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

2008

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

For calendar year 2008, or tax year beginning NOV 1, 2008, and ending OCT 31, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

TR U/W MARY J. PROCTOR

2835169710 / R60694008

Number and street (or P.O. box number if mail is not delivered to street address)

C/O JPMORGAN CHASE BANK, NA; P.O. BOX 3038

Room/suite

City or town, state, and ZIP code

MILWAUKEE, WI 53201

A Employer identification number

35-6009070

B Telephone number

(414) 977-1210

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 582,573. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

125.

125.

STATEMENT 1

16,535.

16,535.

STATEMENT 2

<20,712.>

464,420.

0.

556.

0.

STATEMENT 3

<3,496.>

16,660.

7,639.

5,729.

1,910.

825.

0.

825.

8,464.

5,729.

2,735.

30,900.

30,900.

39,364.

5,729.

33,635.

<42,860.>

10,931.

N/A

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

Form 990-PF (2008)

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			
	2 Savings and temporary cash investments	22,281.	15,055.	15,055.
	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 5	344,791.	371,166.	405,551.
	c Investments - corporate bonds STMT 6	211,728.	149,720.	161,967.
	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)	578,800.	535,941.	582,573.	
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	578,800.	535,941.	
	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	578,800.	535,941.	
31 Total liabilities and net assets/fund balances	578,800.	535,941.		

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	578,800.
2 Enter amount from Part I, line 27a	2	<42,860.>
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4 Add lines 1, 2, and 3	4	535,941.
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	535,941.

Form **990-PF** (2008)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b L/T CAP. GN. DIST. - 3RD PARTY			
c CAPITAL GAINS DIVIDENDS			
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 459,079.		485,132.	<26,053.>
b 1,764.			1,764.
c 3,577.			3,577.
d			
e			

(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			<26,053.>
b			1,764.
c			3,577.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<20,712.>
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 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))
2007	34,661.	670,023.	.051731
2006	33,477.	721,767.	.046382
2005	33,239.	681,812.	.048751
2004	31,897.	666,771.	.047838
2003	29,825.	645,688.	.046191

2 Total of line 1, column (d)	2	.240893
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	.048179
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	538,497.
5 Multiply line 4 by line 3	5	25,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	109.
7 Add lines 5 and 6	7	26,053.
8 Enter qualifying distributions from Part XII, line 4	8	33,635.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		1	109.
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			
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	109.
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	109.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	171.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	171.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JPMORGAN CHASE BANK, N.A. Telephone no ► (317) 684-3017 Located at ► 1 EAST OHIO STREET, INDIANAPOLIS, IN ZIP+4 ► 46277			
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		0.

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 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 2008)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

Form 990-PF (2008)

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 **5b**

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

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

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

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

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

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A**

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

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

(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
JPMORGAN CHASE BANK, N.A. P.O. BOX 1308 MILWAUKEE, WI 53201	TRUSTEE 2.00	7,639.	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."

[illegible]

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

$$1 \text{ N/A}$$

0.

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

$$\overline{1 \text{ N/A}}$$

0.

2

All other program-related investments See instructions

3 N/A

0.

Total. Add lines 1 through 3Form **990-PF** (2008)

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	504,595.
b	Average of monthly cash balances	1b	42,102.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	546,697.
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	546,697.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	538,497.
6	Minimum investment return. Enter 5% of line 5	6	26,925.

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	26,925.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	109.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	109.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,816.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,816.
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	26,816.

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	33,635.
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	33,635.
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	109.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,526.

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.

