Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: PROCTOR M FBO RESIDENTS MASTER 31V120007

A Employer identification number: 03-6020099

Number and street (or P O. box number if mail is not delivered to street address): 850 MAIN STREET, 13TH FLOOR — Room/suite

B Telephone number (see page 10 of the instructions): (802) 660-2153

City or town, state, and ZIP code: BRIDGEPORT, CT 06604

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,505,409.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	112,201.	110,831.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-181,140.			
	b	Gross sales price for all assets on line 6a 557,835.				
	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) (attach schedule)				
	11	Other income (attach schedule)	4,873.			STMT 8
	12	**Total.** Add lines 1 through 11	-64,066.	110,831.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,713.	32,141.		3,571.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 9	900.	NONE	NONE	NONE
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 10	942.	942.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 11	228.	228.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,783.	33,311.	NONE	3,571.
	25	Contributions, gifts, grants paid	165,351.			165,351.
	26	**Total expenses and disbursements** Add lines 24 and 25	203,134.	33,311.	NONE	168,922.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-267,200.			
	b	**Net investment income** (if negative, enter -0-)		77,520.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	257,225.	192,151.	192,151.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less. allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U.S. and state government obligations (attach schedule) STMT 12	1,164,406.	1,009,345.	1,073,091.
b Investments - corporate stock (attach schedule) STMT 13	1,982,583.	1,809,114.	1,899,791.
c Investments - corporate bonds (attach schedule) STMT 14	202,621.	328,382.	340,376.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less. accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,606,835.	3,338,992.	3,505,409.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	3,606,835.	3,338,992.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	3,606,835.	3,338,992.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,606,835.	3,338,992.	

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	3,606,835.
2 Enter amount from Part I, line 27a	2	-267,200.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,339,635.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	643.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,338,992.

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 PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				

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	-181,140.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	210,177.	3,757,879.	0.05592968800
2007	202,534.	4,068,130.	0.04978552799
2006	220,608.	4,285,155.	0.05148191839
2005	185,088.	3,833,203.	0.04828546779
2004	184,159.	3,899,971.	0.04722060754

2 **Total** of line 1, column (d)	2	0.25270320971
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05054064194
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,195,029.
5 Multiply line 4 by line 3	5	161,479.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	775.
7 Add lines 5 and 6	7	162,254.
8 Enter qualifying distributions from Part XII, line 4	8	168,922.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	775.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	775.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	775.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 916.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	916.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	141.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 141. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 16			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PEOPLES UNITED BANK Telephone no. ▶ (802)660-2153

Located at ▶ 2 BURLINGTON SQUARE, BURLINGTON, VT ZIP + 4 ▶ 05401

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] 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 [X] 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 page 22 of the instructions)?		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			
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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		35,713.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 RIVERSIDE CEMETERY - REFURBISHMENT OF MONUMENTS ENHANCEMENT OF LITTLE LEAGUE BALL FIELDS IN SUPPORT OF THE LEAGUE	2,735.
2 ST. DOMINIC'S CHURCH - REPAIR OF CHURCH PROPERTY	17,894.
3 PROCTOR JR/SR HIGH SCHOOL - SUPPORT OF SCHOOL EVENTS	8,100.
4 PROCTOR SCHOOL - TO SUPPORT THE MAINTENANCE OF SCHOOL PROPERTY	71,260.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,048,909.
b	Average of monthly cash balances	1b	194,775.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,243,684.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,243,684.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,655.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,195,029.
6	**Minimum investment return.** Enter 5% of line 5	6	159,751.

Part XI **Distributable Amount** (see page 25 of the 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	159,751.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	775.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	775.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	158,976.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	158,976.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	158,976.

Part XII **Qualifying Distributions** (see page 25 of the 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	168,922.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,922.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	775.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	168,147.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				158,976.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ...... NONE				
b	From 2005 ...... NONE				
c	From 2006 ...... 21,795.				
d	From 2007 ...... 1,449.				
e	From 2008 ...... 24,109.				
f	**Total** of lines 3a through e	47,353.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 168,922.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				158,976.
e	Remaining amount distributed out of corpus	9,946.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	57,299.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	57,299.			
10	Analysis of line 9:				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... 21,795.				
c	Excess from 2007 ... 1,449.				
d	Excess from 2008 ... 24,109.				
e	Excess from 2009 ... 9,946.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

NA

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.

NA

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 18

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 21				
Total . . . . ▶ **3a**				165,351.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

03-6020099

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	112,201.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-181,140.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b			1	4,873.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-64,066.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -64,066.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 04/23/2010 Title:

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
[signature]	04/23/2010		P00260194

Firm's name (or yours if self-employed), address, and ZIP code		
THOMSON REUTERS (TAX & ACCOUNTING)	EIN	75-1297386
35 THOMSON PLACE, 1ST FLOOR		
BOSTON, MA 02210	Phone no.	617-856-2811

