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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

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) Room/suite: People's United Bank 850 MAIN STREET, RC 13-505

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

City or town, state, and ZIP code: BRIDGEPORT, CT 06604-4913

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) ▶ $ 3,727,063.

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	107,365.	107,365.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,665.			
	b	Gross sales price for all assets on line 6a 736,263.				
	7	Capital gain net income (from Part IV, line 2)		4,665.		
	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)				
	12	**Total.** Add lines 1 through 11	112,030.	112,030.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	39,419.	35,477.		3,942.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 8	900.	NONE	NONE	NONE
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 9	1,646.	1,011.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 10	187.	187.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,152.	36,675.	NONE	3,942.
	25	Contributions, gifts, grants paid	145,538.			145,538.
	26	**Total expenses and disbursements** Add lines 24 and 25	187,690.	36,675.	NONE	149,480.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-75,660.			
	b	**Net investment income** (if negative, enter -0-)		75,355.		
	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	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	192,151.	85,325.	85,325.
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 15 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 11	1,009,345.	1,111,073.	1,191,559.
b	Investments - corporate stock (attach schedule) STMT 12	1,809,114.	1,790,010.	2,161,323.
c	Investments - corporate bonds (attach schedule) STMT 13	328,382.	279,687.	288,856.
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)	3,338,992.	3,266,095.	3,727,063.
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. ▶ X			
27	Capital stock, trust principal, or current funds	3,338,992.	3,266,095.	
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)	3,338,992.	3,266,095.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,338,992.	3,266,095.	

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	3,338,992.
2	Enter amount from Part I, line 27a	2	-75,660.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	2,763.
4	Add lines 1, 2, and 3	4	3,266,095.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,266,095.

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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 — 4,665.

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))
2009	168,147.	3,195,029.	0.05262769133
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

2	**Total** of line 1, column (d)	2	0.25811029350
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	0.05162205870
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,438,029.
5	Multiply line 4 by line 3	5	177,478.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	754.
7	Add lines 5 and 6	7	178,232.
8	Enter qualifying distributions from Part XII, line 4	8	149,480.

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	1,507.
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	1,507.
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	1,507.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 776.		
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	776.
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	731.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 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 15			
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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

					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 22 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 2010?			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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010.)*			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 2010?			4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to.		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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 ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 16		39,419.	-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 PROCTOR FREE LIBRARY - SUPPORT LIBRARY EVENTS	1,500.
2 PROCTOR HISTORICAL SOCIETY - SUPPORT SOCIETY MISSION	863.
3 UNION CHURCH OF PROCTOR - UPKEEP OF PROPERTY	15,000.
4 PROCTOR SCHOOL - TO SUPPORT THE MAINTENANCE OF SCHOOL PROPERTY	109,697.

Part IX-B Summary of Program-Related Investments (see page 24 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	3,355,173.
b	Average of monthly cash balances	1b	135,212.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,490,385.
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	3,490,385.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	52,356.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,438,029.
6	**Minimum investment return.** Enter 5% of line 5	6	171,901.

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	171,901.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,507.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,507.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	170,394.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	170,394.
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	170,394.

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	149,480.
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	149,480.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	149,480.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					170,394.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				NONE	
b Total for prior years 20 08 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2010					
a From 2005	NONE				
b From 2006	21,795.				
c From 2007	1,449.				
d From 2008	24,109.				
e From 2009	9,946.				
f **Total** of lines 3a through e		57,299.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 149,480.					
a Applied to 2009, 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 2010 distributable amount					149,480.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		20,914.			20,914.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		36,385.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		36,385.			
10 Analysis of line 9					
a Excess from 2006	881.				
b Excess from 2007	1,449.				
c Excess from 2008	24,109.				
d Excess from 2009	9,946.				
e Excess from 2010					

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 17

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 20				
Total ▶ **3a**				145,538.
b *Approved for future payment*				
Total ▶ **3b**				

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	107,365.	
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	4,665.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				112,030.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 112,030.

(See worksheet in line 13 instructions on page 29 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: 05/02/2011 Title: Senior Executive VP

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS	[signature]	05/02/2011		P00260194

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 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					375.	
		36. AGL RESOURCES INC COM PROPERTY TYPE: SECURITIES					10/08/2008	04/12/2010
1,378.00		1,076.00					302.00	
		3. AT&T INC PROPERTY TYPE: SECURITIES					05/05/2008	01/26/2010
76.00		119.00					-43.00	
		3. AT&T INC PROPERTY TYPE: SECURITIES					05/05/2008	06/17/2010
76.00		119.00					-43.00	
		75. AIRGAS INC PROPERTY TYPE: SECURITIES					05/13/2008	04/22/2010
4,765.00		4,402.00					363.00	
		170. ALASKA COMMUNICATIONS SYS GR PROPERTY TYPE: SECURITIES					10/10/2007	02/10/2010
1,159.00		2,623.00					-1,464.00	
		120. ALASKA COMMUNICATIONS SYS GR PROPERTY TYPE: SECURITIES					10/10/2007	03/02/2010
868.00		1,809.00					-941.00	
		140. ALASKA COMMUNICATIONS SYS GR PROPERTY TYPE: SECURITIES					03/13/2007	05/11/2010
1,136.00		2,058.00					-922.00	
		3. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					04/15/2008	01/26/2010
60.00		64.00					-4.00	
		80. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					04/07/2008	07/21/2010
1,727.00		1,753.00					-26.00	
		39. AMAZON.COM INC PROPERTY TYPE: SECURITIES					08/11/2008	03/02/2010
4,946.00		3,406.00					1,540.00	

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)	
		121. AMAZON.COM INC PROPERTY TYPE: SECURITIES					08/11/2008	03/18/2010
16,017.00		10,569.00					5,448.00	
		5. AMERON INTERNATIONAL INC PROPERTY TYPE: SECURITIES					07/23/2008	09/15/2010
311.00		651.00					-340.00	
		180. APACHE CORP PROPERTY TYPE: SECURITIES					03/04/2009	06/04/2010
16,220.00		10,083.00					6,137.00	
		20. APPLE COMPUTER, INC PROPERTY TYPE: SECURITIES					09/23/2008	04/30/2010
5,247.00		2,603.00					2,644.00	
		2. APPLE COMPUTER, INC PROPERTY TYPE: SECURITIES					09/23/2008	05/28/2010
510.00		260.00					250.00	
		1135. APPLIED MATERIALS PROPERTY TYPE: SECURITIES					01/25/2010	09/10/2010
12,110.00		14,517.00					-2,407.00	
		270. BAE SYSTEMS PLC ADR PROPERTY TYPE: SECURITIES					09/25/2007	12/08/2010
5,519.00		9,709.00					-4,190.00	
		3. BCE INC NEW PROPERTY TYPE: SECURITIES					01/16/2009	06/17/2010
92.00		58.00					34.00	
		76. BP AMOCO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/14/2008	05/14/2010
3,542.00		4,699.00					-1,157.00	
		320. BP AMOCO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					12/28/2006	06/10/2010
10,161.00		21,507.00					-11,346.00	
		85. BALLY TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/21/2009	06/09/2010
3,313.00		2,929.00					384.00	

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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)	
		20. BHP BILLITON LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					01/05/2007	09/27/2010
1,516.00		741.00					775.00	
		40. BHP BILLITON LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					01/05/2007	12/31/2010
3,706.00		1,483.00					2,223.00	
		50. BLACKBAUD INC PROPERTY TYPE: SECURITIES					02/08/2007	06/17/2010
1,117.00		1,179.00					-62.00	
		3. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					10/19/2007	01/26/2010
72.00		89.00					-17.00	
		3. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					10/19/2007	06/17/2010
78.00		89.00					-11.00	
		60. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					12/28/2006	07/21/2010
1,492.00		1,582.00					-90.00	
		137. CADBURY PLC SPONS ADR PROPERTY TYPE: SECURITIES					01/05/2007	01/27/2010
7,384.00		6,599.00					785.00	
		35. CHARLES RIV LABORATORIES INT PROPERTY TYPE: SECURITIES					11/07/2008	05/06/2010
1,080.00		1,015.00					65.00	
		65. CHARLES RIV LABORATORIES INT PROPERTY TYPE: SECURITIES					02/18/2009	07/27/2010
2,231.00		1,800.00					431.00	
		3. COCA COLA CO PROPERTY TYPE: SECURITIES					01/07/2009	06/17/2010
157.00		135.00					22.00	
		36. COGNIZANT TECHNOLOGY SOLUTIONS CL A PROPERTY TYPE: SECURITIES					07/27/2009	02/10/2010
1,666.00		1,101.00					565.00	

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)	
		64. COGNIZANT TECHNOLOGY SOLUTIONS CL A PROPERTY TYPE: SECURITIES					07/27/2009	09/24/2010
4,124.00		1,957.00					2,167.00	
		13. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					01/24/2008	02/10/2010
674.00		597.00					77.00	
		57. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					01/24/2008	12/09/2010
6,043.00		2,616.00					3,427.00	
		3. DEUTSCHE TELEKOM AG ADR SPONSORED PROPERTY TYPE: SECURITIES					01/05/2007	01/26/2010
41.00		57.00					-16.00	
		206. DEUTSCHE TELEKOM AG ADR SPONSORED PROPERTY TYPE: SECURITIES					01/05/2007	05/07/2010
2,259.00		3,883.00					-1,624.00	
		70. DIAGEO PLC ADR SPONSORED NEW PROPERTY TYPE: SECURITIES					12/28/2006	01/06/2010
4,758.00		5,597.00					-839.00	
		39. DIAGEO PLC ADR SPONSORED NEW PROPERTY TYPE: SECURITIES					02/04/2009	02/04/2010
2,542.00		2,176.00					366.00	
		3. DOMINION RES INC VA NEW PROPERTY TYPE: SECURITIES					12/08/2009	01/26/2010
114.00		115.00					-1.00	
		20. DRIL-QUIP INC PROPERTY TYPE: SECURITIES					06/18/2007	04/14/2010
1,299.00		974.00					325.00	
		15. DRIL-QUIP INC PROPERTY TYPE: SECURITIES					06/18/2007	04/30/2010
904.00		730.00					174.00	
		180. DUPONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES					01/06/2010	11/30/2010
8,504.00		6,107.00					2,397.00	

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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. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES					11/14/2007	01/26/2010
50.00		58.00					-8.00	
		3. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES					11/14/2007	06/17/2010
50.00		58.00					-8.00	
		70. ECOLAB INC PROPERTY TYPE: SECURITIES					12/29/2006	03/17/2010
3,058.00		3,182.00					-124.00	
		60. ECOLAB INC PROPERTY TYPE: SECURITIES					09/24/2009	03/18/2010
2,594.00		2,754.00					-160.00	
		240. ECOLAB INC PROPERTY TYPE: SECURITIES					03/28/2007	03/18/2010
10,376.00		10,204.00					172.00	
		315. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					01/08/2007	05/24/2010
14,459.00		13,756.00					703.00	
		95. EPICOR SOFTWARE CORP PROPERTY TYPE: SECURITIES					02/02/2007	02/12/2010
795.00		1,354.00					-559.00	
		410. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES					01/08/2007	01/26/2010
14,220.00		16,976.00					-2,756.00	
		55. FTI CONSULTING INC PROPERTY TYPE: SECURITIES					09/17/2008	02/11/2010
2,305.00		3,873.00					-1,568.00	
		100000. FEDERAL HOME LOAN BANK DTD 08/06 PROPERTY TYPE: SECURITIES					10/29/2003	08/06/2010
100,000.00		101,860.00					-1,860.00	
		80. FISERV INC WISCONSIN PROPERTY TYPE: SECURITIES					12/29/2006	04/22/2010
4,262.00		4,218.00					44.00	