Form **990-PF** (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				26,816.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			30,750.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 33,635.				
a Applied to 2007, but not more than line 2a			30,750.	
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 2008 distributable amount				2,885.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
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 2007. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				23,931.
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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

$$\overline{N/A}$$

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- 3 Subtract line 20 from line 2c.
 - 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

283516A1

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

Total	▶ 3b	0.
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Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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

Sign Here

Signature of officer or trustee **AUTHORIZED OFFICER**

3-10-10
Date

TRUSTEE
Title

Preparer's
signature 

Date _____

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

FIN ▶

Phone no

Form **990-PF** (2008)

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	125.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND & INTEREST (INCL. 3RD PARTY S/T GN = 69.56)	20,042.	3,577.	16,465.
SHORT-TERM CAPITAL GAIN DIVIDENDS - THIRD PARTY	70.	0.	70.
TOTAL TO FM 990-PF, PART I, LN 4	20,112.	3,577.	16,535.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND - 10/30/2008	556.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	556.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - EQUITIES	371,166.	405,551.
TOTAL TO FORM 990-PF, PART II, LINE 10B	371,166.	405,551.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - FIXED INCOME	149,720.	161,967.
TOTAL TO FORM 990-PF, PART II, LINE 10C	149,720.	161,967.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JPMORGAN CHASE BANK, N.A., C/O MICHELE DOLE
C/O JPMORGAN CHASE BANK, N.A.; 1 E OHIO ST, FLOOR 16
INDIANAPOLIS, IN 46204-1912

TELEPHONE NUMBER

(317) 684-3017

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUESTS WITH A SHORT EXPLANATION ABOUT THE USE OF THE FUNDS

ANY SUBMISSION DEADLINES

NO

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE FOR THE CARE AND COMFORT OF WORTHY CHILDREN

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSISTANCE LEAGUE OF INDIANAPOLIS, 1475 W 86TH ST, SUITE E, INDIANAPOLIS, IN	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
BOYS & GIRLS CLUBS OF INDIANAPOLIS 2236 EAST 10TH ST., SUITE 200, INDIANAPOLIS, IN 46201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
CHURCH OF GOD - AMAZING GRACE MINISTRIES PO BOX 091185, MILWAUKEE, WI 53209	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
COBURN PLACE SAFEHAVEN II, INC., 604 EAST 38TH STREET, INDIANAPOLIS, IN 4620	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
DAY NURSERY ASSOCIATION OF INDIANAPOLIS, INC. 615 N ALABAMA ST, SUITE 300, INDIANAPOLIS, IN 46202	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
EAST TENTH UNITED METHODIST CHILDREN AND YOUTH CENTER, INC. 2327 E. 10TH STREET, INDIANAPOLIS, IN 46201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
GOOD NEWS MISSION, INC, 2716 E. WASHINGTON ST., INDIANAPOLIS, IN 46206-1871	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
JAMESON CAMP, INC., PO BOX 31156, INDIANAPOLIS, IN 46231-0156	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.

NATIVITY CATHOLIC CHURCH, 7225 SOUTHEASTERN AVENUE, INDIANAPOLIS, IN 46239	NONE	PUBLIC CHARITY	1,500.
	PROGRAM SUPPORT		
PHILHARMONIC ORCHESTREA OF INDIANAPOLIS 32 EAST WASHINGTON STREET, SUITE 950 , INDIANAPOLIS, IN 46204	NONE	PUBLIC CHARITY	2,500.
	PROGRAM SUPPORT		
PLAY BALL INDIANA, 7160 ZIONSVILLE ROAD, INDIANAPOLIS, IN 46268	NONE	PUBLIC CHARITY	1,900.
	PROGRAM SUPPORT		
SCHOOL ON WHEELS, 2815 EAST 62ND STREET, SUITE 200 , INDIANAPOLIS, IN 46220	NONE	PUBLIC CHARITY	2,500.
	PROGRAM SUPPORT		
ST MARYS CHILD CENTER INC, 901 DR. MARTIN LUTHER KING JR. ST., INDIANAPOLIS,	NONE	PUBLIC CHARITY	2,500.
	PROGRAM SUPPORT		
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>30,900.</u>