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,226.	
		3. AGL RESOURCES INC COM PROPERTY TYPE: SECURITIES					10/08/2008	06/15/2009
93.00		90.00					3.00	
		3. AT&T INC PROPERTY TYPE: SECURITIES					05/05/2008	06/15/2009
73.00		119.00					-46.00	
		465. AT&T INC PROPERTY TYPE: SECURITIES					11/06/2008	10/26/2009
11,820.00		12,206.00					-386.00	
		425. ADOBE SYS INC PROPERTY TYPE: SECURITIES					01/08/2007	01/30/2009
8,334.00		17,473.00					-9,139.00	
		3. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					04/15/2008	06/15/2009
50.00		64.00					-14.00	
		40. AMAZON.COM INC PROPERTY TYPE: SECURITIES					08/11/2008	10/02/2009
3,615.00		3,494.00					121.00	
		5. AMERON INTERNATIONAL INC PROPERTY TYPE: SECURITIES					07/23/2008	10/16/2009
323.00		651.00					-328.00	
		15. ANSYS INC PROPERTY TYPE: SECURITIES					05/25/2007	11/05/2009
585.00		421.00					164.00	
		42. APPLE COMPUTER, INC PROPERTY TYPE: SECURITIES					09/23/2008	09/24/2009
7,713.00		5,465.00					2,248.00	
		100. AVID TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					07/16/2007	01/30/2009
1,002.00		3,663.00					-2,661.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		49. AVON PRODS INC PROPERTY TYPE: SECURITIES					03/05/2009	06/04/2009
1,315.00		765.00					550.00	
		110. AXA ADR PROPERTY TYPE: SECURITIES						12/07/2009
66.00							66.00	
		3. BCE INC NEW PROPERTY TYPE: SECURITIES					01/16/2009	06/15/2009
63.00		58.00					5.00	
		125. BJ'S WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES					05/28/2008	11/16/2009
4,641.00		4,857.00					-216.00	
		3. BP AMOCO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/14/2008	06/15/2009
149.00		201.00					-52.00	
		400. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					12/28/2006	01/16/2009
2,852.00		21,440.00					-18,588.00	
		35. BARD C R INC PROPERTY TYPE: SECURITIES					12/29/2006	05/05/2009
2,509.00		2,914.00					-405.00	
		85. BECTON DICKINSON & CO. PROPERTY TYPE: SECURITIES					12/29/2006	01/30/2009
6,156.00		5,977.00					179.00	
		230. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					12/28/2006	01/05/2009
5,358.00		6,065.00					-707.00	
		3. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					10/19/2007	01/14/2009
67.00		89.00					-22.00	
		3. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					10/19/2007	06/15/2009
58.00		89.00					-31.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		60. CLECO CORP NEW COM PROPERTY TYPE: SECURITIES					10/10/2007	08/26/2009
1,492.00		1,577.00					-85.00	
		275. CATERPILLAR TRACTOR CO PROPERTY TYPE: SECURITIES					01/08/2007	07/30/2009
11,914.00		16,698.00					-4,784.00	
		678. CEMEX S A B ADR SPONSORED NEW PROPERTY TYPE: SECURITIES					12/28/2006	02/26/2009
4,024.00		21,501.00					-17,477.00	
		3. CENTURYTEL INC PROPERTY TYPE: SECURITIES					10/07/2008	06/15/2009
96.00		107.00					-11.00	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					12/28/2006	06/03/2009
6,795.00		7,434.00					-639.00	
		600. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES					01/08/2007	08/21/2009
13,260.00		16,819.00					-3,559.00	
		40. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES					01/24/2007	06/22/2009
1,243.00		1,278.00					-35.00	
		45. CLARCOR INC PROPERTY TYPE: SECURITIES					01/09/2007	03/17/2009
1,102.00		1,521.00					-419.00	
		3. COCA COLA CO PROPERTY TYPE: SECURITIES					01/07/2009	06/15/2009
145.00		135.00					10.00	
		8. COCA COLA CO PROPERTY TYPE: SECURITIES					01/07/2009	12/08/2009
458.00		359.00					99.00	
		45. COGNEX PROPERTY TYPE: SECURITIES					04/08/2008	12/24/2009
801.00		1,037.00					-236.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. CONAGRA, INC. PROPERTY TYPE: SECURITIES					10/07/2008	01/14/2009
50.00		58.00					-8.00	
		69. CONAGRA, INC. PROPERTY TYPE: SECURITIES					10/07/2008	07/15/2009
1,309.00		1,332.00					-23.00	
		95. CONCUR TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					10/03/2007	01/27/2009
2,536.00		3,026.00					-490.00	
		65. CONMED CORP PROPERTY TYPE: SECURITIES					10/27/2008	12/04/2009
1,362.00		1,539.00					-177.00	
		.172 COUSINS PPTYS INC PROPERTY TYPE: SECURITIES					01/09/2007	06/10/2009
2.00		6.00					-4.00	
		3.172 COUSINS PPTYS INC PROPERTY TYPE: SECURITIES					06/05/2009	08/21/2009
24.00		29.00					-5.00	
		189.828 COUSINS PPTYS INC PROPERTY TYPE: SECURITIES					10/12/2007	08/21/2009
1,430.00		6,318.00					-4,888.00	
		.476 COUSINS PPTYS INC PROPERTY TYPE: SECURITIES					09/17/2009	09/17/2009
4.00		4.00						
		2. COUSINS PPTYS INC PROPERTY TYPE: SECURITIES					09/17/2009	10/14/2009
16.00		15.00					1.00	
		55. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					08/05/2008	02/25/2009
1,116.00		1,249.00					-133.00	
		145. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					08/05/2008	11/02/2009
2,419.00		3,293.00					-874.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6. DEUTSCHE TELEKOM AG ADR SPONSORED PROPERTY TYPE: SECURITIES					01/05/2007	01/14/2009
81.00		113.00					-32.00	
		3. DEUTSCHE TELEKOM AG ADR SPONSORED PROPERTY TYPE: SECURITIES					01/05/2007	06/15/2009
33.00		57.00					-24.00	
		50. DEUTSCHE TELEKOM AG ADR SPONSORED PROPERTY TYPE: SECURITIES					01/05/2007	07/16/2009
575.00		942.00					-367.00	
		3. DOMINION RES INC VA NEW PROPERTY TYPE: SECURITIES					02/04/2009	06/15/2009
97.00		110.00					-13.00	
		540. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					12/28/2006	02/20/2009
4,291.00		21,611.00					-17,320.00	
		35. DRIL-QUIP INC PROPERTY TYPE: SECURITIES					04/16/2007	06/02/2009
1,547.00		1,706.00					-159.00	
		3. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES					11/14/2007	01/14/2009
45.00		58.00					-13.00	
		6. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES					11/14/2007	06/15/2009
86.00		116.00					-30.00	
		15. DUN & BRADSTREET CORP DEL NEW PROPERTY TYPE: SECURITIES					02/28/2007	04/14/2009
1,183.00		1,326.00					-143.00	
		35. DUN & BRADSTREET CORP DEL NEW PROPERTY TYPE: SECURITIES					02/28/2007	09/21/2009
2,597.00		3,093.00					-496.00	
		3. ENI S P A ADR PROPERTY TYPE: SECURITIES					03/09/2007	01/14/2009
130.00		185.00					-55.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		76. ENI S P A ADR PROPERTY TYPE: SECURITIES					03/09/2007	08/04/2009
3,544.00		4,685.00					-1,141.00	
		25. ECOLAB INC PROPERTY TYPE: SECURITIES					12/29/2006	09/22/2009
1,155.00		1,137.00					18.00	
		205. EXELON CORP PROPERTY TYPE: SECURITIES					01/14/2008	05/27/2009
9,704.00		17,274.00					-7,570.00	
		21. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					06/22/2009	11/20/2009
1,138.00		754.00					384.00	
		50000. FEDL FARM CR BKS DTD 03/19/99 5.8 PROPERTY TYPE: SECURITIES					03/26/2001	03/19/2009
50,000.00		50,732.00					-732.00	
		50000. FEDL HOME LN BKS DTD 04/27/99 5.7 PROPERTY TYPE: SECURITIES					03/05/2002	04/27/2009
50,000.00		51,062.00					-1,062.00	
		2000. FEDERAL HOME LN BKS DTD 06/22/99 6 PROPERTY TYPE: SECURITIES					10/24/2003	06/22/2009
2,000.00		2,229.00					-229.00	
		50000. FEDERAL HOME LOAN BANK DTD 12/05/ PROPERTY TYPE: SECURITIES					01/29/2004	11/13/2009
50,000.00		51,039.00					-1,039.00	
		.145 FIBRIA CELULOSE S A SO ADR REP PROPERTY TYPE: SECURITIES					01/05/2007	11/30/2009
3.00		7.00					-4.00	
		160. FORD MTR CO CAP TR II PFD TR CV 6.5 PROPERTY TYPE: SECURITIES					12/28/2006	04/03/2009
1,394.00		5,498.00					-4,104.00	
		310. FORD MTR CO CAP TR II PFD TR CV 6.5 PROPERTY TYPE: SECURITIES					12/28/2006	04/06/2009
3,440.00		10,653.00					-7,213.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. FRANCE TELECOM PROPERTY TYPE: SECURITIES					05/23/2007	01/14/2009
75.00		91.00					-16.00	
		3. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					07/19/2007	01/14/2009
23.00		46.00					-23.00	
		224. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					08/20/2007	03/05/2009
1,339.00		3,312.00					-1,973.00	
		61. GALLAGHER ARTHUR J & CO COM PROPERTY TYPE: SECURITIES					01/05/2007	02/05/2009
1,141.00		1,778.00					-637.00	
		247. GENERAL ELECTRIC PROPERTY TYPE: SECURITIES					01/07/2009	03/02/2009
1,937.00		6,137.00					-4,200.00	
		60. GENUINE PARTS CO PROPERTY TYPE: SECURITIES					12/28/2006	01/05/2009
2,302.00		2,875.00					-573.00	
		3. GLAXO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					07/18/2008	01/14/2009
110.00		143.00					-33.00	
		320. HCP INC PROPERTY TYPE: SECURITIES					12/28/2006	04/06/2009
6,452.00		11,651.00					-5,199.00	
		45. HMS HLDGS CORP PROPERTY TYPE: SECURITIES					01/03/2007	02/18/2009
1,401.00		676.00					725.00	
		10. HMS HLDGS CORP PROPERTY TYPE: SECURITIES					05/05/2008	12/04/2009
458.00		197.00					261.00	
		50. HSBC HLDGS PLC ADR NEW PROPERTY TYPE: SECURITIES					10/03/2008	01/15/2009
2,028.00		3,941.00					-1,913.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. HEALTHCARE SVCS GRP INC PROPERTY TYPE: SECURITIES					10/16/2007	04/15/2009
1,431.00		1,753.00					-322.00	
		3. HEINZ H.J. CO PROPERTY TYPE: SECURITIES					10/19/2007	01/14/2009
105.00		139.00					-34.00	
		3. HEINZ H.J. CO PROPERTY TYPE: SECURITIES					04/21/2008	06/15/2009
107.00		142.00					-35.00	
		20. HIBBETT SPORTS INC PROPERTY TYPE: SECURITIES					01/17/2007	10/16/2009
408.00		678.00					-270.00	
		65. HOLOGIC INC PROPERTY TYPE: SECURITIES					06/20/2008	05/05/2009
777.00		1,496.00					-719.00	
		150. HOLOGIC INC PROPERTY TYPE: SECURITIES					04/08/2008	05/05/2009
1,793.00		4,545.00					-2,752.00	
		4. INTUITIVE SURGICAL INC NEW PROPERTY TYPE: SECURITIES					11/27/2007	11/20/2009
1,109.00		1,155.00					-46.00	
		440. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					12/28/2006	02/24/2009
8,786.00		21,542.00					-12,756.00	
		340. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					11/17/2008	12/03/2009
14,329.00		11,570.00					2,759.00	
		3. JOHNSON & JOHNSON INC PROPERTY TYPE: SECURITIES					02/04/2009	06/15/2009
165.00		175.00					-10.00	
		85. KAYDON CORP PROPERTY TYPE: SECURITIES					08/03/2007	08/27/2009
2,751.00		4,679.00					-1,928.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					03/18/2008	06/15/2009
155.00		193.00					-38.00	
		3. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					11/14/2007	01/14/2009
84.00		100.00					-16.00	
		3. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					11/14/2007	06/15/2009
76.00		100.00					-24.00	
		151. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					01/10/2008	10/07/2009
3,934.00		4,968.00					-1,034.00	
		690. KROGER CORP PROPERTY TYPE: SECURITIES					12/26/2007	09/18/2009
14,229.00		18,531.00					-4,302.00	
		10. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES					12/29/2006	02/03/2009
786.00		820.00					-34.00	
		30. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES					12/29/2006	10/19/2009
2,307.00		2,460.00					-153.00	
		35. LIFE TIME FITNESS INC PROPERTY TYPE: SECURITIES					12/29/2006	10/16/2009
1,035.00		1,717.00					-682.00	
		3. LILLY ELI & CO PROPERTY TYPE: SECURITIES					11/10/2008	01/14/2009
112.00		105.00					7.00	
		75. MCCORMICK & CO PROPERTY TYPE: SECURITIES					02/03/2009	06/08/2009
2,334.00		2,422.00					-88.00	
		400. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					08/23/2007	03/03/2009
15,575.00		16,890.00					-1,315.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		31. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					02/05/2009	12/08/2009
1,137.00		934.00					203.00	
		140. MICROSOFT CORP PROPERTY TYPE: SECURITIES					04/15/2009	12/29/2009
4,393.00		2,645.00					1,748.00	
		135. MICROSEMI CORP PROPERTY TYPE: SECURITIES					10/20/2008	01/27/2009
1,094.00		3,009.00					-1,915.00	
		250. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES					03/25/2009	10/29/2009
8,370.00		6,144.00					2,226.00	
		15. MORNINGSTAR INC PROPERTY TYPE: SECURITIES					11/13/2008	11/05/2009
756.00		475.00					281.00	
		111. NEW YORK CMNTY BANCORP INC PROPERTY TYPE: SECURITIES					04/02/2007	03/05/2009
895.00		1,943.00					-1,048.00	
		785. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					06/06/2008	10/01/2009
15,945.00		17,981.00					-2,036.00	
		55. O REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES					01/03/2007	06/12/2009
1,941.00		1,756.00					185.00	
		34. PNC BANK CORP PROPERTY TYPE: SECURITIES					10/14/2008	02/04/2009
1,018.00		2,124.00					-1,106.00	
		3. PFIZER INC PROPERTY TYPE: SECURITIES					02/01/2007	01/14/2009
51.00		80.00					-29.00	
		253. PFIZER INC PROPERTY TYPE: SECURITIES					08/20/2007	02/04/2009
3,797.00		6,612.00					-2,815.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		95. PHARMACEUTICAL PROD DEV INC PROPERTY TYPE: SECURITIES					04/13/2007	07/23/2009
1,836.00		3,247.00					-1,411.00	
		3. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					05/18/2007	01/14/2009
123.00		145.00					-22.00	
		80. PRAXAIR INC PROPERTY TYPE: SECURITIES					12/29/2006	05/27/2009
5,668.00		4,752.00					916.00	
		35. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					12/29/2006	07/24/2009
1,572.00		1,530.00					42.00	
		275. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					01/08/2007	06/15/2009
14,071.00		17,640.00					-3,569.00	
		10. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					03/02/2009	12/08/2009
620.00		477.00					143.00	
		3. PROGRESS ENERGY INC PROPERTY TYPE: SECURITIES					01/05/2007	06/15/2009
110.00		145.00					-35.00	
		20. QUALITY SYS INC PROPERTY TYPE: SECURITIES					11/13/2008	05/06/2009