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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)	
		145. FLOWERS FOODS INC PROPERTY TYPE: SECURITIES					03/10/2010	12/09/2010
3,684.00		3,621.00					63.00	
		3. FRANCE TELECOM PROPERTY TYPE: SECURITIES					05/23/2007	01/26/2010
72.00		91.00					-19.00	
		79. FRANCE TELECOM PROPERTY TYPE: SECURITIES					05/23/2007	05/07/2010
1,544.00		2,398.00					-854.00	
		37. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					10/02/2009	09/30/2010
3,141.00		2,413.00					728.00	
		5.281 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					12/08/2009	07/08/2010
38.00		31.00					7.00	
		25.719 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					03/05/2008	07/08/2010
187.00		167.00					20.00	
		.817 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					12/28/2006	07/09/2010
6.00		5.00					1.00	
		.686 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					02/14/2008	07/09/2010
5.00		5.00						
		100. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					12/28/2006	07/20/2010
748.00		644.00					104.00	
		105. GAMESTOP CORP NEW CL A PROPERTY TYPE: SECURITIES					08/21/2007	01/27/2010
2,058.00		4,426.00					-2,368.00	
		40. GENUINE PARTS CO PROPERTY TYPE: SECURITIES					12/28/2006	05/17/2010
1,643.00		1,917.00					-274.00	

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)	
		345. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					11/01/2007	09/30/2010
12,358.00		15,838.00					-3,480.00	
		3. GLAXO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					07/18/2008	01/26/2010
123.00		143.00					-20.00	
		3. GLAXO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					07/18/2008	06/17/2010
108.00		143.00					-35.00	
		35. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					01/30/2009	07/09/2010
16,489.00		11,924.00					4,565.00	
		14. HEINZ H.J. CO PROPERTY TYPE: SECURITIES					04/21/2008	06/07/2010
619.00		651.00					-32.00	
		50. HEINZ H.J. CO PROPERTY TYPE: SECURITIES					12/28/2006	07/21/2010
2,274.00		2,261.00					13.00	
		10. HEINZ H.J. CO PROPERTY TYPE: SECURITIES					12/28/2006	09/07/2010
465.00		452.00					13.00	
		248. HOSPIRA INC PROPERTY TYPE: SECURITIES					06/24/2010	07/29/2010
12,567.00		14,217.00					-1,650.00	
		255. ITT INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					10/29/2009	08/26/2010
10,969.00		13,787.00					-2,818.00	
		47. INFORMATICA CORP PROPERTY TYPE: SECURITIES					02/25/2009	03/17/2010
1,292.00		612.00					680.00	
		7. INFORMATICA CORP PROPERTY TYPE: SECURITIES					02/25/2009	09/29/2010
264.00		91.00					173.00	

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)	
		141. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES					07/30/2009	08/16/2010
13,761.00		13,700.00					61.00	
		2. INTUITIVE SURGICAL INC NEW PROPERTY TYPE: SECURITIES					11/27/2007	02/10/2010
637.00		578.00					59.00	
		85. JACOBS ENGR GROUP INC DEL PROPERTY TYPE: SECURITIES					10/28/2008	06/09/2010
3,467.00		3,243.00					224.00	
		285. JOHNSON & JOHNSON INC PROPERTY TYPE: SECURITIES					05/10/2007	06/18/2010
16,841.00		17,935.00					-1,094.00	
		70. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					05/02/2007	01/06/2010
4,450.00		5,003.00					-553.00	
		3. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					03/18/2008	06/17/2010
189.00		193.00					-4.00	
		140. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					06/06/2008	07/21/2010
4,088.00		4,411.00					-323.00	
		40. LIFE TIME FITNESS INC PROPERTY TYPE: SECURITIES					12/29/2006	10/25/2010
1,490.00		1,963.00					-473.00	
		3. LILLY ELI & CO PROPERTY TYPE: SECURITIES					11/10/2008	01/26/2010
109.00		105.00					4.00	
		525. LOWE'S CO PROPERTY TYPE: SECURITIES					12/12/2008	10/18/2010
11,073.00		11,590.00					-517.00	
		15. LULULEMON ATHLETICA INC PROPERTY TYPE: SECURITIES					07/16/2009	06/30/2010
567.00		217.00					350.00	

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)	
		20. LULULEMON ATHLETICA INC PROPERTY TYPE: SECURITIES					07/16/2009	12/09/2010
1,289.00		289.00					1,000.00	
		15. MATTHEWS INTL CORP CL A PROPERTY TYPE: SECURITIES					01/09/2007	06/14/2010
468.00		601.00					-133.00	
		3. MCDONALDS CORP PROPERTY TYPE: SECURITIES					03/05/2009	06/17/2010
209.00		153.00					56.00	
		24. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					06/04/2009	04/12/2010
883.00		641.00					242.00	
		7. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					02/05/2009	04/12/2010
258.00		211.00					47.00	
		535. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/21/2008	04/07/2010
15,758.00		13,227.00					2,531.00	
		20. MONRO MUFFLER BRAKE INC PROPERTY TYPE: SECURITIES					02/26/2007	09/15/2010
891.00		492.00					399.00	
		25. MONRO MUFFLER BRAKE INC PROPERTY TYPE: SECURITIES					02/26/2007	12/09/2010
1,310.00		615.00					695.00	
		150. MONSANTO CO NEW PROPERTY TYPE: SECURITIES					01/08/2007	05/27/2010
7,451.00		7,599.00					-148.00	
		45. MORNINGSTAR INC PROPERTY TYPE: SECURITIES					11/13/2008	09/08/2010
1,819.00		1,424.00					395.00	
		100000. NATIONSBANK CORP DTD 05/04/98 6. PROPERTY TYPE: SECURITIES					03/27/2001	05/15/2010
100,000.00		100,498.00					-498.00	

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)	
		215. NIKE INC CL B PROPERTY TYPE: SECURITIES					01/08/2007	01/25/2010
13,670.00		10,549.00					3,121.00	
		18. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					12/29/2006	01/27/2010
1,339.00		883.00					456.00	
		30. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES					09/24/2009	06/23/2010
1,454.00		1,750.00					-296.00	
		195. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES					09/09/2008	06/23/2010
9,450.00		16,244.00					-6,794.00	
		70. NUCOR CORP PROPERTY TYPE: SECURITIES					10/27/2008	01/21/2010
3,266.00		2,418.00					848.00	
		260. NUCOR CORP PROPERTY TYPE: SECURITIES					02/21/2008	02/26/2010
10,723.00		17,290.00					-6,567.00	
		90. PSS WORLD MED INC PROPERTY TYPE: SECURITIES					09/22/2008	02/03/2010
1,733.00		1,801.00					-68.00	
		55. PSS WORLD MED INC PROPERTY TYPE: SECURITIES					10/10/2008	02/11/2010
1,121.00		964.00					157.00	
		45. PSS WORLD MED INC PROPERTY TYPE: SECURITIES					10/10/2008	04/14/2010
1,056.00		763.00					293.00	
		3. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					05/18/2007	06/17/2010
136.00		145.00					-9.00	
		100. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					04/07/2008	11/30/2010
5,717.00		4,845.00					872.00	

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)	
		45. PITNEY BOWES PROPERTY TYPE: SECURITIES					06/07/2010	08/06/2010
922.00		970.00					-48.00	
		5. PRICELINE COM INC PROPERTY TYPE: SECURITIES					11/16/2009	09/13/2010
1,639.00		1,029.00					610.00	
		12. PRICELINE COM INC PROPERTY TYPE: SECURITIES					11/16/2009	09/24/2010
4,134.00		2,470.00					1,664.00	
		3. PROGRESS ENERGY INC PROPERTY TYPE: SECURITIES					01/05/2007	06/17/2010
120.00		145.00					-25.00	
		185. QUANTA SVCS INC COM PROPERTY TYPE: SECURITIES					03/04/2008	08/12/2010
3,406.00		4,300.00					-894.00	
		255. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES					08/28/2009	04/20/2010
15,214.00		14,117.00					1,097.00	
		40. R W E AG SPONSORED ADR PROPERTY TYPE: SECURITIES					01/05/2007	12/08/2010
2,556.00		4,190.00					-1,634.00	
		3. REYNOLDS AMERICAN INC PROPERTY TYPE: SECURITIES					01/05/2007	01/26/2010
161.00		193.00					-32.00	
		70. RITCHIE BROS AUCTIONEERS PROPERTY TYPE: SECURITIES					01/16/2007	07/16/2010
1,243.00		1,310.00					-67.00	
		30. RIVERBED TECHNOLOGY INC PROPERTY TYPE: SECURITIES					05/09/2008	09/15/2010
1,354.00		501.00					853.00	
		20. RIVERBED TECHNOLOGY INC PROPERTY TYPE: SECURITIES					05/09/2008	10/11/2010
889.00		334.00					555.00	

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)	
		100. RIVERBED TECHNOLOGY INC PROPERTY TYPE: SECURITIES					05/13/2008	12/15/2010
3,439.00		819.00					2,620.00	
		39. SPX CORP PROPERTY TYPE: SECURITIES					07/08/2008	01/27/2010
2,162.00		4,586.00					-2,424.00	
		3. SCANA CORP NEW PROPERTY TYPE: SECURITIES					09/05/2008	01/26/2010
108.00		115.00					-7.00	
		28. SIGNATURE BK NEW YORK N Y PROPERTY TYPE: SECURITIES					09/23/2008	02/10/2010
947.00		1,010.00					-63.00	
		3. SOUTHERN CO PROPERTY TYPE: SECURITIES					04/21/2008	01/26/2010
99.00		110.00					-11.00	
		60. STERICYCLE INC COM PROPERTY TYPE: SECURITIES					06/20/2008	03/10/2010
3,274.00		2,582.00					692.00	
		12. STRAYER ED INC PROPERTY TYPE: SECURITIES					01/27/2009	08/12/2010
2,516.00		2,618.00					-102.00	
		80. SYBASE INC PROPERTY TYPE: SECURITIES					11/24/2009	05/21/2010
5,117.00		3,288.00					1,829.00	
		168. SYNIVERSE HLDGS INC PROPERTY TYPE: SECURITIES					09/24/2010	10/29/2010
5,124.00		4,007.00					1,117.00	
		30. 3M CO PROPERTY TYPE: SECURITIES					01/05/2009	01/06/2010
2,514.00		1,752.00					762.00	
		45. TORTOISE ENERGY CAP CORP PROPERTY TYPE: SECURITIES					10/09/2007	07/02/2010
1,014.00		1,246.00					-232.00	

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. TOTAL FINA SA ADR PROPERTY TYPE: SECURITIES					08/04/2009	06/17/2010
150.00		167.00					-17.00	
		25. TRACTOR SUPPLY CO PROPERTY TYPE: SECURITIES					01/17/2007	06/30/2010
1,539.00		1,266.00					273.00	
		115. UNDER ARMOUR INC PROPERTY TYPE: SECURITIES					05/06/2009	06/09/2010
3,818.00		2,819.00					999.00	
		40. UNILEVER NV NEW PROPERTY TYPE: SECURITIES					12/28/2006	09/07/2010
1,083.00		1,098.00					-15.00	
		67. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					12/29/2006	05/28/2010
4,511.00		4,196.00					315.00	
		3. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					02/14/2008	01/26/2010
90.00		114.00					-24.00	
		190. VISA INC CLASS A SHARES (V) PROPERTY TYPE: SECURITIES					03/04/2009	08/09/2010
13,940.00		10,354.00					3,586.00	
		3. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					04/16/2008	01/26/2010
66.00		92.00					-26.00	
		645. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					10/28/2009	04/20/2010
14,951.00		14,612.00					339.00	
		3. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					04/16/2008	06/17/2010
63.00		92.00					-29.00	
		130. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					05/02/2007	07/21/2010
2,908.00		3,732.00					-824.00	

