee are available upon request
- 12 - Percent of portfolio does not include non-discretionary positions
- 13 - The market value change numbers comprise transactions from different sections of your account statement. The following guide indicates which sections they use. Year-To-Date calculations incorporate information from JPMCC
 - *Net Deposits & Withdrawals
 - Movement of Funds, Other Activity, Convenience Check, Debit Card Activity, ATM Usage, Web Bill Pay
 - *Net Income & Expense: Dividends & Interest, Transaction Fees,
 - *Net Change in Asset Value, Purchases & Sales, Foreign Exchanges, Money Fund Activity, Reorganization, Unsettled Trades
- 14 - The following entry codes that would appear in the "Other Activity" section of your statement are mapped as follows:
 - BAF (IA Fees) Net Income & Expense, BWG, BRF & BDF (Stock Movement) Net Deposits & Withdrawals (Market values for stock movement are as of the close of the prior business day).
- 14 - The amounts on this statement for Alternative Investments are typically obtained from a third party or from the investments' general partners unless Neuberger Berman has obtained other information such as an independent appraisal. Since many partnership valuations are provided only annually, they do not always represent current values. Furthermore, certain limited partnerships are illiquid and have no public markets, therefore the amounts shown on this statement may not equal the amounts you would receive if you sold your investment.

Client Statement

For the period 06/01/2013 to 06/28/2013
THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
Base Currency: USD
NB Account Number: 593-01813

Account Summary

	Opening Balance ⁽⁵⁾⁽¹⁴⁾	Closing Balance ⁽⁵⁾	Cost Basis ⁽¹⁾⁽⁴⁾⁽⁹⁾	Estimated Annual Income ⁽⁶⁾ Amount	% Yield ⁽¹⁰⁾
CASH EQUIVALENT	1,531.11	1,531.11	1,531.11	0.00	0.00
EQUITY MUTUAL FUNDS	648,665.04	636,276.42	599,009.84	37,889.46	5.95
FIXED INCOME TAXABLE FUNDS	405,593.41	396,884.83	406,176.54	10,181.66	2.57
TOTAL VALUE	1,055,789.56	1,034,692.36	1,006,717.49	48,071.12	4.65

Account Composition

	This Month	Year-To-Date
CASH EQUIVALENT	0.15	0.15
EQUITY MUTUAL FUNDS	61.49	61.49
FIXED INCOME TAXABLE FUNDS	38.36	38.36

Y-T-D Market Value Change Summary⁽¹³⁾

PREVIOUS YEAR ENDING VALUE	1,026,460.93
NET DEPOSITS AND WITHDRAWALS	0.00
INCOME AND EXPENSE ITEMS (NET)	13,400.81
NET CHANGE IN ASSET VALUE	(5,169.38)
CURRENT PERIOD ENDING VALUE	1,034,692.36

Income Summary⁽⁷⁾

TAXABLE DIVIDENDS	5,541.19	13,539.00
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Y-T-D Net Realized Gains/Losses⁽²⁾⁽³⁾⁽⁴⁾

TOTAL LONG TERM	N/A
TOTAL SHORT TERM	(47.28)

Client Statement

For the period 06/01/2013 to 06/28/2013

THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
 Base Currency: USD
 NB Account Number: 593-01813

Positions In Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt. Value	% Portfolio (12)	Annual Income (6)	Yield (10)
CASH EQUIVALENT									
1,531.11	JPMORGAN TRI 100% U S TREAS SECS MONEY MKT AGENCY SHARE CL SECURITY SYMBOL IS VPIXX	VPIX	1.0000	1,531.11	1.0000	1,531.11	0.15	0.00	0.00
TOTAL CASH EQUIVALENT				1,531.11		1,531.11	0.15	0.00	0.00
EQUITY MUTUAL FUNDS									
49,181.887	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL	NBHIX	10.9802	540,026.76	12.0700	593,625.38	57.37	25,131.94	4.23
7,712.666	**PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL	PCRIX	7.6476	58,983.08	5.5300	42,651.04	4.12	12,757.52	29.91
TOTAL EQUITY MUTUAL FUNDS				599,009.84		636,276.42	61.49	37,889.46	5.95
FIXED INCOME TAXABLE FUNDS									
9,314.455	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL	NHILX	8.9289	83,168.24	9.3100	86,717.58	8.38	3,668.15	4.23
30,084.117	**NEUBERGER BERMAN CORE BD FD INSTL CL	NCRLX	10.7368	323,008.30	10.3100	310,167.25	29.98	6,513.51	2.10
TOTAL FIXED INCOME TAXABLE FUNDS				406,176.54		396,884.83	38.36	10,181.66	2.57
GRAND TOTAL				1,006,717.49		1,034,692.36	100.00	48,071.12	4.65