1,095.00		724.00					371.00	
		5. RALCORP HLDGS INC NEW PROPERTY TYPE: SECURITIES					12/29/2006	03/27/2009
275.00		257.00					18.00	
		55. RALCORP HLDGS INC NEW PROPERTY TYPE: SECURITIES					12/29/2006	09/16/2009
3,368.00		2,830.00					538.00	
		53. REYNOLDS AMERICAN INC PROPERTY TYPE: SECURITIES					01/05/2007	01/07/2009
1,968.00		3,405.00					-1,437.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		110. RIO TINTO PLC SPON ADR PROPERTY TYPE: SECURITIES						07/17/2009
2,512.00							2,512.00	
		20. RITCHIE BROS AUCTIONEERS PROPERTY TYPE: SECURITIES					01/16/2007	10/16/2009
466.00		374.00					92.00	
		3. ROYAL DUTCH SHELL PLC SPON ADR B PROPERTY TYPE: SECURITIES					11/04/2008	06/15/2009
159.00		178.00					-19.00	
		445. ST. JUDE MED INC. PROPERTY TYPE: SECURITIES					05/22/2008	10/26/2009
15,388.00		18,245.00					-2,857.00	
		70. ST MARY LD & EXPL CO PROPERTY TYPE: SECURITIES					10/12/2007	02/26/2009
991.00		2,594.00					-1,603.00	
		15. SIGNATURE BK NEW YORK N Y PROPERTY TYPE: SECURITIES					01/03/2007	03/18/2009
378.00		464.00					-86.00	
		15. SILGAN HOLDINGS INC PROPERTY TYPE: SECURITIES					12/10/2007	03/18/2009
739.00		834.00					-95.00	
		75. SMITH INTERNATIONAL INC PROPERTY TYPE: SECURITIES					12/29/2006	06/22/2009
1,872.00		3,082.00					-1,210.00	
		3. SOUTHERN CO PROPERTY TYPE: SECURITIES					01/05/2007	01/14/2009
102.00		110.00					-8.00	
		3. SOUTHERN CO PROPERTY TYPE: SECURITIES					04/21/2008	06/15/2009
90.00		110.00					-20.00	
		50. SPARTAN STORES INC PROPERTY TYPE: SECURITIES					06/05/2008	08/26/2009
681.00		1,234.00					-553.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. SPARTAN STORES INC PROPERTY TYPE: SECURITIES					04/01/2009	12/03/2009
910.00		988.00					-78.00	
		70. SPARTAN STORES INC PROPERTY TYPE: SECURITIES					06/27/2008	12/03/2009
980.00		1,681.00					-701.00	
		40. STERICYCLE INC COM PROPERTY TYPE: SECURITIES					12/29/2006	07/16/2009
2,017.00		1,511.00					506.00	
		90. STRATASYS INC PROPERTY TYPE: SECURITIES					12/19/2007	10/26/2009
1,512.00		2,356.00					-844.00	
		80. SYNAPTICS INC PROPERTY TYPE: SECURITIES					06/09/2009	10/14/2009
1,702.00		3,144.00					-1,442.00	
		325. THERMO ELECTRON PROPERTY TYPE: SECURITIES					10/08/2007	05/01/2009
11,939.00		18,818.00					-6,879.00	
		15. 3M CO PROPERTY TYPE: SECURITIES					07/15/2009	10/19/2009
1,144.00		929.00					215.00	
		105. TIFFANY PROPERTY TYPE: SECURITIES					09/03/2008	07/21/2009
2,958.00		4,615.00					-1,657.00	
		125. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES					11/02/2007	02/24/2009
1,817.00		5,232.00					-3,415.00	
		79. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES					08/20/2007	02/04/2009
1,144.00		2,707.00					-1,563.00	
		500. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES					06/06/2008	06/04/2009
9,276.00		16,227.00					-6,951.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. ULTIMATE SOFTWARE GROUP INC PROPERTY TYPE: SECURITIES					10/07/2008	04/29/2009
883.00		949.00					-66.00	
		3. UNILEVER PLC ADR SPON NEW PROPERTY TYPE: SECURITIES					10/07/2008	01/14/2009
68.00		82.00					-14.00	
		3. UNILEVER PLC ADR SPON NEW PROPERTY TYPE: SECURITIES					10/07/2008	06/15/2009
72.00		82.00					-10.00	
		23. UNILEVER PLC ADR SPON NEW PROPERTY TYPE: SECURITIES					11/17/2008	10/16/2009
683.00		501.00					182.00	
		47. UNILEVER PLC ADR SPON NEW PROPERTY TYPE: SECURITIES					10/07/2008	10/16/2009
1,395.00		1,280.00					115.00	
		160. UNILEVER NV NEW PROPERTY TYPE: SECURITIES					12/28/2006	11/24/2009
5,027.00		4,390.00					637.00	
		55. UNIVERSAL FST PRODS INC PROPERTY TYPE: SECURITIES					12/29/2006	04/01/2009
1,442.00		2,644.00					-1,202.00	
		20. V F CORP PROPERTY TYPE: SECURITIES					02/21/2007	04/14/2009
1,285.00		1,600.00					-315.00	
		160. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					12/28/2006	01/05/2009
5,099.00		5,934.00					-835.00	
		3. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					02/14/2008	01/14/2009
92.00		114.00					-22.00	
		3. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					04/16/2008	01/14/2009
59.00		92.00					-33.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					04/16/2008	06/15/2009
55.00		92.00					-37.00	
		74. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					10/10/2008	02/04/2009
1,389.00		1,998.00					-609.00	
		15. WEST PHARMACEUTICAL SVSC INC PROPERTY TYPE: SECURITIES					02/06/2008	03/27/2009
503.00		572.00					-69.00	
		15. WHITING PETE CORP PROPERTY TYPE: SECURITIES					12/15/2008	08/26/2009
710.00		534.00					176.00	
		15. WHITING PETE CORP PROPERTY TYPE: SECURITIES					02/26/2009	11/06/2009
909.00		477.00					432.00	
		6. WINDSTREAM CORP PROPERTY TYPE: SECURITIES					04/02/2007	01/14/2009
50.00		89.00					-39.00	
		224. WINDSTREAM CORP PROPERTY TYPE: SECURITIES					04/02/2007	03/02/2009
1,557.00		3,168.00					-1,611.00	
		3. WINDSTREAM CORP PROPERTY TYPE: SECURITIES					01/11/2007	06/15/2009
25.00		42.00					-17.00	
		120. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES					05/08/2008	05/15/2009
2,808.00		3,910.00					-1,102.00	
		62. WYETH PROPERTY TYPE: SECURITIES					11/17/2008	02/04/2009
2,696.00		2,053.00					643.00	
		375. X T O ENERGY INC PROPERTY TYPE: SECURITIES					06/13/2007	11/23/2009
15,747.00		18,367.00					-2,620.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. ACCENTURE PLC IRELAND CLASS A PROPERTY TYPE: SECURITIES					01/23/2007	10/02/2009
2,847.00		2,774.00					73.00	
		. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					01/05/2007	08/27/2009
61.00		61.00						
		. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					01/05/2007	11/20/2009
32.00		32.00						
TOTAL GAIN(LOSS)							-181,140.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGL RESOURCES INC COM	65.	65.
AT&T INC	1,792.	1,792.
AT&T INC DTD 12/06/07 4.95% 01/15/13	358.	358.
AIRGAS INC	53.	53.
ALASKA COMMUNICATIONS SYS GR	370.	45.
ALTRIA GROUP INC	1,120.	1,120.
AMERICAN CAMPUS CMNTYS INC	162.	36.
AMERICAN ECOLOGY CORP	76.	76.
AMERON INTERNATIONAL INC	44.	44.
APACHE CORP	81.	81.
ASTRAZENECA PLC SPONSORED ADR	627.	627.
AVON PRODS INC	10.	10.
AXA ADR	53.	53.
BAE SYSTEMS PLC ADR	267.	267.
BASF AG SPONSORED ADR	493.	493.
BCE INC NEW	100.	100.
BP AMOCO PLC SPONSORED ADR	1,336.	1,336.
BARD C R INC	11.	11.
BECTON DICKINSON & CO.	246.	246.
BHP BILLITON LIMITED SPONSORED ADR	976.	976.
BLACKBAUD INC	74.	74.
BOEING CO	126.	126.
BOTTLING GROUP LLC DTD 06/10/03 4.125% 0	728.	728.
BRISTOL MYERS SQUIBB CO	1,039.	1,039.
BRITISH AMERICAN TOBACCO	535.	535.
BROOKFIELD ASSET MGMT INC CL A LTD VT SH	78.	78.
CLECO CORP NEW COM	203.	203.
CADBURY PLC SPONS ADR	139.	139.
CANADIAN NATL RY CO	215.	215.
CANADIAN NAT RES LTD	35.	35.
CANADIAN PAC RY LTD	273.	273.
CATERPILLAR TRACTOR CO	347.	347.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CENTURYTEL INC	105.	105.
CHEVRONTEXACO CORP	714.	714.
CHURCH & DWIGHT INC	25.	25.
CLARCOR INC	32.	32.
COACH INC COM	7.	7.
COCA COLA CO	107.	107.
COGNEX	63.	63.
COHEN & STEERS INC	14.	14.
COHU INC	31.	31.
COLGATE PALMOLIVE CO	353.	353.
COMPANHIA VALE DO RIO DOCE SPONSORED ADR	271.	271.
COMPASS MINERALS INTL INC	14.	14.
CONAGRA, INC.	26.	26.
CONOCOPHILLIPS COM	73.	73.
COSTCO WHSL CORP NEW	151.	151.
COUSINS PPTYS INC	105.	105.
CUMMINS INC	49.	49.
DARDENE RESTAURANTS INC COM	35.	35.
DEUTSCHE TELEKOM AG ADR SPONSORED	271.	271.
DIAGEO PLC ADR SPONSORED NEW	1,153.	1,153.
DOMINION RES INC VA NEW	137.	137.
DOW CHEMICAL CO	227.	227.
DREYFUS INST CASH MGT FD #288	1,127.	1,127.
DUFF & PHELPS CORP NEW	5.	5.
DUKE ENERGY HLDG CORP	195.	195.
DUN & BRADSTREET CORP DEL NEW	41.	41.
ENI S P A ADR	136.	136.
ECOLAB INC	188.	188.
EMERSON ELECTRIC CO	417.	417.
ENSIGN ENERGY SVGS INC	77.	77.
EXELON CORP	215.	215.
EXPEDITORS INTL WASH INC	156.	156.
FPL GROUP	397.	397.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDL FARM CR BKS DTD 03/19/99 5.80% 3/19	1,450.	1,450.
FEDERAL FARM CREDIT BANK DTD 12/22/04 4.	4,500.	4,500.
FEDERAL FARM CREDIT BANK DTD 7/28/05 4.3	2,188.	2,188.
FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2	5,200.	5,200.
FEDL HOME LN BKS DTD 04/27/99 5.79% 04/2	1,448.	1,448.
FEDERAL HOME LN BKS DTD 06/22/99 6.73% 0	67.	67.
FEDERAL HOME LOAN BKS DTD 11/15/01 4.875	2,438.	2,438.
FEDERAL HOME LOAN BANK DTD 9/6/02 4.625%	2,313.	2,313.
FEDERAL HOME LOAN BANK DTD 12/05/02 4.25	2,113.	2,113.
FEDERAL HOME LOAN BANK DTD 05/21/03 4.68	2,340.	2,340.
FEDERAL HOME LOAN BANK DTD 08/06/03 4.5	4,550.	4,550.
FEDERAL HOME LOAN BANK DTD 11/24/03 5.13	2,565.	2,565.
FEDERAL HOME LOAN BANK DTD 11/02/04 4.5%	4,500.	4,500.
FEDERAL HOME LOAN BANK DTD 11/03/05 5% 1	2,500.	2,500.
FEDERAL HOME LOAN BANK DTD 11/15/06 5.00	5,000.	5,000.
FEDERAL HOME LOAN BANK DTD 06/13/07 5.62	5,625.	5,625.
FLOWSERVE CORP	9.	9.
FORD MTR CO CAP TR II PFD TR CV 6.5%	382.	382.
FRANCE TELECOM	162.	162.
FRONTIER COMMUNICATIONS CORP	56.	56.
GALLAGHER ARTHUR J & CO COM	20.	20.
GENERAL ELECTRIC	627.	627.
GENUINE PARTS CO	596.	596.
GLACIER BANCORP INC	31.	31.
GLAXO PLC SPONSORED ADR	178.	178.
GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.3	589.	589.
GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7	5,700.	5,700.
W W GRAINGER INC	17.	17.
HCP INC	113.	113.
HSBC HLDGS PLC ADR NEW	137.	137.
HEALTHCARE SVCS GRP INC	99.	99.
HEALTH CARE REI INC	727.	583.
HEARTLAND EXPRESS INC	14.	14.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEINZ H.J. CO	784.	784.
HEWLETT PACKARD CO	125.	125.
INTERNATIONAL BUSINESS MACHINES	123.	123.
J P MORGAN CHASE & CO	347.	347.
JOHNSON & JOHNSON INC	891.	891.
KAYDON CORP	43.	43.
KAYNE ANDERSON MLP INVSMNT C	155.	
KIMBERLY CLARK CORP	874.	874.
KRAFT FOODS INC CL A	1,494.	1,494.
KROGER CORP	186.	186.
L-3 COMMUNICATIONS HLDGS INC	32.	32.
LANDAUER INC	84.	84.
LILLY ELI & CO	998.	998.
LORILLARD INC	13.	13.
LOWE'S CO	184.	184.
MANULIFE FINANCIAL CORPORATION	92.	92.
MATTHEWS INTL CORP CL A	21.	21.
MCCORMICK & CO	18.	18.
MCDONALDS CORP	380.	380.
MERCK & CO INC	52.	52.
MERIDIAN BIOSCIENCE INC	85.	85.
MICROSOFT CORP	407.	407.
MID-AMERICA APARTMENT CMNTYS	37.	26.
MONRO MUFFLER BRAKE INC	35.	35.
MONSANTO CO NEW	155.	155.
MORGAN STANLEY DEAN WITTER	42.	42.
NATIONSBANK CORP DTD 05/04/98 6.6% 05/15	6,600.	6,600.
NESTLE S.A. SPONSORED ADR REG SH	588.	588.
NEW YORK CMNTY BANCORP INC	28.	28.
NIKE INC CL B	215.	215.
NOKIA CORP SPONSORED ADR	377.	377.
NOBLE ENERGY INC	43.	43.
NORDSON CORP	25.	25.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST CORP	218.	218.
NOVARTIS ADR	266.	266.
NUCOR CORP	462.	462.
ORACLE CORPORATION	79.	79.
PNC BANK CORP	22.	22.
PERRIGO CO	17.	17.
PETROCHINA CO LTD ADR	281.	281.
PFIZER INC	81.	81.
PHARMACEUTICAL PROD DEV INC	26.	26.
PHILIP MORRIS INTL INC	831.	831.
POTASH CORP SASKATCHEWAN INC	78.	78.
POWER INTEGRATIONS INC	4.	4.
PRAXAIR INC	368.	368.
PRICE T ROWE GROUP INC COM	358.	358.
PROCTOR & GAMBLE CO	289.	289.
PRIVATEBANCORP INC	4.	4.
PROGRESS ENERGY INC	157.	157.
QUALCOMM INC	303.	303.
QUALITY SYS INC	72.	72.
QUEST DIAGNOSTICS INC	26.	26.
R W E AG SPONSORED ADR	234.	234.
REYNOLDS AMERICAN INC	218.	218.
RIO TINTO PLC SPON ADR	299.	299.
RITCHIE BROS AUCTIONEERS	74.	74.
ROYAL DUTCH SHELL PLC SPON ADR B	214.	214.
RUDDICK CORP	41.	41.
RYLAND GROUP INC	9.	9.
SPX CORP	39.	39.
SCANA CORP NEW	60.	60.
SCHLUMBERGER LTD	500.	500.
SCHNITZER STL INDS	1.	1.
SILGAN HOLDINGS INC	52.	52.
SMITH INTERNATIONAL INC	27.	27.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SOLERA HOLDINGS INC	9.	9.
SOUTHERN CO	219.	219.
SPARTAN STORES INC	29.	29.
STRAYER ED INC	27.	27.
SUNCOR ENERGY INC NEW	73.	73.
SUNCOR ENERGY INC COM	33.	33.
TALISMAN ENERGY INC	53.	53.
TELEFONICA DE ESPANA S.A.	44.	44.
TENARIS S A SPONSORED ADR	417.	417.
TENNESSEE VALLEY AUTH DTD 01/18/01 05.62	5,625.	5,625.
3M CO	395.	395.
TIFFANY	54.	54.
TORO CO	27.	27.
TORTOISE ENERGY INFRASTRUCTURE C	140.	
TORTOISE ENERGY CAP CORP	72.	
TOTAL FINA SA ADR	92.	92.
TRAVELERS COMPANIES INC	140.	140.
TRICAN WELL SVC LTD	4.	4.
TUPPERWARE CORP	92.	92.
US BANCORP DEL NEW	271.	271.
UMPQUA HLDGS CORP	22.	22.
UNILEVER PLC ADR SPON NEW	113.	113.
UNILEVER NV NEW	1,228.	1,228.
UNITED TECHNOLOGIES CORP	424.	424.
UNIVERSAL FST PRODS INC	26.	26.
V F CORP	107.	107.
VALE S A ADR	316.	316.
VERIZON COMMUNICATIONS	990.	990.
VISA INC CLASSS A SHARES (V)	64.	64.
VODAFONE GROUP PLC NEW	1,101.	1,101.
W-D 40 CO.	55.	55.
WADDELL & REED FINANCIAL CL A	40.	40.
WELLS FARGO & CO NEW	25.	25.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WEST PHARMACEUTICAL SVSC INC	57.	57.
WILMINGTON TR CORP	26.	26.
WINDSTREAM CORP	168.	168.
X T O ENERGY INC	186.	186.
YARA INTL ASA SPONSORED ADR	28.	28.
ZENITH NATL INS CORP	63.	63.
ACCENTURE PLC IRELAND CLASS A	300.	300.
COOPER INDS LTD CL A	250.	
INGERSOLL-RAND COMPANY LTD CL A	106.	
INGERSOLL-RAND PUBLIC LIMITED CO	41.	
NOBLE CORP COM	26.	26.
PARTNERRE LTD	122.	122.
CORE LABORATORIES N V ORD	55.	55.
TOTAL	112,201.	110,831.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	4,873.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.			
TOTALS	900.	NONE	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	934.	934.
FOREIGN TAXES ON QUALIFIED FOR	8.	8.
TOTALS	942.	942.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	55.	55.
OTHER ALLOCABLE EXPENSE-INCOME	105.	105.
OTHER NON-ALLOCABLE EXPENSE -	68.	68.
TOTALS	228.	228.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. OBLIGATIONS	1,009,345.	1,073,091.
TOTALS	1,009,345.	1,073,091.