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)	
		130. VODAFONE GROUP PLC NEW PROPERTY TYPE: SECURITIES					05/02/2007	11/30/2010
3,281.00		3,732.00					-451.00	
		5. WADDELL & REED FINANCIAL CL A PROPERTY TYPE: SECURITIES					09/16/2009	09/15/2010
138.00		136.00					2.00	
		65. WADDELL & REED FINANCIAL CL A PROPERTY TYPE: SECURITIES					05/15/2009	09/15/2010
1,788.00		1,451.00					337.00	
		25. WHITING PETE CORP PROPERTY TYPE: SECURITIES					02/26/2009	09/27/2010
2,403.00		605.00					1,798.00	
		20. WHITING PETE CORP PROPERTY TYPE: SECURITIES					02/26/2009	12/09/2010
2,233.00		484.00					1,749.00	
		15. WHITING PETE CORP PROPERTY TYPE: SECURITIES					02/26/2009	12/15/2010
1,694.00		363.00					1,331.00	
		70. WILMINGTON TR CORP PROPERTY TYPE: SECURITIES					06/17/2008	03/04/2010
1,004.00		2,145.00					-1,141.00	
		3. WINDSTREAM CORP PROPERTY TYPE: SECURITIES					01/11/2007	06/17/2010
34.00		42.00					-8.00	
		70. ZENITH NATL INS CORP PROPERTY TYPE: SECURITIES					08/21/2009	03/04/2010
2,668.00		1,819.00					849.00	
		99. ACCENTURE PLC IRELAND CLASS A PROPERTY TYPE: SECURITIES					01/23/2007	10/19/2010
4,483.00		3,662.00					821.00	
		. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					01/05/2007	02/26/2010
30.00		30.00						

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)	
		. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					01/05/2007	05/20/2010
29.00		29.00						
		165. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					09/21/2009	04/29/2010
13,155.00		13,868.00					-713.00	
		20000. 100,000THS TRAVEL CENTERS OF AMER PROPERTY TYPE: SECURITIES					01/05/2007	06/15/2010
1.00		6.00					-5.00	
		11. CORE LABORATORIES N V ORD PROPERTY TYPE: SECURITIES					12/29/2006	01/27/2010
1,305.00		886.00					419.00	
TOTAL GAIN(LOSS)							4,665.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGL RESOURCES INC COM	16.	16.
AT&T INC	1,091.	1,091.
AT&T CORPORATION 4.950% 01/15/2013	1,238.	1,238.
ABBOTT LABS	18.	18.
AIRGAS INC	17.	17.
ALASKA COMMUNICATIONS SYS GR	15.	15.
ALLEGHENY TECHNOLOGIES INC	54.	54.
ALTRIA GROUP INC	1,186.	1,186.
AMERICAN CAMPUS CMNTYS INC	23.	23.
AMERICAN ECOLOGY CORP	19.	19.
AMERON INTERNATIONAL INC	152.	152.
APACHE CORP	54.	54.
APPLIED MATERIALS	227.	227.
ARM HLDGS PLC SPONSORED ADR	17.	17.
ASTRAZENECA PLC SPONSORED ADR	723.	723.
AXA ADR	76.	76.
BAE SYSTEMS PLC ADR	268.	268.
BASF AG SPONSORED ADR	422.	422.
BCE INC NEW	170.	170.
BP AMOCO PLC SPONSORED ADR	333.	333.
BECTON DICKINSON & CO.	312.	312.
BHP BILLITON LIMITED SPONSORED ADR	1,035.	1,035.
BLACKBAUD INC	70.	70.
BOEING CO	252.	252.
BOTTLING GROUP LLC DTD 06/10/03 4.125% 0	1,031.	1,031.
BRISTOL MYERS SQUIBB CO	972.	972.
BRITISH AMERICAN TOBACCO	620.	620.
BROOKFIELD ASSET MGMT INC CL A LTD VT SH	78.	78.
CLECO CORP NEW COM	176.	176.
CME GROUP INC	173.	173.
CANADIAN NATL RY CO	533.	533.
CANADIAN NAT RES LTD	54.	54.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CANADIAN PAC RY LTD	316.	316.
CENTURYTEL INC	198.	198.
CHEVRONTEXACO CORP	682.	682.
CHURCH & DWIGHT INC	34.	34.
CINCINNATI FINANCIAL CORP	46.	46.
CLARCOR INC	30.	30.
CLEARBRIDGE ENERGY MLP FD IN	8.	8.
COACH INC COM	36.	36.
COCA COLA CO	311.	311.
COGNEX	41.	41.
COHEN & STEERS INC	278.	278.
COHU INC	38.	38.
COLGATE PALMOLIVE CO	416.	416.
COMPASS MINERALS INTL INC	62.	62.
CONOCOPHILLIPS COM	581.	581.
CONSOLIDATED EDISON INC	44.	44.
COSTCO WHSL CORP NEW	171.	171.
CUMMINS ENGINE INC	50.	50.
DARDENE RESTAURANTS INC COM	80.	80.
DEERE & CO.	224.	224.
DEUTSCHE TELEKOM AG ADR SPONSORED	213.	213.
DEVON ENERGY CORPORATION NEW	105.	105.
DIAGEO PLC ADR SPONSORED NEW	945.	945.
DOMINION RES INC VA NEW	417.	417.
DONALDSON INC	20.	20.
DR PEPPER SNAPPLE GROUP INC	302.	302.
DREYFUS INST CASH MGT FD #288	215.	215.
DUPONT E I DE NEMOURS & CO	722.	722.
DUFF & PHELPS CORP NEW	23.	23.
DUKE ENERGY HLDG CORP	194.	194.
ECOLAB INC	115.	115.
EMERSON ELECTRIC CO	211.	211.
ENSIGN ENERGY SVGS INC	90.	90.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXXON MOBIL CORP	214.	214.
FPL GROUP	105.	105.
FASTENAL CO COM	218.	218.
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.
FEDERAL HOME LOAN BANKS DTD 7/21/10 3.37	534.	534.
FEDERAL HOME LOAN BKS DTD 11/15/01 4.875	2,438.	2,438.
FEDERAL HOME LOAN BANK 4.625% 8/15/2012	2,313.	2,313.
FEDERAL HOME LOAN BANK 4.680% 5/21/2013	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 5.000% 12/11/2015	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.
FEDERAL HOME LOAN BANK DTD 01/28/08 4.25	1,234.	1,234.
FLOWERS FOODS INC	87.	87.
FLOWSERVE CORP	40.	40.
FREEPORT MCMORAN COPPER & GOLD	275.	275.
GENERAL ELECTRIC	252.	252.
GENTEX CORP COM	37.	37.
GENUINE PARTS CO	554.	554.
GLACIER BANCORP INC	75.	75.
GLAXO PLC SPONSORED ADR	205.	205.
GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.3	1,094.	1,094.
GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7	5,700.	5,700.
W W GRAINGER INC	75.	75.
HCP INC	244.	244.
HSBC HLDGS PLC ADR NEW	391.	391.
HEALTHCARE SVCS GRP INC	103.	103.
HEALTH CARE REI INC	248.	248.
HEARTLAND EXPRESS INC	216.	216.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEINZ H.J. CO	773.	773.
HEWLETT PACKARD CO	156.	156.
HOSPITALITY PROPERTIES TRUST	37.	37.
IBERIABANK CORP	49.	49.
ITT INDUSTRIES INC COM	245.	245.
INTEL CORP	252.	252.
INTERNATIONAL BUSINESS MACHINES	280.	280.
J P MORGAN CHASE & CO	18.	18.
JOHNSON & JOHNSON INC	809.	809.
JOHNSON CONTROLS	122.	122.
KAYNE ANDERSON MLP INVSMNT C	67.	67.
KIMBERLY CLARK CORP	801.	801.
KRAFT FOODS INC CL A	1,276.	1,276.
LANDAUER INC	86.	86.
LILLY ELI & CO	1,035.	1,035.
LORILLARD INC	55.	55.
LOWE'S CO	210.	210.
MANULIFE FINANCIAL CORPORATION	68.	68.
MATTHEWS INTL CORP CL A	21.	21.
MCDONALDS CORP	496.	496.
MERCK & CO INC NEW	24.	24.
MERIDIAN BIOSCIENCE INC	102.	102.
MICROSOFT CORP	195.	195.
MID-AMERICA APARTMENT CMNTYS	119.	119.
MONRO MUFFLER BRAKE INC	36.	36.
MONSANTO CO NEW	80.	80.
NATIONAL HEALTH INVESTORS INC	27.	27.
NATIONSBANK CORP DTD 05/04/98 6.6% 05/15	3,300.	3,300.
NATIONWIDE HEALTH PPTYS INC	49.	49.
NESTLE S.A. SPONSORED ADR REG SH	793.	793.
NEW YORK CMNTY BANCORP INC	55.	55.
NEXTERA ENERGY INC	315.	315.
NIKE INC CL B	58.	58.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOKIA CORP SPONSORED ADR	336.	336.
NOBLE ENERGY INC	30.	30.
NORDSON CORP	55.	55.
NORTHERN TRUST CORP	189.	189.
NOVARTIS ADR	302.	302.
NUCOR CORP	119.	119.
OCCIDENTAL PETROLEUM CORP	142.	142.
PERRIGO CO	19.	19.
PETROCHINA CO LTD ADR	299.	299.
PHILIP MORRIS INTL INC	894.	894.
POTASH CORP SASKATCHEWAN INC	78.	78.
POWER INTEGRATIONS INC	13.	13.
PRAXAIR INC	378.	378.
PRICE T ROWE GROUP INC COM	367.	367.
PROCTOR & GAMBLE CO	64.	64.
PRIVATEBANCORP INC	4.	4.
PROGRESS ENERGY INC	150.	150.
QUALCOMM INC	270.	270.
QUALITY SYS INC	60.	60.
QUEST DIAGNOSTICS INC	51.	51.
R W E AG SPONSORED ADR	186.	186.
REYNOLDS AMERICAN INC	176.	176.
RIO TINTO PLC SPON ADR	389.	389.
RITCHIE BROS AUCTIONEERS	59.	59.
ROSS STORES INC	21.	21.
ROYAL DUTCH SHELL PLC SPON ADR B	249.	249.
RUDDICK CORP	41.	41.
RYLAND GROUP INC	11.	11.
SPX CORP	10.	10.
SCANA CORP NEW	56.	56.
SCHLUMBERGER LTD	500.	500.
SCHNITZER STL INDS	4.	4.
SCRIPPS NETWORKS INTERACTIVE INC CLASS A	6.	6.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SENIOR HSG PPTYS TR	12.	12.
SILGAN HOLDINGS INC	55.	55.
SMUCKER J M CO	395.	395.
SOLERA HOLDINGS INC	19.	19.
SOUTHERN CO	220.	220.
STARBUCKS CORP	133.	133.
STRAYER ED INC	18.	18.
SUNCOR ENERGY INC NEW	152.	152.
TJX COS INC NEW	98.	98.
TALISMAN ENERGY INC	67.	67.
TECK RESOURCES LIMITED CL B	51.	51.
TELEFONICA DE ESPANA S.A.	103.	103.
TENARIS S A SPONSORED ADR	330.	330.
TENNESSEE VALLEY AUTH DTD 01/18/01 05.62	5,625.	5,625.
3M CO	704.	704.
TORO CO	40.	40.
TORTOISE ENERGY INFRASTRUCTURE C	75.	75.
TORTOISE ENERGY CAP CORP	22.	22.
TOTAL FINA SA ADR	154.	154.
TRACTOR SUPPLY CO	38.	38.
TRAVELERS COMPANIES INC	212.	212.
TRICAN WELL SVC LTD	5.	5.
TUPPERWARE CORP	105.	105.
UMPQUA HLDGS CORP	36.	36.
UNILEVER PLC ADR SPON NEW	85.	85.
UNILEVER NV NEW	1,070.	1,070.
UNITED PARCEL SERVICE	212.	212.
UNITED TECHNOLOGIES CORP	411.	411.
UNIVERSAL FST PRODS INC	40.	40.
US ECOLOGY INC	57.	57.
V F CORP	97.	97.
VALE S A ADR	642.	642.
VERIZON COMMUNICATIONS	1,057.	1,057.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VISA INC CLASS A SHARES (V)	48.	48.
VODAFONE GROUP PLC NEW	1,480.	1,480.
W-D 40 CO.	56.	56.
WADDELL & REED FINANCIAL CL A	97.	97.
WEST PHARMACEUTICAL SVSC INC	59.	59.
WILMINGTON TR CORP	1.	1.
WINDSTREAM CORP	108.	108.
YARA INTL ASA SPONSORED ADR	28.	28.
ZENITH NATL INS CORP	35.	35.
ACCENTURE PLC IRELAND CLASS A	330.	330.
COOPER INDUSTRIES PLC	265.	265.
PARTNERRE LTD	133.	133.
NOBLE CORPORATION	518.	518.
CORE LABORATORIES N V ORD	67.	67.
TOTAL	107,365.	107,365.