Client Statement

For the period 06/01/2013 to 06/28/2013
 THE FRANKLIN FUND

NEUBERGER	BERMAN
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JPMCC Account: 541-14508 G70
 Base Currency: USD
 NB Account Number: 593-01813

Monthly Activity ⁽¹¹⁾

DIVIDENDS & INTEREST	Settlement Date	Transaction	Description	Amount
USD				
	06/03/2013	DIVIDEND	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL RECORD 05/31/13 PAY 05/31/13	423.31
	06/03/2013	DIVIDEND	**NEUBERGER BERMAN CORE BD FD INSTL CL RECORD 05/31/13 PAY 05/31/13	674.93
	06/21/2013	DIVIDEND	**PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL RECORD 06/19/13 PAY 06/20/13	302.03
	06/24/2013	DIVIDEND	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL RECORD 06/20/13 PAY 06/24/13	4,140.92
			TOTAL DIVIDEND	5,541.19
			TOTAL NET DIVIDENDS & INTEREST / USD	5,541.19
MONEY FUND ACTIVITY	Settlement Date	Transaction	Description	Amount
USD				
	06/03/2013	JOURNAL ENTR	**NEUBERGER BERMAN HIGH INCOME BD FD INSTL CL REINVEST PRICE \$ 9.62	(423.31)
	06/03/2013	JOURNAL ENTR	**NEUBERGER BERMAN CORE BD FD INSTL CL REINVEST PRICE \$ 10.54	(674.93)

Client Statement

For the period 06/01/2013 to 06/28/2013

THE FRANKLIN FUND

NEUBERGER BERMAN

JPMCC Account: 541-14508 G70
 Base Currency: USD
 NB Account Number: 593-01813

Monthly Activity ⁽¹⁾

MONEY FUND ACTIVITY	Settlement Date	Transaction	Description	Amount
	06/21/2013	JOURNAL ENTR	**PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL REINVEST PRICE \$ 5.72	(302.03)
	06/24/2013	JOURNAL ENTR	**NEUBERGER & BERMAN EQUITY FDS EQUITY INCOME FD INSTL CL REINVEST PRICE \$ 11.82	(4,140.92)
TOTAL NET MONEY FUND ACTIVITY / USD				(5,541.19)

(Continued)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3 month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3 month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6 month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions THE FRANKLIN FUND C/O FARKOUH, FURMAN & FACCIO, LLP	Employer identification number (EIN) or 13-6160092
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 460 PARK AVENUE 12TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01	Form 990 T (corporation)	07
Form 990 BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720	09
Form 990 PF	04	Form 5227	10
Form 990 T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

FARKOUH, FURMAN & FACCIO, LLP

- The books are in the care of ▶ **460 PARK AVENUE, 12TH FLOOR - NEW YORK, NY 10022**
 Telephone No ▶ **212-245-5900** FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for _____

1 I request an automatic 3 month (6 months for a corporation required to file Form 990 T) extension of time until **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,843.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	843.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE FRANKLIN FUND	Employer identification number (EIN) or 13-6160092
	C/O FARKOUH, FURMAN & FACCIO, LLP	
	Number, street, and room or suite no. If a P.O. box, see instructions 460 PARK AVENUE 12TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FARKOUH, FURMAN & FACCIO, LLP

• The books are in the care of **460 PARK AVENUE, 12TH FLOOR - NEW YORK, NY 10022**

Telephone No **212-245-5900** FAX No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2014**.

5 For calendar year , or other tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

INFORMATION REQUIRED TO COMPLETE THIS RETURN BY ITS EXTENDED DUE DATE IS NOT YET AVAILABLE. EVERY EFFORT IS BEING MADE TO OBTAIN IT.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,843.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,843.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions THE FRANKLIN FUND	Employer identification number (EIN) or	
File by the due date for filing your return See instructions	C/O FARKOUH, FURMAN & FACCIO, LLP	13-6160092	
	Number, street, and room or suite no. If a P O box, see instructions 460 PARK AVENUE 12TH FL	Social security number (SSN)	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01		
Form 990 BL	02	Form 1041-A	08
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Form 990 T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FARKOUH, FURMAN & FACCIO, LLP

- The books are in the care of **460 PARK AVENUE, 12TH FLOOR - NEW YORK, NY 10022**
Telephone No **212-245-5900** FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **MAY 15, 2014**
- For calendar year _____, or other tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension
INFORMATION REQUIRED TO COMPLETE THIS RETURN BY ITS EXTENDED DUE DATE IS NOT YET AVAILABLE. EVERY EFFORT IS BEING MADE TO OBTAIN IT.

8a If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	2,843.
b If this application is for Form 990-PF, 990 T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	2,843.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **PARTNER** Date