PROCTOR M FBO RESIDENTS MASTER 31V120007 03-6020099

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCK	1,809,114.	1,899,791.
TOTALS	1,809,114.	1,899,791.

PROCTOR M FBO RESIDENTS MASTER 31V120007 03-6020099

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS	328,382.	340,376.
TOTALS	328,382.	340,376.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
POSTING ADJUSTMENT	643.
TOTAL	643.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

VT

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

OFFICER NAME:
PEOPLES UNITED BANK
ADDRESS:
2 BURLINGTON SQUARE
BURLINGTON, VT 05401
TITLE:
TRUSTEE
COMPENSATION .... 35,713.

TOTAL COMPENSATION: 35,713.
==============

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

RECIPIENT NAME:
PEOPLES UNITED BANK
ADDRESS:
2 BURLINGTON SQUARE
BURLINGTON, VT 05402
RECIPIENT'S PHONE NUMBER: 802-660-2153

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

==

RECIPIENT NAME:
PROCTOR FREE LIBRARY
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
PROCTOR HISTORICAL SOCIETY
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
PROCTOR JR/SR HIGH SCHOOL
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,100.

RECIPIENT NAME:
PROCTOR SCHOOL DISTRICT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 71,260.

STATEMENT 19

RECIPIENT NAME:
PROCTOR VOLUNTEER FIRE DEPT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 18,400.

RECIPIENT NAME:
RIVERSIDE CEMETERY ASSOCIATION
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,735.

RECIPIENT NAME:
ST DOMINIC'S CEMETERY ASS
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 9,790.

RECIPIENT NAME:
ST PAUL'S LUTHERAN CHURCH
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

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

RECIPIENT NAME:
ST. DOMINIC'S CHURCH
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 17,894.

RECIPIENT NAME:
TOWN OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,050.

RECIPIENT NAME:
UNION CHURCH OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
PROCTOR YOUTH LEAGUE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 31,122.

TOTAL GRANTS PAID: 165,351.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number: 03-6020099

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-11,207.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-11,207.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,226.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-172,257.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	98.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-169,933.

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

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-11,207.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-169,933.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-181,140.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20 Add lines 18 and 19	20					
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22 Subtract line 21 from line 20. If zero or less, enter -0-			22			
23 Subtract line 22 from line 17. If zero or less, enter -0-			23			
24 Enter the **smaller** of the amount on line 17 or $2,300			24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26 Subtract line 25 from line 24			26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29 Subtract line 28 from line 27			29			
30 Multiply line 29 by 15% (.15)					30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32 Add lines 30 and 31					32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number: 03-6020099

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. AGL RESOURCES INC COM	10/08/2008	06/15/2009	93.00	90.00	3.00
465. AT&T INC	11/06/2008	10/26/2009	11,820.00	12,206.00	-386.00
49. AVON PRODS INC	03/05/2009	06/04/2009	1,315.00	765.00	550.00
110. AXA ADR		12/07/2009	66.00		66.00
3. BCE INC NEW	01/16/2009	06/15/2009	63.00	58.00	5.00
3. CENTURYTEL INC	10/07/2008	06/15/2009	96.00	107.00	-11.00
3. COCA COLA CO	01/07/2009	06/15/2009	145.00	135.00	10.00
8. COCA COLA CO	01/07/2009	12/08/2009	458.00	359.00	99.00
3. CONAGRA, INC.	10/07/2008	01/14/2009	50.00	58.00	-8.00
69. CONAGRA, INC.	10/07/2008	07/15/2009	1,309.00	1,332.00	-23.00
3.172 COUSINS PPTYS INC	06/05/2009	08/21/2009	24.00	29.00	-5.00
.476 COUSINS PPTYS INC	09/17/2009	09/17/2009	4.00	4.00	
2. COUSINS PPTYS INC	09/17/2009	10/14/2009	16.00	15.00	1.00
55. DEAN FOODS CO NEW COM	08/05/2008	02/25/2009	1,116.00	1,249.00	-133.00
3. DOMINION RES INC VA NEW	02/04/2009	06/15/2009	97.00	110.00	-13.00
21. FMC TECHNOLOGIES INC	06/22/2009	11/20/2009	1,138.00	754.00	384.00
247. GENERAL ELECTRIC	01/07/2009	03/02/2009	1,937.00	6,137.00	-4,200.00
3. GLAXO PLC SPONSORED ADR	07/18/2008	01/14/2009	110.00	143.00	-33.00
50. HSBC HLDGS PLC ADR NEW	10/03/2008	01/15/2009	2,028.00	3,941.00	-1,913.00
65. HOLOGIC INC	06/20/2008	05/05/2009	777.00	1,496.00	-719.00
3. JOHNSON & JOHNSON INC	02/04/2009	06/15/2009	165.00	175.00	-10.00
3. LILLY ELI & CO	11/10/2008	01/14/2009	112.00	105.00	7.00
75. MCCORMICK & CO	02/03/2009	06/08/2009	2,334.00	2,422.00	-88.00
31. MERCK & CO INC NEW	02/05/2009	12/08/2009	1,137.00	934.00	203.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number: 03-6020099

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 140. MICROSOFT CORP	04/15/2009	12/29/2009	4,393.00	2,645.00	1,748.00
135. MICROSEMI CORP	10/20/2008	01/27/2009	1,094.00	3,009.00	-1,915.00
250. MORGAN STANLEY DEAN WITTER	03/25/2009	10/29/2009	8,370.00	6,144.00	2,226.00
15. MORNINGSTAR INC	11/13/2008	11/05/2009	756.00	475.00	281.00
34. PNC BANK CORP	10/14/2008	02/04/2009	1,018.00	2,124.00	-1,106.00
10. PROCTOR & GAMBLE CO	03/02/2009	12/08/2009	620.00	477.00	143.00
20. QUALITY SYS INC	11/13/2008	05/06/2009	1,095.00	724.00	371.00
110. RIO TINTO PLC SPON ADR		07/17/2009	2,512.00		2,512.00
3. ROYAL DUTCH SHELL PLC SPON ADR B	11/04/2008	06/15/2009	159.00	178.00	-19.00
65. SPARTAN STORES INC	04/01/2009	12/03/2009	910.00	988.00	-78.00
80. SYNAPTICS INC	06/09/2009	10/14/2009	1,702.00	3,144.00	-1,442.00
15. 3M CO	07/15/2009	10/19/2009	1,144.00	929.00	215.00
105. TIFFANY	09/03/2008	07/21/2009	2,958.00	4,615.00	-1,657.00
500. US BANCORP DEL NEW	06/06/2008	06/04/2009	9,276.00	16,227.00	-6,951.00
45. ULTIMATE SOFTWARE GROUP INC	10/07/2008	04/29/2009	883.00	949.00	-66.00
3. UNILEVER PLC ADR SPON NEW	10/07/2008	01/14/2009	68.00	82.00	-14.00
3. UNILEVER PLC ADR SPON NEW	10/07/2008	06/15/2009	72.00	82.00	-10.00
23. UNILEVER PLC ADR SPON NEW	11/17/2008	10/16/2009	683.00	501.00	182.00
3. VERIZON COMMUNICATIONS	02/14/2008	01/14/2009	92.00	114.00	-22.00
3. VODAFONE GROUP PLC NEW	04/16/2008	01/14/2009	59.00	92.00	-33.00
74. WELLS FARGO & CO NEW	10/10/2008	02/04/2009	1,389.00	1,998.00	-609.00
15. WHITING PETE CORP	12/15/2008	08/26/2009	710.00	534.00	176.00
15. WHITING PETE CORP	02/26/2009	11/06/2009	909.00	477.00	432.00
62. WYETH	11/17/2008	02/04/2009	2,696.00	2,053.00	643.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -11,207.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number