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	1,011.	1,011.
FEDERAL ESTIMATES - PRINCIPAL	635.	
TOTALS	1,646.	1,011.

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	30.	30.
OTHER NON-ALLOCABLE EXPENSE -	102.	102.
TOTALS	187.	187.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. OBLIGATIONS	1,060,572.	1,137,992.
STATE OBLIGATIONS	50,501.	53,567.
TOTALS	1,111,073.	1,191,559.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCK	1,790,010.	2,161,323.
TOTALS	1,790,010.	2,161,323.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS	279,687.	288,856.
TOTALS	279,687.	288,856.

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

DESCRIPTION		AMOUNT
POSTING ADJUSTMENT		2,763.
	TOTAL	2,763.

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 .... 39,419.

TOTAL COMPENSATION: 39,419.

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
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
PROCTOR HISTORICAL SOCIETY
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 863.

RECIPIENT NAME:
PROCTOR JR/SR HIGH SCHOOL
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,250.

RECIPIENT NAME:
PROCTOR SCHOOL DISTRICT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 109,697.

RECIPIENT NAME:
PROCTOR VOLUNTEER FIRE DEPT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
RIVERSIDE CEMETERY ASSOCIATION
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
ST DOMINIC'S CEMETERY ASS
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,328.

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

RECIPIENT NAME:
TOWN OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,900.

RECIPIENT NAME:
UNION CHURCH OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 145,538.

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

2010

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 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	4,499.
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 2009 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	4,499.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			375.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-290.
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	81.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 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	166.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			4,499.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			166.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			81.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			4,665.

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 ( )

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 2010 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 2010 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

2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1135. APPLIED MATERIALS	01/25/2010	09/10/2010	12,110.00	14,517.00	-2,407.00
85. BALLY TECHNOLOGIES INC	07/21/2009	06/09/2010	3,313.00	2,929.00	384.00
36. COGNIZANT TECHNOLOGY SOLUTIONS CL A	07/27/2009	02/10/2010	1,666.00	1,101.00	565.00
39. DIAGEO PLC ADR SPONSORED NEW	02/04/2009	02/04/2010	2,542.00	2,176.00	366.00
3. DOMINION RES INC VA NEW	12/08/2009	01/26/2010	114.00	115.00	-1.00
180. DUPONT E I DE NEMOURS & CO	01/06/2010	11/30/2010	8,504.00	6,107.00	2,397.00
60. ECOLAB INC	09/24/2009	03/18/2010	2,594.00	2,754.00	-160.00
145. FLOWERS FOODS INC	03/10/2010	12/09/2010	3,684.00	3,621.00	63.00
37. FREEPORT MCMORAN COPPER & GOLD	10/02/2009	09/30/2010	3,141.00	2,413.00	728.00
5.281 FRONTIER COMMUNICATI ONS CORP	12/08/2009	07/08/2010	38.00	31.00	7.00
248. HOSPIRA INC	06/24/2010	07/29/2010	12,567.00	14,217.00	-1,650.00
255. ITT INDUSTRIES INC COM	10/29/2009	08/26/2010	10,969.00	13,787.00	-2,818.00
15. LULULEMON ATHLETICA INC	07/16/2009	06/30/2010	567.00	217.00	350.00
24. MERCK & CO INC NEW	06/04/2009	04/12/2010	883.00	641.00	242.00
30. NORTHERN TRUST CORP	09/24/2009	06/23/2010	1,454.00	1,750.00	-296.00
45. PITNEY BOWES	06/07/2010	08/06/2010	922.00	970.00	-48.00
5. PRICELINE COM INC	11/16/2009	09/13/2010	1,639.00	1,029.00	610.00
12. PRICELINE COM INC	11/16/2009	09/24/2010	4,134.00	2,470.00	1,664.00
255. QUEST DIAGNOSTICS INC	08/28/2009	04/20/2010	15,214.00	14,117.00	1,097.00
80. SYBASE INC	11/24/2009	05/21/2010	5,117.00	3,288.00	1,829.00
168. SYNIVERSE HLDGS INC	09/24/2010	10/29/2010	5,124.00	4,007.00	1,117.00
3. TOTAL FINA SA ADR	08/04/2009	06/17/2010	150.00	167.00	-17.00
645. VODAFONE GROUP PLC NEW	10/28/2009	04/20/2010	14,951.00	14,612.00	339.00
5. WADDELL & REED FINANCIAL CL A	09/16/2009	09/15/2010	138.00	136.00	2.00

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

2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 70. ZENITH NATL INS CORP	08/21/2009	03/04/2010	2,668.00	1,819.00	849.00
165. TRANSOCEAN LTD	09/21/2009	04/29/2010	13,155.00	13,868.00	-713.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 4,499.00

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 36. AGL RESOURCES INC COM	10/08/2008	04/12/2010	1,378.00	1,076.00	302.00
3. AT&T INC	05/05/2008	01/26/2010	76.00	119.00	-43.00
3. AT&T INC	05/05/2008	06/17/2010	76.00	119.00	-43.00
75. AIRGAS INC	05/13/2008	04/22/2010	4,765.00	4,402.00	363.00
170. ALASKA COMMUNICATIONS SYS GR	10/10/2007	02/10/2010	1,159.00	2,623.00	-1,464.00
120. ALASKA COMMUNICATIONS SYS GR	10/10/2007	03/02/2010	868.00	1,809.00	-941.00
140. ALASKA COMMUNICATIONS SYS GR	03/13/2007	05/11/2010	1,136.00	2,058.00	-922.00
3. ALTRIA GROUP INC	04/15/2008	01/26/2010	60.00	64.00	-4.00
80. ALTRIA GROUP INC	04/07/2008	07/21/2010	1,727.00	1,753.00	-26.00
39. AMAZON.COM INC	08/11/2008	03/02/2010	4,946.00	3,406.00	1,540.00
121. AMAZON.COM INC	08/11/2008	03/18/2010	16,017.00	10,569.00	5,448.00
5. AMERON INTERNATIONAL INC	07/23/2008	09/15/2010	311.00	651.00	-340.00
180. APACHE CORP	03/04/2009	06/04/2010	16,220.00	10,083.00	6,137.00
20. APPLE COMPUTER, INC	09/23/2008	04/30/2010	5,247.00	2,603.00	2,644.00
2. APPLE COMPUTER, INC	09/23/2008	05/28/2010	510.00	260.00	250.00
270. BAE SYSTEMS PLC ADR	09/25/2007	12/08/2010	5,519.00	9,709.00	-4,190.00
3. BCE INC NEW	01/16/2009	06/17/2010	92.00	58.00	34.00
76. BP AMOCO PLC SPONSORED ADR	02/14/2008	05/14/2010	3,542.00	4,699.00	-1,157.00
320. BP AMOCO PLC SPONSORED ADR	12/28/2006	06/10/2010	10,161.00	21,507.00	-11,346.00
20. BHP BILLITON LIMITED SPONSORED ADR	01/05/2007	09/27/2010	1,516.00	741.00	775.00
40. BHP BILLITON LIMITED SPONSORED ADR	01/05/2007	12/31/2010	3,706.00	1,483.00	2,223.00
50. BLACKBAUD INC	02/08/2007	06/17/2010	1,117.00	1,179.00	-62.00
3. BRISTOL MYERS SQUIBB CO	10/19/2007	01/26/2010	72.00	89.00	-17.00
3. BRISTOL MYERS SQUIBB CO	10/19/2007	06/17/2010	78.00	89.00	-11.00
60. BRISTOL MYERS SQUIBB CO	12/28/2006	07/21/2010	1,492.00	1,582.00	-90.00

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 137. CADBURY PLC SPONS ADR	01/05/2007	01/27/2010	7,384.00	6,599.00	785.00
35. CHARLES RIV LABORATORIES INT	11/07/2008	05/06/2010	1,080.00	1,015.00	65.00
65. CHARLES RIV LABORATORIES INT	02/18/2009	07/27/2010	2,231.00	1,800.00	431.00
3. COCA COLA CO	01/07/2009	06/17/2010	157.00	135.00	22.00
64. COGNIZANT TECHNOLOGY SOLUTIONS CL A	07/27/2009	09/24/2010	4,124.00	1,957.00	2,167.00
13. CUMMINS ENGINE INC	01/24/2008	02/10/2010	674.00	597.00	77.00
57. CUMMINS ENGINE INC	01/24/2008	12/09/2010	6,043.00	2,616.00	3,427.00
3. DEUTSCHE TELEKOM AG ADR SPONSORED	01/05/2007	01/26/2010	41.00	57.00	-16.00
206. DEUTSCHE TELEKOM AG ADR SPONSORED	01/05/2007	05/07/2010	2,259.00	3,883.00	-1,624.00
70. DIAGEO PLC ADR SPONSORED NEW	12/28/2006	01/06/2010	4,758.00	5,597.00	-839.00
20. DRIL-QUIP INC	06/18/2007	04/14/2010	1,299.00	974.00	325.00
15. DRIL-QUIP INC	06/18/2007	04/30/2010	904.00	730.00	174.00
3. DUKE ENERGY HLDG CORP	11/14/2007	01/26/2010	50.00	58.00	-8.00
3. DUKE ENERGY HLDG CORP	11/14/2007	06/17/2010	50.00	58.00	-8.00
70. ECOLAB INC	12/29/2006	03/17/2010	3,058.00	3,182.00	-124.00
240. ECOLAB INC	03/28/2007	03/18/2010	10,376.00	10,204.00	172.00
315. EMERSON ELECTRIC CO	01/08/2007	05/24/2010	14,459.00	13,756.00	703.00
95. EPICOR SOFTWARE CORP	02/02/2007	02/12/2010	795.00	1,354.00	-559.00
410. EXPEDITORS INTL WASH INC	01/08/2007	01/26/2010	14,220.00	16,976.00	-2,756.00
55. FTI CONSULTING INC	09/17/2008	02/11/2010	2,305.00	3,873.00	-1,568.00
100000. FEDERAL HOME LOAN BANK DTD 08/06/03 4.55% 08	10/29/2003	08/06/2010	100,000.00	101,860.00	-1,860.00
80. FISERV INC WISCONSIN	12/29/2006	04/22/2010	4,262.00	4,218.00	44.00
3. FRANCE TELECOM	05/23/2007	01/26/2010	72.00	91.00	-19.00
79. FRANCE TELECOM	05/23/2007	05/07/2010	1,544.00	2,398.00	-854.00
25.719 FRONTIER COMMUNICATIONS CORP	03/05/2008	07/08/2010	187.00	167.00	20.00