INVESTMENT REVIEW

PAGE 70

MARY J PROCTOR

SUMMARY OF ASSETS AS OF 10/31/09

ACCOUNT NUMBER: 2835169710

<u>DESCRIPTION</u>	<u>TAX COST</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>YIELD AT MARKET</u>
CASH EQUIVALENTS	15,055.16	15,055.16	2.58	18.06	0.12
MUTUAL FUNDS - FIXED INCOME	149,719.99	161,967.01	27.80	6,629.99	4.09
COMMON & MUTUAL FUNDS - EQUITIES	<u>371,165.96</u>	<u>405,551.36</u>	<u>69.61</u>	<u>6,000.17</u>	<u>1.48</u>
TOTAL ACCOUNT	<u>535,941.11</u>	<u>582,573.53</u>	<u>100.00</u>	<u>12,648.22</u>	<u>2.17</u>

INVESTMENT REVIEW

MARY J PROCTOR

DETAIL OF ASSETS AS OF 10/31/09

ACCOUNT NUMBER: 2835169710

PAGE 71

SHARES PAR VALUE OR UNITS	DESCRIPTION	TAX COST	MARKET PRICE	MARKET VALUE	PERCENT MARKET	ESTIMATED ANNUAL INCOME	CURRENT YLD/YLD TO MAT
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CASH

0.00	INCOME CASH	0.00		0.00	0.00		
0.00	PRINCIPAL CASH	0.00		0.00	0.00		
0.00	NET CASH	0.00		0.00	0.00		

CASH EQUIVALENTS

12,704.13	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL	12,704.13	1.00	12,704.13	2.18	15.24	0.12
2,351.03	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL	2,351.03	1.00	2,351.03	0.40	2.82	0.12
	TOTAL CASH EQUIVALENTS	15,055.16		15,055.16	2.58	18.06	0.12

MUTUAL FUNDS - FIXED INCOME

214	ISHARES BARCLAYS TIPS BD FD	21,006.24	104.01	22,258.14	3.82	696.14	3.13
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INVESTMENT REVIEW

ACCOUNT NUMBER: 2835169710

PAGE 72

DETAIL OF ASSETS AS OF 10/31/09

MARY J PROCTOR

SHARES PAR VALUE OR UNITS	DESCRIPTION	TAX COST	MARKET PRICE	MARKET VALUE	PERCENT MARKET	ESTIMATED ANNUAL INCOME	CURRENT YLD/YLD TO MAT
3,328.95	JPMORGAN HIGH YIELD BOND FUND	20,623.92	7.52	25,033.73	4.30	2,077.27	8.30
5,088.34	JPMORGAN SHORT DURATION BOND FUND	54,736.59	10.88	55,361.14	9.50	1,404.38	2.54
2,056.78	JPMORGAN STRAT INCM OPPTYS FD SEL	20,895.76	11.52	23,694.08	4.07	666.40	2.81
2,256.4	JPMORGAN TOTAL RETURN FUND SEL	21,638.87	10.53	23,759.88	4.08	1,189.12	5.00
1,225.21	VANGUARD FX INC SEC INT TM INVT GRD*	10,818.61	9.68	11,860.04	2.04	596.68	5.03
	TOTAL MUTUAL FUNDS - FIXED INCOME	149,719.99		161,967.01	27.80	6,629.99	4.09
	COMMON & MUTUAL FUNDS - EQUITIES						
1,078.63	ARTIO GLOBAL INVT INTL EQ FD II I*	10,818.61	11.70	12,619.91	2.17	389.38	3.09
827	ASTON FDS TAMRO SMALL CAP FD CL I*	10,927.05	14.86	12,289.22	2.11	16.54	0.13
591	DODGE & COX FDS INTL STK FD*	18,397.83	30.61	18,090.51	3.11	555.54	3.07