03-6020099

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3. AT&T INC	05/05/2008	06/15/2009	73.00	119.00	-46.00
425. ADOBE SYS INC	01/08/2007	01/30/2009	8,334.00	17,473.00	-9,139.00
3. ALTRIA GROUP INC	04/15/2008	06/15/2009	50.00	64.00	-14.00
40. AMAZON.COM INC	08/11/2008	10/02/2009	3,615.00	3,494.00	121.00
5. AMERON INTERNATIONAL INC	07/23/2008	10/16/2009	323.00	651.00	-328.00
15. ANSYS INC	05/25/2007	11/05/2009	585.00	421.00	164.00
42. APPLE COMPUTER, INC	09/23/2008	09/24/2009	7,713.00	5,465.00	2,248.00
100. AVID TECHNOLOGY INC COM	07/16/2007	01/30/2009	1,002.00	3,663.00	-2,661.00
125. BJ'S WHOLESALE CLUB INC	05/28/2008	11/16/2009	4,641.00	4,857.00	-216.00
3. BP AMOCO PLC SPONSORED ADR	02/14/2008	06/15/2009	149.00	201.00	-52.00
400. BANK AMER CORP COM	12/28/2006	01/16/2009	2,852.00	21,440.00	-18,588.00
35. BARD C R INC	12/29/2006	05/05/2009	2,509.00	2,914.00	-405.00
85. BECTON DICKINSON & CO.	12/29/2006	01/30/2009	6,156.00	5,977.00	179.00
230. BRISTOL MYERS SQUIBB CO	12/28/2006	01/05/2009	5,358.00	6,065.00	-707.00
3. BRISTOL MYERS SQUIBB CO	10/19/2007	01/14/2009	67.00	89.00	-22.00
3. BRISTOL MYERS SQUIBB CO	10/19/2007	06/15/2009	58.00	89.00	-31.00
60. CLECO CORP NEW COM	10/10/2007	08/26/2009	1,492.00	1,577.00	-85.00
275. CATERPILLAR TRACTOR CO	01/08/2007	07/30/2009	11,914.00	16,698.00	-4,784.00
678. CEMEX S A B ADR SPONSORED NEW	12/28/2006	02/26/2009	4,024.00	21,501.00	-17,477.00
100. CHEVRONTEXACO CORP	12/28/2006	06/03/2009	6,795.00	7,434.00	-639.00
600. CISCO SYSTEMS INC	01/08/2007	08/21/2009	13,260.00	16,819.00	-3,559.00
40. CITRIX SYSTEMS INC	01/24/2007	06/22/2009	1,243.00	1,278.00	-35.00
45. CLARCOR INC	01/09/2007	03/17/2009	1,102.00	1,521.00	-419.00
45. COGNEX	04/08/2008	12/24/2009	801.00	1,037.00	-236.00
95. CONCUR TECHNOLOGIES INC	10/03/2007	01/27/2009	2,536.00	3,026.00	-490.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number
03-6020099

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 65. CONMED CORP	10/27/2008	12/04/2009	1,362.00	1,539.00	-177.00
.172 COUSINS PPTYS INC	01/09/2007	06/10/2009	2.00	6.00	-4.00
189.828 COUSINS PPTYS INC	10/12/2007	08/21/2009	1,430.00	6,318.00	-4,888.00
145. DEAN FOODS CO NEW COM	08/05/2008	11/02/2009	2,419.00	3,293.00	-874.00
6. DEUTSCHE TELEKOM AG ADR SPONSORED	01/05/2007	01/14/2009	81.00	113.00	-32.00
3. DEUTSCHE TELEKOM AG ADR SPONSORED	01/05/2007	06/15/2009	33.00	57.00	-24.00
50. DEUTSCHE TELEKOM AG ADR SPONSORED	01/05/2007	07/16/2009	575.00	942.00	-367.00
540. DOW CHEMICAL CO	12/28/2006	02/20/2009	4,291.00	21,611.00	-17,320.00
35. DRIL-QUIP INC	04/16/2007	06/02/2009	1,547.00	1,706.00	-159.00
3. DUKE ENERGY HLDG CORP	11/14/2007	01/14/2009	45.00	58.00	-13.00
6. DUKE ENERGY HLDG CORP	11/14/2007	06/15/2009	86.00	116.00	-30.00
15. DUN & BRADSTREET CORP DEL NEW	02/28/2007	04/14/2009	1,183.00	1,326.00	-143.00
35. DUN & BRADSTREET CORP DEL NEW	02/28/2007	09/21/2009	2,597.00	3,093.00	-496.00
3. ENI S P A ADR	03/09/2007	01/14/2009	130.00	185.00	-55.00
76. ENI S P A ADR	03/09/2007	08/04/2009	3,544.00	4,685.00	-1,141.00
25. ECOLAB INC	12/29/2006	09/22/2009	1,155.00	1,137.00	18.00
205. EXELON CORP	01/14/2008	05/27/2009	9,704.00	17,274.00	-7,570.00
50000. FEDL FARM CR BKS DTD 03/19/99 5.80% 3/19/200	03/26/2001	03/19/2009	50,000.00	50,732.00	-732.00
50000. FEDL HOME LN BKS DTD 04/27/99 5.79% 04/27/09	03/05/2002	04/27/2009	50,000.00	51,062.00	-1,062.00
2000. FEDERAL HOME LN BKS DTD 06/22/99 6.73% 06/22/09	10/24/2003	06/22/2009	2,000.00	2,229.00	-229.00
50000. FEDERAL HOME LOAN BANK DTD 12/05/02 4.25% 11/	01/29/2004	11/13/2009	50,000.00	51,039.00	-1,039.00
.145 FIBRIA CELULOSE S A SO ADR REP	01/05/2007	11/30/2009	3.00	7.00	-4.00
160. FORD MTR CO CAP TR II PFD TR CV 6.5%	12/28/2006	04/03/2009	1,394.00	5,498.00	-4,104.00
310. FORD MTR CO CAP TR II PFD TR CV 6.5%	12/28/2006	04/06/2009	3,440.00	10,653.00	-7,213.00
3. FRANCE TELECOM	05/23/2007	01/14/2009	75.00	91.00	-16.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: PROCTOR M FBO RESIDENTS MASTER 31V120007

Employer identification number: 03-6020099

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3. FRONTIER COMMUNICATIONS CORP	07/19/2007	01/14/2009	23.00	46.00	-23.00
224. FRONTIER COMMUNICATIO NS CORP	08/20/2007	03/05/2009	1,339.00	3,312.00	-1,973.00
61. GALLAGHER ARTHUR J & CO COM	01/05/2007	02/05/2009	1,141.00	1,778.00	-637.00
60. GENUINE PARTS CO	12/28/2006	01/05/2009	2,302.00	2,875.00	-573.00
320. HCP INC	12/28/2006	04/06/2009	6,452.00	11,651.00	-5,199.00
45. HMS HLDGS CORP	01/03/2007	02/18/2009	1,401.00	676.00	725.00
10. HMS HLDGS CORP	05/05/2008	12/04/2009	458.00	197.00	261.00
80. HEALTHCARE SVCS GRP INC	10/16/2007	04/15/2009	1,431.00	1,753.00	-322.00
3. HEINZ H.J. CO	10/19/2007	01/14/2009	105.00	139.00	-34.00
3. HEINZ H.J. CO	04/21/2008	06/15/2009	107.00	142.00	-35.00
20. HIBBETT SPORTS INC	01/17/2007	10/16/2009	408.00	678.00	-270.00
150. HOLOGIC INC	04/08/2008	05/05/2009	1,793.00	4,545.00	-2,752.00
4. INTUITIVE SURGICAL INC NEW	11/27/2007	11/20/2009	1,109.00	1,155.00	-46.00
440. J P MORGAN CHASE & CO	12/28/2006	02/24/2009	8,786.00	21,542.00	-12,756.00
340. J P MORGAN CHASE & CO	11/17/2008	12/03/2009	14,329.00	11,570.00	2,759.00
85. KAYDON CORP	08/03/2007	08/27/2009	2,751.00	4,679.00	-1,928.00
3. KIMBERLY CLARK CORP	03/18/2008	06/15/2009	155.00	193.00	-38.00
3. KRAFT FOODS INC CL A	11/14/2007	01/14/2009	84.00	100.00	-16.00
3. KRAFT FOODS INC CL A	11/14/2007	06/15/2009	76.00	100.00	-24.00
151. KRAFT FOODS INC CL A	01/10/2008	10/07/2009	3,934.00	4,968.00	-1,034.00
690. KROGER CORP	12/26/2007	09/18/2009	14,229.00	18,531.00	-4,302.00
10. L-3 COMMUNICATIONS HLDGS INC	12/29/2006	02/03/2009	786.00	820.00	-34.00
30. L-3 COMMUNICATIONS HLDGS INC	12/29/2006	10/19/2009	2,307.00	2,460.00	-153.00
35. LIFE TIME FITNESS INC	12/29/2006	10/16/2009	1,035.00	1,717.00	-682.00
400. MEDCO HEALTH SOLUTIONS INC	08/23/2007	03/03/2009	15,575.00	16,890.00	-1,315.00

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

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PROCTOR M FBO RESIDENTS MASTER 31V120007	03-6020099

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 111. NEW YORK CMNTY BANCORP INC	04/02/2007	03/05/2009	895.00	1,943.00	-1,048.00
785. ORACLE CORPORATION	06/06/2008	10/01/2009	15,945.00	17,981.00	-2,036.00
55. O REILLY AUTOMOTIVE INC	01/03/2007	06/12/2009	1,941.00	1,756.00	185.00
3. PFIZER INC	02/01/2007	01/14/2009	51.00	80.00	-29.00
253. PFIZER INC	08/20/2007	02/04/2009	3,797.00	6,612.00	-2,815.00
95. PHARMACEUTICAL PROD DEV INC	04/13/2007	07/23/2009	1,836.00	3,247.00	-1,411.00
3. PHILIP MORRIS INTL INC	05/18/2007	01/14/2009	123.00	145.00	-22.00
80. PRAXAIR INC	12/29/2006	05/27/2009	5,668.00	4,752.00	916.00
35. PRICE T ROWE GROUP INC COM	12/29/2006	07/24/2009	1,572.00	1,530.00	42.00
275. PROCTOR & GAMBLE CO	01/08/2007	06/15/2009	14,071.00	17,640.00	-3,569.00
3. PROGRESS ENERGY INC	01/05/2007	06/15/2009	110.00	145.00	-35.00
5. RALCORP HLDGS INC NEW	12/29/2006	03/27/2009	275.00	257.00	18.00
55. RALCORP HLDGS INC NEW	12/29/2006	09/16/2009	3,368.00	2,830.00	538.00
53. REYNOLDS AMERICAN INC	01/05/2007	01/07/2009	1,968.00	3,405.00	-1,437.00
20. RITCHIE BROS AUCTIONEERS	01/16/2007	10/16/2009	466.00	374.00	92.00
445. ST. JUDE MED INC.	05/22/2008	10/26/2009	15,388.00	18,245.00	-2,857.00
70. ST MARY LD & EXPL CO	10/12/2007	02/26/2009	991.00	2,594.00	-1,603.00
15. SIGNATURE BK NEW YORK N Y	01/03/2007	03/18/2009	378.00	464.00	-86.00
15. SILGAN HOLDINGS INC	12/10/2007	03/18/2009	739.00	834.00	-95.00
75. SMITH INTERNATIONAL INC	12/29/2006	06/22/2009	1,872.00	3,082.00	-1,210.00
3. SOUTHERN CO	01/05/2007	01/14/2009	102.00	110.00	-8.00
3. SOUTHERN CO	04/21/2008	06/15/2009	90.00	110.00	-20.00
50. SPARTAN STORES INC	06/05/2008	08/26/2009	681.00	1,234.00	-553.00
70. SPARTAN STORES INC	06/27/2008	12/03/2009	980.00	1,681.00	-701.00
40. STERICYCLE INC COM	12/29/2006	07/16/2009	2,017.00	1,511.00	506.00

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

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PROCTOR M FBO RESIDENTS MASTER 31V120007	03-6020099