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .817 FRONTIER COMMUNICATIONS CORP	12/28/2006	07/09/2010	6.00	5.00	1.00
.686 FRONTIER COMMUNICATIONS CORP	02/14/2008	07/09/2010	5.00	5.00	
100. FRONTIER COMMUNICATIONS CORP	12/28/2006	07/20/2010	748.00	644.00	104.00
105. GAMESTOP CORP NEW CL A	08/21/2007	01/27/2010	2,058.00	4,426.00	-2,368.00
40. GENUINE PARTS CO	12/28/2006	05/17/2010	1,643.00	1,917.00	-274.00
345. GILEAD SCIENCES INC	11/01/2007	09/30/2010	12,358.00	15,838.00	-3,480.00
3. GLAXO PLC SPONSORED ADR	07/18/2008	01/26/2010	123.00	143.00	-20.00
3. GLAXO PLC SPONSORED ADR	07/18/2008	06/17/2010	108.00	143.00	-35.00
35. GOOGLE INC CL A	01/30/2009	07/09/2010	16,489.00	11,924.00	4,565.00
14. HEINZ H.J. CO	04/21/2008	06/07/2010	619.00	651.00	-32.00
50. HEINZ H.J. CO	12/28/2006	07/21/2010	2,274.00	2,261.00	13.00
10. HEINZ H.J. CO	12/28/2006	09/07/2010	465.00	452.00	13.00
47. INFORMATICA CORP	02/25/2009	03/17/2010	1,292.00	612.00	680.00
7. INFORMATICA CORP	02/25/2009	09/29/2010	264.00	91.00	173.00
141. INTERCONTINENTALEXCHANGE INC	07/30/2009	08/16/2010	13,761.00	13,700.00	61.00
2. INTUITIVE SURGICAL INC NEW	11/27/2007	02/10/2010	637.00	578.00	59.00
85. JACOBS ENGR GROUP INC DEL	10/28/2008	06/09/2010	3,467.00	3,243.00	224.00
285. JOHNSON & JOHNSON INC	05/10/2007	06/18/2010	16,841.00	17,935.00	-1,094.00
70. KIMBERLY CLARK CORP	05/02/2007	01/06/2010	4,450.00	5,003.00	-553.00
3. KIMBERLY CLARK CORP	03/18/2008	06/17/2010	189.00	193.00	-4.00
140. KRAFT FOODS INC CL A	06/06/2008	07/21/2010	4,088.00	4,411.00	-323.00
40. LIFE TIME FITNESS INC	12/29/2006	10/25/2010	1,490.00	1,963.00	-473.00
3. LILLY ELI & CO	11/10/2008	01/26/2010	109.00	105.00	4.00
525. LOWE'S CO	12/12/2008	10/18/2010	11,073.00	11,590.00	-517.00
20. LULULEMON ATHLETICA INC	07/16/2009	12/09/2010	1,289.00	289.00	1,000.00

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	Employer identification number
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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. MATTHEWS INTL CORP CL A	01/09/2007	06/14/2010	468.00	601.00	-133.00
3. MCDONALDS CORP	03/05/2009	06/17/2010	209.00	153.00	56.00
7. MERCK & CO INC NEW	02/05/2009	04/12/2010	258.00	211.00	47.00
535. MICROSOFT CORP	10/21/2008	04/07/2010	15,758.00	13,227.00	2,531.00
20. MONRO MUFFLER BRAKE INC	02/26/2007	09/15/2010	891.00	492.00	399.00
25. MONRO MUFFLER BRAKE INC	02/26/2007	12/09/2010	1,310.00	615.00	695.00
150. MONSANTO CO NEW	01/08/2007	05/27/2010	7,451.00	7,599.00	-148.00
45. MORNINGSTAR INC	11/13/2008	09/08/2010	1,819.00	1,424.00	395.00
100000. NATIONSBANK CORP DTD 05/04/98 6.6% 05/15/201	03/27/2001	05/15/2010	100,000.00	100,498.00	-498.00
215. NIKE INC CL B	01/08/2007	01/25/2010	13,670.00	10,549.00	3,121.00
18. NOBLE ENERGY INC	12/29/2006	01/27/2010	1,339.00	883.00	456.00
195. NORTHERN TRUST CORP	09/09/2008	06/23/2010	9,450.00	16,244.00	-6,794.00
70. NUCOR CORP	10/27/2008	01/21/2010	3,266.00	2,418.00	848.00
260. NUCOR CORP	02/21/2008	02/26/2010	10,723.00	17,290.00	-6,567.00
90. PSS WORLD MED INC	09/22/2008	02/03/2010	1,733.00	1,801.00	-68.00
55. PSS WORLD MED INC	10/10/2008	02/11/2010	1,121.00	964.00	157.00
45. PSS WORLD MED INC	10/10/2008	04/14/2010	1,056.00	763.00	293.00
3. PHILIP MORRIS INTL INC	05/18/2007	06/17/2010	136.00	145.00	-9.00
100. PHILIP MORRIS INTL INC	04/07/2008	11/30/2010	5,717.00	4,845.00	872.00
3. PROGRESS ENERGY INC	01/05/2007	06/17/2010	120.00	145.00	-25.00
185. QUANTA SVCS INC COM	03/04/2008	08/12/2010	3,406.00	4,300.00	-894.00
40. R W E AG SPONSORED ADR	01/05/2007	12/08/2010	2,556.00	4,190.00	-1,634.00
3. REYNOLDS AMERICAN INC	01/05/2007	01/26/2010	161.00	193.00	-32.00
70. RITCHIE BROS AUCTIONEERS	01/16/2007	07/16/2010	1,243.00	1,310.00	-67.00
30. RIVERBED TECHNOLOGY INC	05/09/2008	09/15/2010	1,354.00	501.00	853.00

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

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. RIVERBED TECHNOLOGY INC	05/09/2008	10/11/2010	889.00	334.00	555.00
100. RIVERBED TECHNOLOGY INC	05/13/2008	12/15/2010	3,439.00	819.00	2,620.00
39. SPX CORP	07/08/2008	01/27/2010	2,162.00	4,586.00	-2,424.00
3. SCANA CORP NEW	09/05/2008	01/26/2010	108.00	115.00	-7.00
28. SIGNATURE BK NEW YORK N Y	09/23/2008	02/10/2010	947.00	1,010.00	-63.00
3. SOUTHERN CO	04/21/2008	01/26/2010	99.00	110.00	-11.00
60. STERICYCLE INC COM	06/20/2008	03/10/2010	3,274.00	2,582.00	692.00
12. STRAYER ED INC	01/27/2009	08/12/2010	2,516.00	2,618.00	-102.00
30. 3M CO	01/05/2009	01/06/2010	2,514.00	1,752.00	762.00
45. TORTOISE ENERGY CAP CORP	10/09/2007	07/02/2010	1,014.00	1,246.00	-232.00
25. TRACTOR SUPPLY CO	01/17/2007	06/30/2010	1,539.00	1,266.00	273.00
115. UNDER ARMOUR INC	05/06/2009	06/09/2010	3,818.00	2,819.00	999.00
40. UNILEVER NV NEW	12/28/2006	09/07/2010	1,083.00	1,098.00	-15.00
67. UNITED TECHNOLOGIES CORP	12/29/2006	05/28/2010	4,511.00	4,196.00	315.00
3. VERIZON COMMUNICATIONS	02/14/2008	01/26/2010	90.00	114.00	-24.00
190. VISA INC CLASS A SHARES (V)	03/04/2009	08/09/2010	13,940.00	10,354.00	3,586.00
3. VODAFONE GROUP PLC NEW	04/16/2008	01/26/2010	66.00	92.00	-26.00
3. VODAFONE GROUP PLC NEW	04/16/2008	06/17/2010	63.00	92.00	-29.00
130. VODAFONE GROUP PLC NEW	05/02/2007	07/21/2010	2,908.00	3,732.00	-824.00
130. VODAFONE GROUP PLC NEW	05/02/2007	11/30/2010	3,281.00	3,732.00	-451.00
65. WADDELL & REED FINANCIAL CL A	05/15/2009	09/15/2010	1,788.00	1,451.00	337.00
25. WHITING PETE CORP	02/26/2009	09/27/2010	2,403.00	605.00	1,798.00
20. WHITING PETE CORP	02/26/2009	12/09/2010	2,233.00	484.00	1,749.00
15. WHITING PETE CORP	02/26/2009	12/15/2010	1,694.00	363.00	1,331.00
70. WILMINGTON TR CORP	06/17/2008	03/04/2010	1,004.00	2,145.00	-1,141.00

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

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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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	3. WINDSTREAM CORP	01/11/2007	06/17/2010	34.00	42.00	-8.00
	99. ACCENTURE PLC IRELAND CLASS A	01/23/2007	10/19/2010	4,483.00	3,662.00	821.00
	. NOBLE CORPORATION	01/05/2007	02/26/2010	30.00	30.00	
	. NOBLE CORPORATION	01/05/2007	05/20/2010	29.00	29.00	
	20000. 100,000THS TRAVEL CENTERS OF AMERICA	01/05/2007	06/15/2010	1.00	6.00	-5.00
	11. CORE LABORATORIES N V ORD	12/29/2006	01/27/2010	1,305.00	886.00	419.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -290.00

PROCTOR M FBO RESIDENTS MASTER 31V120007 03-6020099

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	138.00	
HCP INC	10.00	
HEALTH CARE REI INC	6.00	
NATIONAL HEALTH INVESTORS INC		
QWEST COMMUNICATIONS INTL INC	151.00	
TIME WARNER INC NEW COM	70.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		375.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		375.00