INVESTMENT REVIEW

PAGE 73

DETAIL OF ASSETS AS OF 10/31/09

ACCOUNT NUMBER: 2835169710

MARY J PROCTOR

SHARES

PAR VALUE

OR UNITS

DESCRIPTIONMARKETTAX COSTMARKETPERCENTMARKETESTIMATEDANNUALINCOMECURRENTYLD/YLDTO MAT

869	EAGLE SER MID CAP STK FD CL I*	15,598.55	21.36	18,561.84	3.19	0.00	0.00
1,464.4	FMI LARGE CAP FD*	15,888.77	13.22	19,359.41	3.32	266.52	1.38
134	ISHARES MSCI ALL CNTRY ASIA EX JP FD	5,905.59	50.92	6,823.28	1.17	52.26	0.77
88	ISHARES TR RUSSELL MIDCAP INDEX FD	5,336.48	74.81	6,583.28	1.13	85.18	1.29
275	ISHARES TR RUSSELL 1000 GROWTH INDEX	10,918.58	45.72	12,573.00	2.16	171.05	1.36
213	ISHARES TR RUSSELL 2000 INDEX FD	11,731.98	56.33	11,998.29	2.06	123.75	1.03
199	ISHARES TR S & P MIDCAP 400 INDEX FD	13,532.22	65.82	13,098.18	2.25	161.19	1.23
710.82	IVY GLOBAL NATURAL RES FD CL I*	10,818.61	17.04	12,112.29	2.08	31.28	0.26
898.76	JPMORGAN ASIA EQUITY FUND	19,343.88	29.41	26,432.44	4.54	105.40	0.40
1,018.88	JPMORGAN HIGHBRIDGE STAT MKT NEUT FD	16,600.94	15.98	16,281.62	2.79	33.27	0.20

INVESTMENT REVIEW

ACCOUNT NUMBER: 2835169710

PAGE 74

DETAIL OF ASSETS AS OF 10/31/09

MARY J PROCTOR

SHARES PAR VALUE OR UNITS	DESCRIPTION	TAX COST	MARKET PRICE	MARKET VALUE	PERCENT MARKET	ESTIMATED ANNUAL INCOME	CURRENT YLD/YLD TO MAT
2,610.67	JPMORGAN INTERNATIONAL VALUE FUND	27,046.53	12.40	32,372.30	5.56	961.33	2.97
688.02	JPMORGAN INTREPID AMERICA FUND	17,610.57	18.98	13,058.60	2.24	105.65	0.81
433.39	JPMORGAN INTREPID INTL FD SELECT CL	9,401.20	15.31	6,635.17	1.14	470.68	7.09
1,242.57	JPMORGAN LARGE CAP GROWTH FUND	16,227.92	15.21	18,899.44	3.24	37.75	0.20
1,595.67	JPMORGAN MARKET EXPANSION INDEX FUND	10,818.61	7.84	12,510.01	2.15	143.94	1.15
2,139.76	JPMORGAN TAX AWARE DISCIP EQ INSTL	27,046.53	14.64	31,326.04	5.38	506.44	1.62
752.48	JPMORGAN US EQUITY FUND	5,410.35	8.37	6,298.28	1.08	79.27	1.26
1,586.44	JPMORGAN US LARGE CAP CORE PLUS SEL	30,719.10	16.93	26,858.48	4.61	290.62	1.08
1,159.55	JPMORGAN US LARGE CAP VAL PLUS SEL	10,818.61	11.05	12,813.04	2.20	131.03	1.02
1,304.67	JPMORGAN US REAL ESTATE FUND	12,129.63	10.62	13,855.64	2.38	366.22	2.64

INVESTMENT REVIEW

MARY J PROCTOR

DETAIL OF ASSETS AS OF 10/31/09

ACCOUNT NUMBER: 2835169710

PAGE 75

SHARES PAR VALUE OR UNITS	DESCRIPTION	TAX COST	MARKET PRICE	MARKET VALUE	PERCENT MARKET	ESTIMATED ANNUAL INCOME	CURRENT YLD/YLD TO MAT
1,769	ROWE T PRICE INTL FDS NEW ASIA FD*	21,945.66	14.39	25,455.91	4.37	707.60	2.78
59	SPDR GOLD TR GOLD SHS	5,353.55	102.53	6,049.27	1.04	0.00	0.00
430.33	THORNBURG INVT TR VALUE FD CL I*	10,818.61	29.27	12,595.91	2.16	208.28	1.65
	TOTAL COMMON & MUTUAL FUNDS - EQUITIES	371,165.96		405,551.36	69.61	6,000.17	1.48
	TOTAL ACCOUNT	535,941.11		582,573.53	100.00	12,648.22	2.17