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	90. STRATASYS INC	12/19/2007	10/26/2009	1,512.00	2,356.00	-844.00
	325. THERMO ELECTRON	10/08/2007	05/01/2009	11,939.00	18,818.00	-6,879.00
	125. TRIMBLE NAVIGATION LTD	11/02/2007	02/24/2009	1,817.00	5,232.00	-3,415.00
	79. US BANCORP DEL NEW	08/20/2007	02/04/2009	1,144.00	2,707.00	-1,563.00
	47. UNILEVER PLC ADR SPON NEW	10/07/2008	10/16/2009	1,395.00	1,280.00	115.00
	160. UNILEVER NV NEW	12/28/2006	11/24/2009	5,027.00	4,390.00	637.00
	55. UNIVERSAL FST PRODS INC	12/29/2006	04/01/2009	1,442.00	2,644.00	-1,202.00
	20. V F CORP	02/21/2007	04/14/2009	1,285.00	1,600.00	-315.00
	160. VERIZON COMMUNICATION S	12/28/2006	01/05/2009	5,099.00	5,934.00	-835.00
	3. VODAFONE GROUP PLC NEW	04/16/2008	06/15/2009	55.00	92.00	-37.00
	15. WEST PHARMACEUTICAL SVSC INC	02/06/2008	03/27/2009	503.00	572.00	-69.00
	6. WINDSTREAM CORP	04/02/2007	01/14/2009	50.00	89.00	-39.00
	224. WINDSTREAM CORP	04/02/2007	03/02/2009	1,557.00	3,168.00	-1,611.00
	3. WINDSTREAM CORP	01/11/2007	06/15/2009	25.00	42.00	-17.00
	120. WRIGHT EXPRESS CORP	05/08/2008	05/15/2009	2,808.00	3,910.00	-1,102.00
	375. X T O ENERGY INC	06/13/2007	11/23/2009	15,747.00	18,367.00	-2,620.00
	75. ACCENTURE PLC IRELAND CLASS A	01/23/2007	10/02/2009	2,847.00	2,774.00	73.00
	. NOBLE CORPORATION	01/05/2007	08/27/2009	61.00	61.00	
	. NOBLE CORPORATION	01/05/2007	11/20/2009	32.00	32.00	
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-172,257.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BRISTOL MYERS SQUIBB CO	765.00	
COUSINS PPTYS INC	72.00	
HCP INC	19.00	
MID-AMERICA APARTMENT CMNTYS	32.00	
TYCO INTERNATIONAL LTD NEW	1,338.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,226.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,226.00

31-V120-01-5 M PROCTOR FBO RESIDENTS CORE AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
00206R-AF-9	AT&T CORPORATION 4.950% 01/15/2013	25,000.000	25,282.75	106.688 12/31/2009	26,672.00
10138M-AD-7	BOTTLING GROUP LLC DTD 06/10/03 4.125% 06/15/15	25,000.000	24,643.25	103.418 12/31/2009	25,854.50
26188J-20-6	DREYFUS INST CASH MGT FD #288	123,752.480	123,752.48	1.000 12/31/2009	123,752.48
3133MJ-UQ-1	FEDERAL HOME LOAN BANK DTD 11/15/01 4.875% 11/15/11	50,000.000	51,742.65	106.875 12/31/2009	53,437.75
3133MR-PX-4	FEDERAL HOME LOAN BANK DTD 9/6/02 4.625% 8/15/2012	50,000.000	51,151.20	107.531 12/31/2009	53,765.75
3133MY-LY-1	FEDERAL HOME LOAN BANK DTD 05/21/03 4.680% 05/21/13	50,000.000	51,104.00	108.437 12/31/2009	54,218.75
3133XD-TC-5	FEDERAL HOME LOAN BANK DTD 11/03/05 5% 12/11/15	50,000.000	50,337.20	108.328 12/31/2009	54,164.25
3133XH-VS-8	FEDERAL HOME LOAN BANK DTD 11/15/06 5.00% 12/09/2016	100,000.000	100,452.00	108.719 12/31/2009	108,719.00
3133XL-F8-1	FEDERAL HOME LOAN BANK DTD 06/13/07 5.625% 06/09/17	100,000.000	100,119.80	110.156 12/31/2009	110,156.50
3133X0-KH-1	FEDERAL HOME LOAN BANK DTD 08/06/03 4.55% 08/06/10	100,000.000	101,860.00	102.297 12/31/2009	102,297.00
3133X2-6Y-6	FEDERAL HOME LOAN BANK DTD 11/24/03 5.13% 05/24/13	50,000.000	50,757.60	109.906 12/31/2009	54,953.25
3133X9-DC-1	FEDERAL HOME LOAN BANK DTD 11/02/04 4.5% 11/14/14	100,000.000	99,686.00	107.844 12/31/2009	107,844.00
31331S-KH-5	FEDERAL FARM CREDIT BANK DTD 12/22/04 4.5% 01/22/15	100,000.000	99,872.95	106.844 12/31/2009	106,844.00
31331S-T9-4	FEDERAL FARM CREDIT BANK DTD 7/28/05 4.375% 02/28/11	50,000.000	49,830.50	104.219 12/31/2009	52,109.50
31331V-TZ-9	FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2% 03/21/16	100,000.000	100,116.00	109.390 12/31/2009	109,390.50
377372-AA-5	GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.375% 04/15/14	25,000.000	25,333.50	104.900 12/31/2009	26,225.00
38141G-CG-7	GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7% 09/01/12	100,000.000	102,123.00	107.566 12/31/2009	107,566.00

31-V120-01-5 M PROCTOR FBO RESIDENTS CORE AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
638585-BH-1	NATIONSBANK CORP 6.600% 5/15/2010	100,000.000	100,498.00	101.769 12/31/2009	101,769.00
842400-FM-0	SOUTHERN CA EDISON CO 4.150% 9/15/14	50,000.000	50,501.00	104.579 12/31/2009	52,289.50
880591-DN-9	TENNESSEE VALLEY AUTHORITY 5.625% 1/18/2011	100,000.000	102,315.00	105.191 12/31/2009	105,191.00
		TOTAL HOLDINGS	1,461,478.88		1,537,219.73
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	1,461,478.88		1,537,219.73

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
G1151C-10-1	ACCENTURE PLC IRELAND CLASS A	400.000	14,795.24	41.500 12/31/2009	16,600.00
H8817H-10-0	TRANSOCEAN LTD	165.000	13,867.88	82.800 12/31/2009	13,662.00
023135-10-6	AMAZON COM INC	160.000	13,975.34	134.520 12/31/2009	21,523.20
037411-10-5	APACHE CORP	180.000	10,082.79	103.170 12/31/2009	18,570.60
037833-10-0	APPLE INC	80.000	10,410.00	210.732 12/31/2009	16,858.56
075887-10-9	BECTON DICKINSON & CO	165.000	11,584.59	78.860 12/31/2009	13,011.90
136375-10-2	CANADIAN NATL RY CO	305.000	12,978.17	54.360 12/31/2009	16,579.80
151020-10-4	CELGENE CORP	275.000	15,231.86	55.680 12/31/2009	15,312.00
194162-10-3	COLGATE PALMOLIVE CO	205.000	13,417.67	82.150 12/31/2009	16,840.75
22160K-10-5	COSTCO WHSL CORP NEW	215.000	11,299.22	59.170 12/31/2009	12,721.55
26188J-20-6	DREYFUS INST CASH MGT FD #288	14,310.860	14,310.86	1.000 12/31/2009	14,310.86
268648-10-2	E M C CORP	675.000	11,228.83	17.470 12/31/2009	11,792.25
278865-10-0	ECOLAB INC	300.000	12,957.42	44.580 12/31/2009	13,374.00
291011-10-4	EMERSON ELECTRIC CO	315.000	13,755.65	42.600 12/31/2009	13,419.00
302130-10-9	EXPEDITORS INTL WASH INC	410.000	16,975.81	34.770 12/31/2009	14,255.70
35671D-85-7	FREEPORT-MCMORAN COPPER & GOLD INC.	170.000	11,088.24	80.290 12/31/2009	13,649.30
375558-10-3	GILEAD SCIENCES INC	345.000	15,837.73	43.270 12/31/2009	14,928.15

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
38259P-50-8	GOOGLE INC CL A	35.000	11,924.42	619.980 12/31/2009	21,699.30
428236-10-3	HEWLETT PACKARD CO	390.000	18,193.48	51.510 12/31/2009	20,088.90
450911-10-2	I T T CORPORATION	255.000	13,786.65	49.740 12/31/2009	12,683.70
45865V-10-0	INTERCONTINENTALEXCHANGE INC	141.000	13,700.07	112.300 12/31/2009	15,834.30
459200-10-1	INTERNATIONAL BUSINESS MACHINES	112.000	11,312.87	130.900 12/31/2009	14,660.80
478160-10-4	JOHNSON & JOHNSON INC	285.000	17,934.58	64.410 12/31/2009	18,356.85
48203R-10-4	JUNIPER NETWORKS INC	530.000	12,855.08	26.670 12/31/2009	14,135.10
50075N-10-4	KRAFT FOODS INC CL A	505.000	16,543.80	27.180 12/31/2009	13,725.90
548661-10-7	LOWES COMPANIES INC	525.000	11,589.69	23.390 12/31/2009	12,279.75
580135-10-1	MCDONALDS CORP	155.000	6,711.34	62.440 12/31/2009	9,678.20
594918-10-4	MICROSOFT CORP	535.000	13,226.53	30.480 12/31/2009	16,306.80
61166W-10-1	MONSANTO CO NEW	150.000	7,599.00	81.750 12/31/2009	12,262.50
654106-10-3	NIKE INC CL B	215.000	10,549.33	66.070 12/31/2009	14,205.05
665859-10-4	NORTHERN TRUST CORP	225.000	17,993.93	52.400 12/31/2009	11,790.00
670346-10-5	NUCOR CORP	260.000	17,289.83	46.650 12/31/2009	12,129.00
74005P-10-4	PRAXAIR INC	210.000	12,410.79	80.310 12/31/2009	16,865.10
74144T-10-8	PRICE T ROWE GROUP INC	275.000	17,092.98	53.250 12/31/2009	14,643.75

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
747525-10-3	QUALCOMM INC	365.000	16,877.83	46.260 12/31/2009	16,884.90
74834L-10-0	QUEST DIAGNOSTICS INC	255.000	14,116.70	60.380 12/31/2009	15,396.90
806857-10-8	SCHLUMBERGER LIMITED	210.000	12,676.60	65.090 12/31/2009	13,668.90
832696-40-5	SMUCKER J M CO	255.000	15,205.63	61.750 12/31/2009	15,746.25
913017-10-9	UNITED TECHNOLOGIES CORP	275.000	17,183.43	69.410 12/31/2009	19,087.75
92826C-83-9	VISA INC CLASSS A SHARES (V)	190.000	10,353.84	87.460 12/31/2009	16,617.40
92857W-20-9	VODAFONE GROUP PLC NEW	645.000	14,612.32	23.090 12/31/2009	14,893.05
		TOTAL HOLDINGS	555,538.02		621,049.77
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	555,538.02		621,049.77

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
N22717-10-7	CORE LABORATORIES N V ORD	38.000	3,061.28	118.120 12/31/2009	4,488.56
009363-10-2	AIRGAS INC	75.000	4,402.01	47.600 12/31/2009	3,570.00
05874B-10-7	BALLY TECHNOLOGIES INC	85.000	2,929.42	41.290 12/31/2009	3,509.65
13645T-10-0	CANADIAN PAC RY LTD	80.000	4,243.20	54.000 12/31/2009	4,320.00
171340-10-2	CHURCH & DWIGHT INC	55.000	2,734.98	60.450 12/31/2009	3,324.75
177376-10-0	CITRIX SYS INC	90.000	2,875.22	41.610 12/31/2009	3,744.90
189754-10-4	COACH INC	95.000	3,149.88	36.530 12/31/2009	3,470.35
192446-10-2	COGNIZANT TECHNOLOGY SOLUTIONS CL A	100.000	3,058.39	45.330 12/31/2009	4,533.00
231021-10-6	CUMMINS INC	70.000	3,212.30	45.860 12/31/2009	3,210.20
237194-10-5	DARDEN RESTAURANTS INC	70.000	2,632.84	35.070 12/31/2009	2,454.90
26188J-20-6	DREYFUS INST CASH MGT FD #288	3,951.690	3,951.69	1.000 12/31/2009	3,951.69
278865-10-0	ECOLAB INC	70.000	3,182.20	44.580 12/31/2009	3,120.60
30249U-10-1	FMC TECHNOLOGIES INC	59.000	2,118.98	57.840 12/31/2009	3,412.56
302941-10-9	FTI CONSULTING INC	55.000	3,873.06	47.160 12/31/2009	2,593.80
337738-10-8	FISERV INC WISCONSIN	80.000	4,217.60	48.480 12/31/2009	3,878.40
34354P-10-5	FLOWSERVE CORP	35.000	3,051.81	94.530 12/31/2009	3,308.55
36467W-10-9	GAMESTOP CORP NEW CL A	105.000	4,426.34	21.940 12/31/2009	2,303.70