STATEMENT 1

31-V120-01-5 M PROCTOR FBO RESIDENTS CORE AS OF DATE: 12/31/10

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	107.187 12/31/2010	26,796.75
06738J-DW-1	BARCLAYS BANK MTN 2.750% 8/26/2016	50,000.000	50,000.00	96.904 12/31/2010	48,452.00
10138M-AD-7	BOTTLING GROUP LLC DTD 06/10/03 4.125% 06/15/15	25,000.000	24,643.25	106.747 12/31/2010	26,686.75
134429-AV-1	CAMPBELL SOUP CO 3.050% 7/15/2017	50,000.000	52,304.50	100.458 12/31/2010	50,229.00
26188J-20-6	DREYFUS INST CASH MGT FD #288	21,628.690	21,628.69	1.000 12/31/2010	21,628.69
3133MJ-UQ-1	FEDERAL HOME LOAN BANK 4.875% 11/15/2011	50,000.000	51,742 65	103.890 12/31/2010	51,945.25
3133MR-PX-4	FEDERAL HOME LOAN BANK 4.625% 8/15/2012	50,000.000	51,151 20	106.560 12/31/2010	53,280.00
3133MY-LY-1	FEDERAL HOME LOAN BANK 4.680% 5/21/2013	50,000 000	51,104.00	108.984 12/31/2010	54,492.00
3133XD-TC-5	FEDERAL HOME LOAN BANK 5.000% 12/11/2015	50,000.000	50,337.20	112.753 12/31/2010	56,376.50
3133XH-VS-8	FEDERAL HOME LOAN BANK DTD 11/15/06 5.00% 12/09/2016	100,000.000	100,452.00	113.333 12/31/2010	113,333.00
3133XL-F8-1	FEDERAL HOME LOAN BANK DTD 06/13/07 5.625% 06/09/17	100,000.000	100,119.80	117.055 12/31/2010	117,055.50
3133XP-CT-9	FEDERAL HOME LOAN BANK DTD 01/28/08 4.25% 03/09/18	50,000.000	51,374 00	108.132 12/31/2010	54,066.00
3133X2-6Y-6	FEDERAL HOME LOAN BANK DTD 11/24/03 5.13% 05/24/13	50,000.000	50,757.60	110.067 12/31/2010	55,033.50
3133X9-DC-1	FEDERAL HOME LOAN BANK DTD 11/02/04 4.5% 11/14/14	100,000.000	99,686.00	111.041 12/31/2010	111,041.00
31331J-4G-5	FED FARM CREDIT BANK 3.050% 12/06/19	50,000.000	50,000.00	97.718 12/31/2010	48,859.25
31331S-KH-5	FEDERAL FARM CREDIT BANK DTD 12/22/04 4.5% 01/22/15	100,000 000	99,872 95	111.318 12/31/2010	111,318.00
31331S-T9-4	FEDERAL FARM CREDIT BANK DTD 7/28/05 4.375% 02/28/11	50,000.000	49,830.50	100.639 12/31/2010	50,319.75

31-V120-01-5 M PROCTOR FBO RESIDENTS CORE

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
31331V-TZ-9	FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2% 03/21/16	100,000.000	100,116.00	114.321 12/31/2010	114,321.00
313370-E3-8	FEDERAL HOME LOAN BANKS DTD 7/21/10 3.375% 06/12/20	50,000.000	51,713 50	98.713 12/31/2010	49,356.50
377372-AA-5	GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.375% 04/15/14	25,000.000	25,333.50	107.821 12/31/2010	26,955.25
38141G-CG-7	GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7% 09/01/12	100,000.000	102,123.00	106.736 12/31/2010	106,736.00
842400-FM-0	SOUTHERN CA EDISON CO 4.150% 9/15/14	50,000 000	50,501.00	107.134 12/31/2010	53,567.00
880591-DN-9	TENNESSEE VALLEY AUTHORITY 5.625% 1/18/2011	100,000.000	102,315.00	100.195 12/31/2010	100,195.00
	TOTAL HOLDINGS		1,412,389 09		1,502,043.69
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		1,412,389 09		1,502,043.69

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
00206R-10-2	A T & T INC	157.000	5,200.87	29 380 12/31/2010	4,612.66
002824-10-0	ABBOTT LABS	20 000	966.16	47.910 12/31/2010	958.20
02209S-10-3	ALTRIA GROUP INC	116.000	2,467.68	24.620 12/31/2010	2,855.92
05534B-76-0	BCE INC NEW	107.000	2,247.61	35.460 12/31/2010	3,794.22
110122-10-8	BRISTOL MYERS SQUIBB CO	182.000	5,126 23	26.480 12/31/2010	4,819.36
156700-10-6	CENTURYLINK INC	79.000	2,797.29	46.170 12/31/2010	3,647.43
166764-10-0	CHEVRON CORP	50.000	3,283.47	91.250 12/31/2010	4,562.50
172062-10-1	CINCINNATI FINANCIAL CORP	39.000	1,028.29	31.690 12/31/2010	1,235.91
191216-10-0	COCA COLA CO	53.000	2,280.90	65.770 12/31/2010	3,485.81
20825C-10-4	CONOCOPHILLIPS	54.000	2,648.02	68.100 12/31/2010	3,677.40
209115-10-4	CONSOLIDATED EDISON INC	37.000	1,627.06	49.570 12/31/2010	1,834.09
25746U-10-9	DOMINION RES INC VA NEW	93.000	3,446.89	42.720 12/31/2010	3,972.96
26188J-20-6	DREYFUS INST CASH MGT FD #288	4,601.980	4,601.98	1.000 12/31/2010	4,601.98
26441C-10-5	DUKE ENERGY HLDG CORP	198.000	3,795.54	17.810 12/31/2010	3,526.38
37733W-10-5	GLAXOSMITHKLINE PLC SPONSORED ADR	112.000	5,018.37	39.220 12/31/2010	4,392.64
40414L-10-9	HCP INC	58.000	1,717.44	36.790 12/31/2010	2,133.82
42217K-10-6	HEALTH CARE REIT INC	40.000	1,763.67	47 640 12/31/2010	1,905.60

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
423074-10-3	HEINZ H.J. CO	93.000	4,272.88	49.460 12/31/2010	4,599.78
44106M-10-2	HOSPITALITY PROPERTIES TRUST	41.000	1,033.37	23.040 12/31/2010	944.64
478160-10-4	JOHNSON & JOHNSON INC	55.000	3,188.58	61.850 12/31/2010	3,401.75
494368-10-3	KIMBERLY CLARK CORP	72.000	4,621.26	63.040 12/31/2010	4,538 88
532457-10-8	LILLY ELI & CO	108.000	3,834.67	35.040 12/31/2010	3,784.32
544147-10-1	LORILLARD INC	13.000	992.55	82.060 12/31/2010	1,066.78
580135-10-1	MCDONALDS CORP	63.000	3,481.82	76.760 12/31/2010	4,835.88
638620-10-4	NATIONWIDE HEALTH PPTYS INC	32.000	1,129.16	36.380 12/31/2010	1,164.16
649445-10-3	NEW YORK CMNTY BANCORP INC	110.000	1,778 37	18.850 12/31/2010	2,073.50
718172-10-9	PHILIP MORRIS INTL INC	64.000	3,092.32	58.530 12/31/2010	3,745.92
742718-10-9	PROCTER & GAMBLE CO	34.000	1,620.12	64.330 12/31/2010	2,187.22
743263-10-5	PROGRESS ENERGY INC	59.000	2,860.91	43.480 12/31/2010	2,565.32
761713-10-6	REYNOLDS AMERICAN INC	96.000	3,083.85	32.620 12/31/2010	3,131.52
780259-10-7	ROYAL DUTCH SHELL PLC SPON ADR B	74.000	3,860.22	66.670 12/31/2010	4,933.58
80589M-10-2	SCANA CORP NEW	29 000	1,111 42	40.600 12/31/2010	1,177.40
81721M-10-9	SENIOR HSG PPTYS TR	48.000	1,125 67	21 940 12/31/2010	1,053.12
842587-10-7	SOUTHERN CO	122.000	4,434.28	38.230 12/31/2010	4,664.06

31-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
879382-20-8	TELEFONICA DE ESPANA S.A. SPONSORED ADR	20.000	1,698.05	68.420 12/31/2010	1,368.40
89151E-10-9	TOTAL S.A. ADR	51.000	2,796.71	53.480 12/31/2010	2,727.48
904767-70-4	UNILEVER PLC ADR SPON NEW	84.000	1,912.30	30.880 12/31/2010	2,593.92
92343V-10-4	VERIZON COMMUNICATIONS	132.000	4,651.46	35.780 12/31/2010	4,722 96
92857W-20-9	VODAFONE GROUP PLC NEW	161.000	4,122.01	26.440 12/31/2010	4,256.84
97381W-10-4	WINDSTREAM CORP	106.000	1,486.12	13.940 12/31/2010	1,477.64
	TOTAL HOLDINGS		112,205.57		123,031.95
	TOTAL INCOME CASH		.00		00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		112,205.57		123,031.95

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
00206R-10-2	A T & T INC	490.000	17,433.51	29.380 12/31/2010	14,396.20
02209S-10-3	ALTRIA GROUP INC	660.000	13,939.59	24.620 12/31/2010	16,249.20
046353-10-8	ASTRAZENECA PLC SPONSORED ADR	300.000	14,484.24	46.190 12/31/2010	13,857.00
097023-10-5	BOEING CO	150.000	6,726.59	65.260 12/31/2010	9,789.00
110122-10-8	BRISTOL MYERS SQUIBB CO	530.000	13,976.10	26.480 12/31/2010	14,034.40
166764-10-0	CHEVRON CORP	190.000	14,124.60	91.250 12/31/2010	17,337.50
20825C-10-4	CONOCOPHILLIPS	220.000	11,231.00	68.100 12/31/2010	14,982.00
25243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	200.000	15,991.04	74.330 12/31/2010	14,866.00
25746U-10-9	DOMINION RES INC VA NEW	270.000	11,297.88	42.720 12/31/2010	11,534.40
26188J-20-6	DREYFUS INST CASH MGT FD #288	17,869.140	17,869.14	1.000 12/31/2010	17,869.14
263534-10-9	DUPONT E I DE NEMOURS & CO	260.000	8,820.97	49.880 12/31/2010	12,968.80
369604-10-3	GENERAL ELECTRIC	600.000	20,776.59	18.290 12/31/2010	10,974.00
372460-10-5	GENUINE PARTS CO	320 000	15,332.22	51.340 12/31/2010	16,428.80
40414L-10-9	HCP INC	330.000	10,717 18	36.790 12/31/2010	12,140.70
404280-40-6	HSBC HLDGS PLC ADR NEW	230.000	10,036.46	51.040 12/31/2010	11,739.20
42217K-10-6	HEALTH CARE REIT INC	290.000	12,871.12	47.640 12/31/2010	13,815.60
423074-10-3	HEINZ H.J. CO	300.000	13,568.97	49.460 12/31/2010	14,838.00

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
458140-10-0	INTEL CORP	400 000	7,720.00	21.030 12/31/2010	8,412.00
478160-10-4	JOHNSON & JOHNSON INC	210.000	12,996.52	61.850 12/31/2010	12,988.50
494368-10-3	KIMBERLY CLARK CORP	220.000	15,723 73	63.040 12/31/2010	13,868.80
50075N-10-4	KRAFT FOODS INC CL A	490.000	15,436.81	31.510 12/31/2010	15,439 90
532457-10-8	LILLY ELI & CO	420.000	20,509.94	35.040 12/31/2010	14,716.80
594918-10-4	MICROSOFT CORP	320.000	6,736.30	27.910 12/31/2010	8,931.20
65339F-10-1	NEXTERA ENERGY INC	210.000	10,226.43	51.990 12/31/2010	10,917.90
654902-20-4	NOKIA CORP SPONSORED ADR	690.000	10,989.70	10.320 12/31/2010	7,120.80
71646E-10-0	PETROCHINA CO LTD ADR	70.000	9,935.69	131.490 12/31/2010	9,204.30
718172-10-9	PHILIP MORRIS INTL INC	210.000	9,480 93	58.530 12/31/2010	12,291.30
88579Y-10-1	3M CO	160.000	9,346 56	86.300 12/31/2010	13,808.00
89417E-10-9	TRAVELERS COMPANIES INC	150.000	5,893.31	55.710 12/31/2010	8,356.50
904784-70-9	UNILEVER NV NEW YORK SHS N	430.000	11,799.16	31.400 12/31/2010	13,502.00
92343V-10-4	VERIZON COMMUNICATIONS	420.000	14,927 82	35 780 12/31/2010	15,027.60
92857W-20-9	VODAFONE GROUP PLC NEW	510.000	14,641.69	26.440 12/31/2010	13,484.40

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
	TOTAL HOLDINGS		405,561.79		415,889.94
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		405,561.79		415,889.94