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
384802-10-4	GRAINGER W W INC	36.000	3,416.36	96.830 12/31/2009	3,485.88
43365Y-10-4	HITTITE MICROWAVE CORP	80.000	3,097.96	40.770 12/31/2009	3,261.60
45168D-10-4	IDEXX LABS INC	84.000	4,509.18	53.450 12/31/2009	4,489.80
45666Q-10-2	INFORMATICA CORP	185.000	2,407.91	25.880 12/31/2009	4,787.80
45865V-10-0	INTERCONTINENTALEXCHANGE INC	35.000	3,927.04	112.300 12/31/2009	3,930.50
46120E-60-2	INTUITIVE SURGICAL INC NEW	11.000	3,177.09	303.430 12/31/2009	3,337.73
469814-10-7	JACOBS ENGR GROUP INC DEL	85.000	3,243.17	37.610 12/31/2009	3,196.85
48203R-10-4	JUNIPER NETWORKS INC	155.000	2,781.60	26.670 12/31/2009	4,133.85
594901-10-0	MICROS SYS INC	110.000	3,924.50	31.030 12/31/2009	3,413.30
655044-10-5	NOBLE ENERGY INC	60.000	2,943.60	71.220 12/31/2009	4,273.20
670346-10-5	NUCOR CORP	70.000	2,418.13	46.650 12/31/2009	3,265.50
714290-10-3	PERRIGO CO	75.000	2,453.92	39.830 12/31/2009	2,987.25
74144T-10-8	PRICE T ROWE GROUP INC	65.000	2,841.49	53.250 12/31/2009	3,461.25
741503-40-3	PRICELINE COM INC	17.000	3,498.74	218.410 12/31/2009	3,712.97
747582-10-4	QUALITY SYS INC	50.000	1,810.50	62.800 12/31/2009	3,140.00
74762E-10-2	QUANTA SVCS INC	185.000	4,299.77	20.840 12/31/2009	3,855.40
784635-10-4	SPX CORP	39.000	4,586.33	54.700 12/31/2009	2,133.30

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
82669G-10-4	SIGNATURE BK NEW YORK N Y	115.000	4,149.93	31.900 12/31/2009	3,668.50
858912-10-8	STERICYCLE INC	60.000	2,581.73	55.170 12/31/2009	3,310.20
863236-10-5	STRAYER ED INC	12.000	2,617.74	212.520 12/31/2009	2,550.24
871130-10-0	SYBASE INC	80.000	3,288.29	43.400 12/31/2009	3,472.00
904311-10-7	UNDER ARMOUR INC	115.000	2,818.65	27.270 12/31/2009	3,136.05
918204-10-8	V F CORP	40.000	3,200.10	73.240 12/31/2009	2,929.60
		TOTAL HOLDINGS	131,114.93		139,128.38
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	131,114.93		139,128.38

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
01167P-10-1	ALASKA COMMUNICATIONS SYS GR	430.000	6,490.16	7.980 12/31/2009	3,431.40
024835-10-0	AMERICAN CAMPUS CMNTYS INC	120.000	3,438.39	28.100 12/31/2009	3,372.00
025533-40-7	AMERICAN ECOLOGY CORP	105.000	2,299.12	17.040 12/31/2009	1,789.20
030710-10-7	AMERON INTL INC	40.000	2,836.36	63.460 12/31/2009	2,538.40
03662Q-10-5	ANSYS INC	85.000	2,346.17	43.460 12/31/2009	3,694.10
091935-50-2	BLACKBOARD INC	55.000	2,059.63	45.390 12/31/2009	2,496.45
09227Q-10-0	BLACKBAUD INC	185.000	4,334.30	23.630 12/31/2009	4,371.55
12561W-10-5	CLECO CORP NEW	180.000	4,610.16	27.330 12/31/2009	4,919.40
139594-10-5	CAPELLA EDUCATION COMPANY	30.000	1,498.84	75.300 12/31/2009	2,259.00
159864-10-7	CHARLES RIV LABORATORIES INT	100.000	2,814.60	33.690 12/31/2009	3,369.00
179895-10-7	CLARCOR INC	75.000	2,534.99	32.440 12/31/2009	2,433.00
192422-10-3	COGNEX CORP	165.000	3,313.83	17.710 12/31/2009	2,922.15
19247A-10-0	COHEN & STEERS INC	70.000	2,029.99	22.840 12/31/2009	1,598.80
192576-10-6	COHU INC	160.000	2,572.21	13.950 12/31/2009	2,232.00
20451N-10-1	COMPASS MINERALS INTL INC	40.000	2,547.52	67.190 12/31/2009	2,687.60
26188J-20-6	DREYFUS INST CASH MGT FD #288	9,078.850	9,078.85	1.000 12/31/2009	9,078.85
262037-10-4	DRIL-QUIP INC	110.000	3,840.77	56.480 12/31/2009	6,212.80

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
26433B-10-7	DUFF & PHELPS CORP NEW	100.000	1,912.29	18.260 12/31/2009	1,826.00
29426L-10-8	EPICOR SOFTWARE CORP	285.000	4,061.07	7.620 12/31/2009	2,171.70
37637Q-10-5	GLACIER BANCORP INC	145.000	2,229.00	13.720 12/31/2009	1,989.40
40425J-10-1	HMS HLDGS CORP	105.000	1,624.63	48.690 12/31/2009	5,112.45
413160-10-2	HARMONIC INC COM	375.000	2,220.29	6.320 12/31/2009	2,370.00
421906-10-8	HEALTHCARE SVCS GRP INC	115.000	2,379.98	21.460 12/31/2009	2,467.90
422347-10-4	HEARTLAND EXPRESS INC	170.000	2,959.13	15.270 12/31/2009	2,595.90
428567-10-1	HIBBETT SPORTS INC	105.000	3,558.45	21.990 12/31/2009	2,308.95
43365Y-10-4	HITTITE MICROWAVE CORP	105.000	3,708.71	40.770 12/31/2009	4,280.85
44930G-10-7	ICU MED INC	55.000	1,933.16	36.440 12/31/2009	2,004.20
486606-10-6	KAYNE ANDERSON MLP INVSMNT C	80.000	2,479.81	25.040 12/31/2009	2,003.20
51476K-10-3	LANDAUER INC	40.000	2,104.40	61.400 12/31/2009	2,456.00
53217R-20-7	LIFE TIME FITNESS INC	60.000	2,944.20	24.930 12/31/2009	1,495.80
550021-10-9	LULULEMON ATHLETICA INC	120.000	1,734.02	30.100 12/31/2009	3,612.00
577128-10-1	MATTHEWS INTL CORP CL A	80.000	3,204.00	35.430 12/31/2009	2,834.40
589584-10-1	MERIDIAN BIOSCIENCE INC	125.000	2,082.50	21.550 12/31/2009	2,693.75
59522J-10-3	MID-AMER APT CMNTYS INC	65.000	2,776.14	48.280 12/31/2009	3,138.20

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
596278-10-1	MIDDLEBY CORP	70.000	2,808.29	49.020 12/31/2009	3,431.40
610236-10-1	MONRO MUFFLER BRAKE INC	105.000	2,497.95	33.440 12/31/2009	3,511.20
617700-10-9	MORNINGSTAR INC	45.000	1,423.85	48.340 12/31/2009	2,175.30
655663-10-2	NORDSON CORP	45.000	1,388.89	61.180 12/31/2009	2,753.10
69366A-10-0	PSS WORLD MED INC	190.000	3,528.35	22.600 12/31/2009	4,294.00
73640Q-10-5	PORTFOLIO RECOVERY ASSOCS IN COM	45.000	2,196.45	44.850 12/31/2009	2,018.25
739276-10-3	POWER INTEGRATIONS INC	40.000	771.13	36.360 12/31/2009	1,454.40
74267C-10-6	PROASSURANCE CORP	60.000	2,984.40	53.710 12/31/2009	3,222.60
742962-10-3	PRIVATEBANCORP INC	105.000	2,667.41	8.970 12/31/2009	941.85
74346Y-10-3	PROS HOLDINGS INC	150.000	1,447.78	10.350 12/31/2009	1,552.50
767744-10-5	RITCHIE BROS AUCTIONEERS	180.000	3,369.60	22.430 12/31/2009	4,037.40
768573-10-7	RIVERBED TECHNOLOGY INC	150.000	2,381.44	22.970 12/31/2009	3,445.50
775043-10-2	ROFIN SINAR TECHNOLOGIES INC	115.000	4,378.73	23.610 12/31/2009	2,715.15
781258-10-8	RUDDICK CORP	85.000	3,029.99	25.730 12/31/2009	2,187.05
783764-10-3	RYLAND GROUP INC	95.000	1,176.59	19.700 12/31/2009	1,871.50
806882-10-6	SCHNITZER STL INDS	60.000	2,662.46	47.700 12/31/2009	2,862.00
82669G-10-4	SIGNATURE BK NEW YORK N Y	100.000	3,093.90	31.900 12/31/2009	3,190.00

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
827048-10-9	SILGAN HOLDINGS INC	65.000	3,542.61	57.880 12/31/2009	3,762.20
83421A-10-4	SOLERA HOLDINGS INC	70.000	1,687.93	36.010 12/31/2009	2,520.70
88157K-10-1	TESCO CORP	165.000	1,685.48	12.910 12/31/2009	2,130.15
891092-10-8	TORO CO	45.000	2,142.44	41.810 12/31/2009	1,881.45
89147L-10-0	TORTOISE ENERGY INFRASTRUCTURE C	65.000	2,238.97	31.020 12/31/2009	2,016.30
89147U-10-0	TORTOISE ENERGY CAP CORP	45.000	1,245.87	22.880 12/31/2009	1,029.60
892356-10-6	TRACTOR SUPPLY CO	80.000	4,051.20	52.970 12/31/2009	4,237.60
899896-10-4	TUPPERWARE CORP	105.000	2,370.90	46.570 12/31/2009	4,889.85
902104-10-8	II VI INC	100.000	2,766.98	31.800 12/31/2009	3,180.00
904214-10-3	UMPQUA HLDGS CORP	110.000	3,137.20	13.410 12/31/2009	1,475.10
91307C-10-2	UNITED THERAPEUTICS CORP DEL	70.000	3,492.90	52.650 12/31/2009	3,685.50
913543-10-4	UNIVERSAL FST PRODS INC	100.000	4,601.80	36.810 12/31/2009	3,681.00
929236-10-7	WD-40 CO	55.000	1,812.25	32.360 12/31/2009	1,779.80
930059-10-0	WADDELL & REED FINL INC CL A	145.000	3,622.56	30.540 12/31/2009	4,428.30
955306-10-5	WEST PHARMACEUTICAL SVSC INC	90.000	3,397.03	39.200 12/31/2009	3,528.00
966387-10-2	WHITING PETE CORP	60.000	1,451.70	71.450 12/31/2009	4,287.00
971807-10-2	WILMINGTON TR CORP	70.000	2,144.52	12.340 12/31/2009	863.80

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
989390-10-9	ZENITH NATL INS CORP	70.000	1,819.05	29.760 12/31/2009	2,083.20
	TOTAL HOLDINGS		191,576.27		201,889.15
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		191,576.27		201,889.15

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
G24140-10-8	COOPER INDUSTRIES PLC	250.000	11,205.00	42.640 12/31/2009	10,660.00
G47791-10-1	INGERSOLL-RAND PUBLIC LIMITED CO	295.000	11,620.05	35.740 12/31/2009	10,543.30
G6359F-10-3	NABORS INDUSTRIES LTD	765.000	21,963.15	21.890 12/31/2009	16,745.85
G6852T-10-5	PARTNERRE LTD	65.000	4,613.69	74.660 12/31/2009	4,852.90
H27013-10-3	WEATHERFORD INTERNATIONAL LTD NEW	1,150.000	21,715.74	17.910 12/31/2009	20,596.50
H5833N-10-3	NOBLE CORPORATION	650.000	23,212.44	40.700 12/31/2009	26,455.00
H8817H-10-0	TRANSOCEAN LTD	375.000	35,956.62	82.800 12/31/2009	31,050.00
H89231-33-8	U B S AG NEW	157.000	9,061.19	15.510 12/31/2009	2,435.07
N22717-10-7	CORE LABORATORIES N V ORD	10.000	749.90	118.120 12/31/2009	1,181.20
054536-10-7	A X A ADR	110.000	4,464.90	23.680 12/31/2009	2,604.80
05523R-10-7	B A E SYSTEMS PLC ADR	270.000	9,708.65	23.222 12/31/2009	6,269.94
055262-50-5	B A S F SE SPONSORED ADR	190.000	9,052.55	62.756 12/31/2009	11,923.64
088606-10-8	B H P BILLITON LIMITED SPONSORED ADR	595.000	22,056.65	76.580 12/31/2009	45,565.10
110448-10-7	BRITISH AMERN TOB PLC SPONSORED ADR	195.000	12,982.20	64.660 12/31/2009	12,608.70
112585-10-4	BROOKFIELD ASSET MGMT INC CL A LTD VT SH	150.000	4,627.99	22.180 12/31/2009	3,327.00
12721E-10-2	CADBURY PLC SPONS ADR	137.000	6,599.10	51.390 12/31/2009	7,040.43
136375-10-2	CANADIAN NATL RY CO	220.000	9,202.60	54.360 12/31/2009	11,959.20