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
G24140-10-8	COOPER INDUSTRIES PLC	280.000	12,966.54	58.290 12/31/2010	16,321.20
G47791-10-1	INGERSOLL-RAND PUBLIC LIMITED CO	295.000	11,620.05	47.090 12/31/2010	13,891.55
G6359F-10-3	NABORS INDUSTRIES LTD	765.000	21,963.15	23.460 12/31/2010	17,946.90
G6852T-10-5	PARTNERRE LTD	65.000	4,613.69	80.350 12/31/2010	5,222.75
H27013-10-3	WEATHERFORD INTERNATIONAL LTD NEW	1,150.000	21,715.74	22.800 12/31/2010	26,220 00
H5833N-10-3	NOBLE CORPORATION	650.000	23,153.61	35.770 12/31/2010	23,250.50
H8817H-10-0	TRANSOCEAN LTD	375.000	35,956.62	69.510 12/31/2010	26,066.25
H89231-33-8	U B S AG NEW	157.000	9,061.19	16 470 12/31/2010	2,585.79
N22717-10-7	CORE LABORATORIES N V ORD	20.000	749.90	89.050 12/31/2010	1,781.00
054536-10-7	A X A ADR	110.000	4,464.90	16.702 12/31/2010	1,837.22
055262-50-5	B A S F SE SPONSORED ADR	190.000	9,052.55	80.506 12/31/2010	15,296.14
088606-10-8	B H P BILLITON LIMITED SPONSORED ADR	575.000	21,315.25	92.920 12/31/2010	53,429.00
110448-10-7	BRITISH AMERN TOB PLC SPONSORED ADR	195.000	12,982.20	77.700 12/31/2010	15,151.50
112585-10-4	BROOKFIELD ASSET MGMT INC CL A LTD VT SH	150.000	4,627.99	33.290 12/31/2010	4,993.50
136375-10-2	CANADIAN NATL RY CO	220.000	9,202.60	66.470 12/31/2010	14,623.40
136385-10-1	CANADIAN NAT RES LTD	200.000	4,703 00	44.420 12/31/2010	8,884.00
13645T-10-0	CANADIAN PAC RY LTD	300.000	18,473 27	64.810 12/31/2010	19,443.00

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
25243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	200.000	16,243.21	74.330 12/31/2010	14,866.00
26188J-20-6	DREYFUS INST CASH MGT FD #288	14,661.700	14,661.70	1.000 12/31/2010	14,661.70
293570-10-7	ENSIGN ENERGY SVGS INC	265.000	4,074.64	15.126 12/31/2010	4,008 39
31573A-10-9	FIBRIA CELULOSE S A SO ADR REP	47.000	2,134.02	16.000 12/31/2010	752 00
56501R-10-6	MANULIFE FINANCIAL CORPORATION	135 000	4,515 74	17 180 12/31/2010	2,319 30
641069-40-6	NESTLE S.A. SPONSORED ADR REG SH	575.000	22,677.07	58.738 12/31/2010	33,774.35
66987V-10-9	NOVARTIS ADR	155.000	9,200.80	58.950 12/31/2010	9,137.25
73755L-10-7	POTASH CORP SASK INC	195.000	8,909.55	154.830 12/31/2010	30,191.85
767204-10-0	RIO TINTO PLC SPON ADR	440.000	21,369.69	71.660 12/31/2010	31,530.40
806857-10-8	SCHLUMBERGER LIMITED	385.000	22,802.78	83.500 12/31/2010	32,147.50
867224-10-7	SUNCOR ENERGY INC NEW	390.000	14,157.00	38.290 12/31/2010	14,933.10
87425E-10-3	TALISMAN ENERGY INC	300.000	4,647 00	22.190 12/31/2010	6,657.00
878742-20-4	TECK RESOURCES LIMITED CL B	270.000	8,984.25	61.830 12/31/2010	16,694.10
88031M-10-9	TENARIS S A SPONSORED ADR	485.000	23,547.27	48.980 12/31/2010	23,755.30
895945-10-3	TRICAN WELL SVC LTD	50.000	790.65	20.269 12/31/2010	1,013.45
904784-70-9	UNILEVER NV NEW YORK SHS N	500.000	18,563.49	31.400 12/31/2010	15,700.00
91912E-10-5	VALE S A ADR	1,130.000	15,548.74	34.570 12/31/2010	39,064.10

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
984851-20-4	YARA INTL ASA SPONSORED ADR	40.000	862.00	58.064 12/31/2010	2,322 56
	TOTAL HOLDINGS		440,311.85		560,472.05
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		440,311 85		560,472.05

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
024835-10-0	AMERICAN CAMPUS CMNTYS INC	120.000	3,438.39	31.760 12/31/2010	3,811.20
030710-10-7	AMERON INTL INC	35.000	2,185.10	76.370 12/31/2010	2,672.95
03662Q-10-5	ANSYS INC	85.000	2,346.17	52.070 12/31/2010	4,425.95
091935-50-2	BLACKBOARD INC	70.000	2,644.71	41.300 12/31/2010	2,891.00
09227Q-10-0	BLACKBAUD INC	135.000	3,155.30	25.900 12/31/2010	3,496.50
12561W-10-5	CLECO CORP NEW	180.000	4,610.16	30.760 12/31/2010	5,536 80
139594-10-5	CAPELLA EDUCATION COMPANY	35.000	1,930.18	66.580 12/31/2010	2,330.30
179895-10-7	CLARCOR INC	75.000	2,534.99	42.890 12/31/2010	3,216.75
184692-10-1	CLEARBRIDGE ENERGY MLP FD IN	75.000	1,534.49	21.980 12/31/2010	1,648.50
192422-10-3	COGNEX CORP	165.000	3,313.83	29.420 12/31/2010	4,854.30
19247A-10-0	COHEN & STEERS INC	120.000	3,140.27	26.100 12/31/2010	3,132.00
192576-10-6	COHU INC	160.000	2,572.21	16.580 12/31/2010	2,652.80
20451N-10-1	COMPASS MINERALS INTL INC	40.000	2,547 52	89.270 12/31/2010	3,570.80
26188J-20-6	DREYFUS INST CASH MGT FD #288	9,973.180	9,973.18	1.000 12/31/2010	9,973.18
262037-10-4	DRIL-QUIP INC	75.000	2,136.32	77.720 12/31/2010	5,829.00
26433B-10-7	DUFF & PHELPS CORP NEW	100.000	1,912.29	16.860 12/31/2010	1,686.00
29426L-10-8	EPICOR SOFTWARE CORP	190.000	2,707.33	10.100 12/31/2010	1,919.00

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
37637Q-10-5	GLACIER BANCORP INC	145.000	2,229.00	15.110 12/31/2010	2,190.95
398905-10-9	GROUP 1 AUTOMOTIVE INC	75.000	3,089.25	41.760 12/31/2010	3,132.00
402635-30-4	GULFPORT ENERGY CORP	215.000	3,265.03	21.680 12/31/2010	4,661.20
40425J-10-1	HMS HLDGS CORP	105.000	1,624.63	64 770 12/31/2010	6,800.85
41043F-20-8	HANGER ORTHOPEDIC GROUP INC	120.000	2,605.20	21.190 12/31/2010	2,542.80
413160-10-2	HARMONIC INC COM	375.000	2,220 29	8.570 12/31/2010	3,213.75
421906-10-8	HEALTHCARE SVCS GRP INC	173.000	2,379.98	16.270 12/31/2010	2,814.71
422347-10-4	HEARTLAND EXPRESS INC	200.000	3,371 50	16.020 12/31/2010	3,204.00
428567-10-1	HIBBETT SPORTS INC	120.000	3,950.81	36.900 12/31/2010	4,428.00
43365Y-10-4	HITTITE MICROWAVE CORP	105.000	3,708.71	61.040 12/31/2010	6,409.20
44930G-10-7	ICU MED INC	95.000	3,326.29	36.500 12/31/2010	3,467.50
450828-10-8	IBERIABANK CORP	55.000	3,160.30	59.130 12/31/2010	3,252.15
486606-10-6	KAYNE ANDERSON MLP INVSMNT C	80.000	2,479.81	31.470 12/31/2010	2,517.60
51476K-10-3	LANDAUER INC	40.000	2,104.40	59.970 12/31/2010	2,398 80
53217R-20-7	LIFE TIME FITNESS INC	60.000	1,937.31	40.990 12/31/2010	2,459.40
550021-10-9	LULULEMON ATHLETICA INC	85.000	1,228.27	68.420 12/31/2010	5,815.70
577128-10-1	MATTHEWS INTL CORP CL A	65.000	2,603.25	34.980 12/31/2010	2,273.70

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
589584-10-1	MERIDIAN BIOSCIENCE INC	160.000	2,770.60	23.160 12/31/2010	3,705.60
59522J-10-3	MID-AMER APT CMNTYS INC	80.000	3,557.74	63.490 12/31/2010	5,079.20
596278-10-1	MIDDLEBY CORP	70 000	2,808.29	84.420 12/31/2010	5,909.40
610236-10-1	MONRO MUFFLER BRAKE INC	90.000	1,391.85	34.590 12/31/2010	3,113 10
63633D-10-4	NATIONAL HEALTH INVESTORS INC	45.000	1,952.28	45.020 12/31/2010	2,025.90
655663-10-2	NORDSON CORP	45.000	1,388 89	91.880 12/31/2010	4,134.60
705560-10-0	PEETS COFFEE & TEA INC	40.000	1,380 68	41.740 12/31/2010	1,669.60
73640Q-10-5	PORTFOLIO RECOVERY ASSOCS IN COM	45.000	2,196.45	75.200 12/31/2010	3,384.00
739276-10-3	POWER INTEGRATIONS INC	90.000	2,570.89	40.160 12/31/2010	3,614.40
74267C-10-6	PROASSURANCE CORP	60.000	2,984 40	60.600 12/31/2010	3,636.00
742962-10-3	PRIVATEBANCORP INC	105.000	2,667 41	14.380 12/31/2010	1,509.90
74346Y-10-3	PROS HOLDINGS INC	150 000	1,447.78	11.390 12/31/2010	1,708.50
767744-10-5	RITCHIE BROS AUCTIONEERS	110.000	2,059.20	23.050 12/31/2010	2,535.50
768573-10-7	RIVERBED TECHNOLOGY INC	100.000	726.52	35.170 12/31/2010	3,517.00
775043-10-2	ROFIN SINAR TECHNOLOGIES INC	115.000	4,378.73	35.440 12/31/2010	4,075.60
781258-10-8	RUDDICK CORP	85.000	3,029 99	36.840 12/31/2010	3,131.40
783764-10-3	RYLAND GROUP INC	95.000	1,176.59	17.030 12/31/2010	1,617.85

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
78486Q-10-1	SVB FINANCIAL GROUP	70.000	3,254.23	53.050 12/31/2010	3,713.50
806882-10-6	SCHNITZER STL INDS	80.000	3,883.45	66.390 12/31/2010	5,311.20
82669G-10-4	SIGNATURE BK NEW YORK N Y	100.000	3,093.90	50.060 12/31/2010	5,006 00
827048-10-9	SILGAN HOLDINGS INC	130.000	3,542.61	35.810 12/31/2010	4,655 30
83421A-10-4	SOLERA HOLDINGS INC	70.000	1,687.93	51.320 12/31/2010	3,592.40
83616T-10-8	SOURCEFIRE INC	140.000	2,680.08	25.930 12/31/2010	3,630.20
860630-10-2	STIFEL FINL CORP	65.000	3,181.69	62.040 12/31/2010	4,032.60
88157K-10-1	TESCO CORP	195.000	2,022.00	15.880 12/31/2010	3,096.60
882681-10-9	TEXAS ROADHOUSE INC	155.000	2,023 95	17.170 12/31/2010	2,661.35
891092-10-8	TORO CO	65.000	3,193.84	61.640 12/31/2010	4,006.60
89147L-10-0	TORTOISE ENERGY INFRASTRUCTURE C	65.000	2,238.97	38.250 12/31/2010	2,486.25
892356-10-6	TRACTOR SUPPLY CO	110.000	2,785.20	48.490 12/31/2010	5,333.90
899896-10-4	TUPPERWARE CORP	105.000	2,370.90	47.670 12/31/2010	5,005.35
902104-10-8	II VI INC	100.000	2,766.98	46.360 12/31/2010	4,636.00
904214-10-3	UMPQUA HLDGS CORP	200.000	4,260.36	12.180 12/31/2010	2,436.00
91307C-10-2	UNITED THERAPEUTICS CORP DEL	70.000	3,492.90	63.220 12/31/2010	4,425.40
913543-10-4	UNIVERSAL FST PRODS INC	100.000	4,601.80	38.900 12/31/2010	3,890.00

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
91732J-10-2	US ECOLOGY INC	105.000	2,299.12	17.380 12/31/2010	1,824.90
929236-10-7	WD-40 CO	55.000	1,812.25	40.280 12/31/2010	2,215.40
930059-10-0	WADDELL & REED FINL INC CL A	75.000	2,035.48	35.290 12/31/2010	2,646.75
955306-10-5	WEST PHARMACEUTICAL SVSC INC	90.000	3,397.03	41.200 12/31/2010	3,708.00
	TOTAL HOLDINGS		197,079.43		257,910.59
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		197,079.43		257,910.59

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
N22717-10-7	CORE LABORATORIES N V ORD	54.000	2,175.12	89.050 12/31/2010	4,808.70
01741R-10-2	ALLEGHENY TECHNOLOGIES INC	75.000	3,354.57	55.180 12/31/2010	4,138 50
03662Q-10-5	ANSYS INC	92.000	4,806.24	52.070 12/31/2010	4,790.44
042068-10-6	ARM HLDGS PLC SPONSORED ADR	315.000	3,748.09	20.750 12/31/2010	6,536.25
04743P-10-8	ATHEROS COMMUNICATIONS INC	146.000	4,086.44	35.920 12/31/2010	5,244 32
053807-10-3	AVNET INC	125.000	3,393.23	33.030 12/31/2010	4,128.75
13645T-10-0	CANADIAN PAC RY LTD	80.000	4,243.20	64.810 12/31/2010	5,184.80
171340-10-2	CHURCH & DWIGHT INC	55.000	2,734.98	69.020 12/31/2010	3,796.10
177376-10-0	CITRIX SYS INC	90.000	2,875.22	68.410 12/31/2010	6,156.90
189754-10-4	COACH INC	95.000	3,149.88	55.310 12/31/2010	5,254.45
237194-10-5	DARDEN RESTAURANTS INC	70.000	2,632.84	46.440 12/31/2010	3,250.80
257651-10-9	DONALDSON INC	80.000	3,538 72	58.280 12/31/2010	4,662.40
26188J-20-6	DREYFUS INST CASH MGT FD #288	5,524.820	5,524.82	1 000 12/31/2010	5,524.82
30249U-10-1	FMC TECHNOLOGIES INC	59.000	2,118.98	88.910 12/31/2010	5,245.69
302491-30-3	F M C CORP NEW	56.000	4,315.92	79.890 12/31/2010	4,473 84
34354P-10-5	FLOWSERVE CORP	35.000	3,051.81	119.220 12/31/2010	4,172.70
371901-10-9	GENTEX CORP	170.000	3,903.67	29.560 12/31/2010	5,025.20

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
384802-10-4	GRAINGER W W INC	36.000	3,416.36	138.110 12/31/2010	4,971.96
40425J-10-1	HMS HLDGS CORP	65.000	3,654.24	64.770 12/31/2010	4,210.05
43365Y-10-4	HITTITE MICROWAVE CORP	80.000	3,097 96	61.040 12/31/2010	4,883.20
45168D-10-4	IDEXX LABS INC	84.000	4,509 18	69 220 12/31/2010	5,814.48
45666Q-10-2	INFORMATICA CORP	131.000	1,705.06	44.030 12/31/2010	5,767.93
45865V-10-0	INTERCONTINENTALEXCHANGE INC	35.000	3,927.04	119.150 12/31/2010	4,170.25
46120E-60-2	INTUITIVE SURGICAL INC NEW	14.000	4,035.14	257.750 12/31/2010	3,608 50
48203R-10-4	JUNIPER NETWORKS INC	155.000	2,781 60	36.920 12/31/2010	5,722.60
489170-10-0	KENNAMETAL INC	125.000	4,784.84	39.460 12/31/2010	4,932.50
594901-10-0	MICROS SYS INC	110.000	3,924 50	43.860 12/31/2010	4,824.60
628530-10-7	MYLAN LABORATORS INC	180.000	3,257.66	21.130 12/31/2010	3,803.40
655044-10-5	NOBLE ENERGY INC	42.000	2,060.52	86.080 12/31/2010	3,615.36
655663-10-2	NORDSON CORP	50.000	3,780.71	91.880 12/31/2010	4,594.00
686091-10-9	O REILLY AUTOMOTIVE INC	90.000	3,414 43	60 420 12/31/2010	5,437.80
69840W-10-8	PANERA BREAD CO CL A	45.000	3,219 70	101 210 12/31/2010	4,554.45
714290-10-3	PERRIGO CO	75.000	2,453.92	63.330 12/31/2010	4,749.75
74144T-10-8	PRICE T ROWE GROUP INC	65.000	2,841.49	64.540 12/31/2010	4,195 10

31-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
747582-10-4	QUALITY SYS INC	50.000	1,810.50	69.820 12/31/2010	3,491.00
778296-10-3	ROSS STORES INC	65.000	3,667.83	63.250 12/31/2010	4,111.25
811065-10-1	SCRIPPS NETWORKS INTERACTIVE INC CLASS A	85.000	3,952.81	51.750 12/31/2010	4,398.75
82669G-10-4	SIGNATURE BK NEW YORK N Y	87.000	3,139.51	50.060 12/31/2010	4,355.22
860630-10-2	STIFEL FINL CORP	65.000	3,569.68	62.040 12/31/2010	4,032.60
911163-10-3	UNITED NATURAL FOODS	110.000	3,637.24	36.680 12/31/2010	4,034.80
918204-10-8	V F CORP	40.000	3,200.10	86.180 12/31/2010	3,447.20
	TOTAL HOLDINGS		139,495 75		190,121.41
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		139,495.75		190,121.41

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
G1151C-10-1	ACCENTURE PLC IRELAND CLASS A	301.000	11,133.42	48.490 12/31/2010	14,595.49
037833-10-0	APPLE INC	58.000	7,547.25	322.560 12/31/2010	18,708.48
075887-10-9	BECTON DICKINSON & CO	165.000	11,584.59	84.520 12/31/2010	13,945.80
111320-10-7	BROADCOM CORP	413.000	14,702.40	43.550 12/31/2010	17,986.15
12572Q-10-5	CME GROUP INC	50.000	15,547.91	321.750 12/31/2010	16,087.50
136375-10-2	CANADIAN NATL RY CO	305.000	12,978.17	66.470 12/31/2010	20,273.35
151020-10-4	CELGENE CORP	275 000	15,231 86	59.140 12/31/2010	16,263.50
177376-10-0	CITRIX SYS INC	208.000	13,502.99	68.410 12/31/2010	14,229.28
191216-10-0	COCA COLA CO	244.000	14,088.23	65.770 12/31/2010	16,047.88
194162-10-3	COLGATE PALMOLIVE CO	205.000	13,417.67	80.370 12/31/2010	16,475.85
22160K-10-5	COSTCO WHSL CORP NEW	215.000	11,299.22	72.210 12/31/2010	15,525.15
244199-10-5	DEERE & CO	255.000	15,051 76	83.050 12/31/2010	21,177.75
25179M-10-3	DEVON ENERGY CORPORATION NEW	218.000	14,438.11	78.510 12/31/2010	17,115.18
254687-10-6	DISNEY (WALT) COMPANY HOLDING CO	440.000	14,769.64	37.510 12/31/2010	16,504.40
26138E-10-9	DR PEPPER SNAPPLE GROUP INC	465.000	15,612.77	35.160 12/31/2010	16,349 40
26188J-20-6	DREYFUS INST CASH MGT FD #288	11,065.930	11,065.93	1.000 12/31/2010	11,065.93
268648-10-2	E M C CORP	675.000	11,228.83	22.900 12/31/2010	15,457.50

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
30231G-10-2	EXXON MOBIL CORP	243.000	14,212.73	73.120 12/31/2010	17,768.16
311900-10-4	FASTENAL CO	260.000	14,039 29	59.910 12/31/2010	15,576.60
35671D-85-7	FREEPORT-MCMORAN COPPER & GOLD INC.	133.000	8,674.92	120.090 12/31/2010	15,971.97
428236-10-3	HEWLETT PACKARD CO	390.000	18,193.48	42.100 12/31/2010	16,419.00
459200-10-1	INTERNATIONAL BUSINESS MACHINES	112.000	11,312.87	146.760 12/31/2010	16,437.12
46120E-60-2	INTUITIVE SURGICAL INC NEW	48.000	13,130.31	257.750 12/31/2010	12,372.00
461202-10-3	INTUIT INC	415.000	14,923 40	49.300 12/31/2010	20,459.50
46625H-10-0	JPMORGAN CHASE & CO	362.000	13,599 86	42.420 12/31/2010	15,356.04
478366-10-7	JOHNSON CONTROLS	470.000	16,083.38	38.200 12/31/2010	17,954.00
48203R-10-4	JUNIPER NETWORKS INC	530.000	12,855 08	36.920 12/31/2010	19,567 60
50075N-10-4	KRAFT FOODS INC CL A	505.000	16,543.80	31.510 12/31/2010	15,912.55
580135-10-1	MCDONALDS CORP	155.000	6,711.34	76.760 12/31/2010	11,897.80
674599-10-5	OCCIDENTAL PETROLEUM CORP	187.000	15,146.15	98.100 12/31/2010	18,344.70
681919-10-6	OMNICOM GROUP	371.000	15,791.42	45.800 12/31/2010	16,991.80
74005P-10-4	PRAXAIR INC	210.000	12,410 79	95.470 12/31/2010	20,048.70
74144T-10-8	PRICE T ROWE GROUP INC	275.000	17,092.98	64.540 12/31/2010	17,748.50
747525-10-3	QUALCOMM INC	365.000	16,877 83	49 490 12/31/2010	18,063.85

31-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP

AS OF DATE: 12/31/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
806857-10-8	SCHLUMBERGER LIMITED	210.000	12,676.60	83.500 12/31/2010	17,535.00
832696-40-5	SMUCKER J M CO	255.000	15,205.63	65.650 12/31/2010	16,740.75
855244-10-9	STARBUCKS CORP	510.000	14,386.13	32.130 12/31/2010	16,386.30
872540-10-9	T J X COS INC NEW	325.000	14,083.79	44.390 12/31/2010	14,426.75
88579Y-10-1	3M CO	175.000	14,442.25	86.300 12/31/2010	15,102.50
911312-10-6	UNITED PARCEL SVC INC CL B	225.000	14,469.52	72.580 12/31/2010	16,330.50
913017-10-9	UNITED TECHNOLOGIES CORP	208.000	12,987.89	78.720 12/31/2010	16,373.76
	TOTAL HOLDINGS		559,052.19		677,594.04
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		559,052.19		677,594.04