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
136385-10-1	CANADIAN NAT RES LTD	100.000	4,703.00	71.950 12/31/2009	7,195.00
13645T-10-0	CANADIAN PAC RY LTD	235.000	14,253.53	54.000 12/31/2009	12,690.00
25243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	200.000	16,243.21	69.410 12/31/2009	13,882.00
26188J-20-6	DREYFUS INST CASH MGT FD #288	20,573.200	20,573.20	1.000 12/31/2009	20,573.20
293570-10-7	ENSIGN ENERGY SVGS INC	265.000	4,074.64	14.342 12/31/2009	3,800.87
31573A-10-9	FIBRIA CELULOSE S A SO ADR REP	47.000	2,134.02	22.840 12/31/2009	1,073.48
56501R-10-6	MANULIFE FINANCIAL CORPORATION	135.000	4,515.74	18.340 12/31/2009	2,475.90
641069-40-6	NESTLE S.A. SPONSORED ADR REG SH	475.000	17,875.07	48.561 12/31/2009	23,066.48
66987V-10-9	NOVARTIS ADR	155.000	9,200.80	54.430 12/31/2009	8,436.65
73755L-10-7	POTASH CORP SASK INC	195.000	8,909.55	108.500 12/31/2009	21,157.50
74975E-30-3	R W E AG SPONSORED ADR	40.000	4,190.00	97.892 12/31/2009	3,915.68
767204-10-0	RIO TINTO PLC SPON ADR	110.000	21,369.69	215.390 12/31/2009	23,692.90
806857-10-8	SCHLUMBERGER LIMITED	385.000	22,802.78	65.090 12/31/2009	25,059.65
867224-10-7	SUNCOR ENERGY INC NEW	390.000	14,157.00	35.310 12/31/2009	13,770.90
87425E-10-3	TALISMAN ENERGY INC	300.000	4,647.00	18.640 12/31/2009	5,592.00
878742-20-4	TECK RESOURCES LIMITED CL B	270.000	8,984.25	34.970 12/31/2009	9,441.90
88031M-10-9	TENARIS S A SPONSORED ADR	485.000	23,547.27	42.650 12/31/2009	20,685.25

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
895945-10-3	TRICAN WELL SVC LTD	50.000	790.65	13.412 12/31/2009	670.60
904784-70-9	UNILEVER NV NEW YORK SHS N	500.000	18,563.49	32.330 12/31/2009	16,165.00
91912E-10-5	VALE S A ADR	1,130.000	15,548.74	29.030 12/31/2009	32,803.90
984851-20-4	YARA INTL ASA SPONSORED ADR	40.000	862.00	45.648 12/31/2009	1,825.92
		TOTAL HOLDINGS	456,738.05		493,793.41
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	456,738.05		493,793.41

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
00206R-10-2	A T & T INC	490.000	17,433.51	28.030 12/31/2009	13,734.70
02209S-10-3	ALTRIA GROUP INC	740.000	15,693.03	19.630 12/31/2009	14,526.20
046353-10-8	ASTRAZENECA PLC SPONSORED ADR	300.000	14,484.24	46.940 12/31/2009	14,082.00
055622-10-4	B P PLC SPONSORED ADR	320.000	21,507.20	57.970 12/31/2009	18,550.40
097023-10-5	BOEING CO	150.000	6,726.59	54.130 12/31/2009	8,119.50
110122-10-8	BRISTOL MYERS SQUIBB CO	590.000	15,558.30	25.250 12/31/2009	14,897.50
166764-10-0	CHEVRON CORP	190.000	14,124.60	76.990 12/31/2009	14,628.10
20825C-10-4	CONOCOPHILLIPS	220.000	11,231.00	51.070 12/31/2009	11,235.40
25243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	270.000	21,587.91	69.410 12/31/2009	18,740.70
26188J-20-6	DREYFUS INST CASH MGT FD #288	14,908.970	14,908.97	1.000 12/31/2009	14,908.97
302571-10-4	FPL GROUP INC	210.000	10,226.43	52.820 12/31/2009	11,092.20
369604-10-3	GENERAL ELECTRIC	600.000	20,776.59	15.130 12/31/2009	9,078.00
372460-10-5	GENUINE PARTS CO	360.000	17,248.75	37.960 12/31/2009	13,665.60
404280-40-6	HSBC HLDGS PLC ADR NEW	230.000	10,036.46	57.090 12/31/2009	13,130.70
42217K-10-6	HEALTH CARE REIT INC	290.000	12,871.12	44.320 12/31/2009	12,852.80
423074-10-3	HEINZ H.J. CO	360.000	16,282.76	42.760 12/31/2009	15,393.60
458140-10-0	INTEL CORP	400.000	7,720.00	20.400 12/31/2009	8,160.00

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
478160-10-4	JOHNSON & JOHNSON INC	120.000	7,270.72	64.410 12/31/2009	7,729.20
494368-10-3	KIMBERLY CLARK CORP	290.000	20,726.73	63.710 12/31/2009	18,475.90
50075N-10-4	KRAFT FOODS INC CL A	630.000	19,847.33	27.180 12/31/2009	17,123.40
532457-10-8	LILLY ELI & CO	420.000	20,509.94	35.710 12/31/2009	14,998.20
594918-10-4	MICROSOFT CORP	330.000	6,233.70	30.480 12/31/2009	10,058.40
654902-20-4	NOKIA CORP SPONSORED ADR	690.000	10,989.70	12.850 12/31/2009	8,866.50
71646E-10-0	PETROCHINA CO LTD ADR	70.000	9,935.69	118.960 12/31/2009	8,327.20
718172-10-9	PHILIP MORRIS INTL INC	310.000	14,325.89	48.190 12/31/2009	14,938.90
88579Y-10-1	3M CO	190.000	11,099.04	82.670 12/31/2009	15,707.30
89417E-10-9	TRAVELERS COMPANIES INC	150.000	5,893.31	49.860 12/31/2009	7,479.00
904784-70-9	UNILEVER NV NEW YORK SHS N	470.000	12,896.76	32.330 12/31/2009	15,195.10
92343V-10-4	VERIZON COMMUNICATIONS	420.000	15,576.74	33.130 12/31/2009	13,914.60
92857W-20-9	VODAFONE GROUP PLC NEW	770.000	22,106.08	23.090 12/31/2009	17,779.30
		TOTAL HOLDINGS	425,829.09		397,389.37
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	425,829.09		397,389.37

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
JKE174-10-3	100,000THS TRAVEL CENTERS OF AMERICA	20,000.000	6.47		6.47
001204-10-6	A G L RESOURCES INC	36.000	1,076.00	36.470 12/31/2009	1,312.92
00206R-10-2	A T & T INC	163.000	5,439.05	28.030 12/31/2009	4,568.89
02209S-10-3	ALTRIA GROUP INC	119.000	2,531.77	19.630 12/31/2009	2,335.97
05534B-76-0	BCE INC NEW	93.000	1,780.45	27.610 12/31/2009	2,567.73
055622-10-4	B P PLC SPONSORED ADR	76.000	4,699.07	57.970 12/31/2009	4,405.72
110122-10-8	BRISTOL MYERS SQUIBB CO	188.000	5,304.27	25.250 12/31/2009	4,747.00
156700-10-6	CENTURYTEL INC	36.000	1,279.92	36.210 12/31/2009	1,303.56
166764-10-0	CHEVRON CORP	50.000	3,283.47	76.990 12/31/2009	3,849.50
191216-10-0	COCA COLA CO	56.000	2,415.62	57.000 12/31/2009	3,192.00
20825C-10-4	CONOCOPHILLIPS	38.000	1,754.13	51.070 12/31/2009	1,940.66
251566-10-5	DEUTSCHE TELEKOM AG SPONSORED ADR	209.000	3,939.63	14.700 12/31/2009	3,072.30
25243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	39.000	2,176.28	69.410 12/31/2009	2,706.99
25746U-10-9	DOMINION RES INC VA NEW	96.000	3,561.91	38.920 12/31/2009	3,736.32
26188J-20-6	DREYFUS INST CASH MGT FD #288	5,575.390	5,575.39	1.000 12/31/2009	5,575.39
26441C-10-5	DUKE ENERGY HLDG CORP	204.000	3,911.70	17.210 12/31/2009	3,510.84
35177Q-10-5	FRANCE TELECOM	82.000	2,489.38	25.240 12/31/2009	2,069.68
37733W-10-5	GLAXOSMITHKLINE PLC SPONSORED ADR	96.000	4,441.93	42.250 12/31/2009	4,056.00

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
40414L-10-9	HCP INC	34.000	1,047.17	30.540 12/31/2009	1,038.36
42217K-10-6	HEALTH CARE REIT INC	23.000	1,046.48	44.320 12/31/2009	1,019.36
423074-10-3	HEINZ H.J. CO	107.000	4,923.87	42.760 12/31/2009	4,575.32
478160-10-4	JOHNSON & JOHNSON INC	55.000	3,188.58	64.410 12/31/2009	3,542.55
494368-10-3	KIMBERLY CLARK CORP	75.000	4,813.81	63.710 12/31/2009	4,778.25
532457-10-8	LILLY ELI & CO	111.000	3,940.10	35.710 12/31/2009	3,963.81
544147-10-1	LORILLARD INC	13.000	992.55	80.230 12/31/2009	1,042.99
580135-10-1	MCDONALDS CORP	66.000	3,635.28	62.440 12/31/2009	4,121.04
58933Y-10-5	MERCK & CO INC NEW	31.000	851.75	36.540 12/31/2009	1,132.74
718172-10-9	PHILIP MORRIS INTL INC	67.000	3,237.64	48.190 12/31/2009	3,228.73
742718-10-9	PROCTER & GAMBLE CO	34.000	1,620.12	60.630 12/31/2009	2,061.42
743263-10-5	PROGRESS ENERGY INC	62.000	3,006.38	41.010 12/31/2009	2,542.62
761713-10-6	REYNOLDS AMERICAN INC	51.000	3,276.59	52.970 12/31/2009	2,701.47
780259-10-7	ROYAL DUTCH SHELL PLC SPON ADR B	63.000	3,290.18	58.130 12/31/2009	3,662.19
80589M-10-2	SCANA CORP NEW	32.000	1,226.39	37.680 12/31/2009	1,205.76
842587-10-7	SOUTHERN CO	125.000	4,543.87	33.320 12/31/2009	4,165.00
879382-20-8	TELEFONICA DE ESPANA S.A. SPONSORED ADR	20.000	1,698.05	83.520 12/31/2009	1,670.40

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/09

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
89151E-10-9	TOTAL S.A. ADR	54.000	2,963.47	64.040 12/31/2009	3,458.16
904767-70-4	UNILEVER PLC ADR SPON NEW	68.000	1,480.67	31.900 12/31/2009	2,169.20
92343V-10-4	VERIZON COMMUNICATIONS	135.000	4,968.01	33.130 12/31/2009	4,472.55
92857W-20-9	VODAFONE GROUP PLC NEW	140.000	3,770.75	23.090 12/31/2009	3,232.60
97381W-10-4	WINDSTREAM CORP	109.000	1,528.18	10.990 12/31/2009	1,197.91
	TOTAL HOLDINGS		116,716.33		115,940.37
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		116,716.33		115,940.37