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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: PROCTOR M FBO RESIDENTS MASTER 31V120007

A Employer identification number: 03-6020099

Number and street (or P O box number if mail is not delivered to street address): 850 MAIN STREET, RC 13-505

Room/suite

B Telephone number (see instructions): (802) 660-2153

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

C If exemption application is pending, check here ▶ ☐

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

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) ▶ $ 3,643,251.

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 ▶ ☐

POSTMARK DATE APR 18 2012

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	107,416.	107,416.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	77,161.			
	b Gross sales price for all assets on line 6a 708,482.				
	7 Capital gain net income (from Part IV, line 2)		77,161.		
	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	184,577.	184,577.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,672.	39,305.		4,367.
	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 instructions) STMT 9	3,533.	1,294.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 10	184.	184.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	48,289.	40,783.	NONE	4,367.
	25 Contributions, gifts, grants paid	172,297.			172,297.
	26 Total expenses and disbursements Add lines 24 and 25	220,586.	40,783.	NONE	176,664.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-36,009.			
	b Net investment income (if negative, enter -0-)		143,794.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	85,325.	109,225.	109,225.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach 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	1,111,073.	957,399.	1,073,382.
	b Investments - corporate stock (attach schedule) STMT 12	1,790,010.	1,796,164.	2,081,371.
	c Investments - corporate bonds (attach schedule) STMT 13	279,687.	374,785.	379,273.
	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)	3,266,095.	3,237,573.	3,643,251.
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	3,266,095.	3,237,573.	
	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 instructions)	3,266,095.	3,237,573.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,266,095.	3,237,573.	

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	3,266,095.
2 Enter amount from Part I, line 27a	2	-36,009.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	7,487.
4 Add lines 1, 2, and 3	4	3,237,573.
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	3,237,573.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
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	707,232.		631,321.	75,911.
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				75,911.
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 77,161.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2010	149,480.	3,438,029.	0.04347839998
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

2	Total of line 1, column (d)	2	0.25330322569
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	0.05066064514
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,653,761.
5	Multiply line 4 by line 3	5	185,102.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,438.
7	Add lines 5 and 6	7	186,540.
8	Enter qualifying distributions from Part XII, line 4	8	176,664.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,876.
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	2,876.
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	2,876.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,508.		
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	1,508.
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	1,368.
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 2012 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 instructions) ▶ VT			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011.)*	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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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** No: 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 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 15		43,672.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		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 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 UNION CHURCH OF PROCTOR - UPKEEP OF PROPERTY	10,390.
2 PROCTOR VOLUNTEER FIRE DEPARTMENT - GENERAL SUPPORT	73,962.
3 PROCTOR SCHOOL - TO SUPPORT THE MAINTENANCE OF SCHOOL PROPERTY	44,359.
4 PROCTOR FREE LIBRARY - SUPPORT LIBRARY EVENTS	3,830.

Part IX-B **Summary of Program-Related Investments** (see 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 instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,625,770.
b	Average of monthly cash balances	1b	83,632.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,709,402.
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	3,709,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,641.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,653,761.
6	**Minimum investment return.** Enter 5% of line 5	6	182,688.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	182,688.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,876.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,876.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	179,812.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	179,812.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	179,812.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	176,664.
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	176,664.
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 instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,664.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				179,812.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years: 20 09 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 ...... 881.				
b	From 2007 ...... 1,449.				
c	From 2008 ...... 24,109.				
d	From 2009 ...... 9,946.				
e	From 2010 ...... NONE				
f	Total of lines 3a through e	36,385.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 176,664.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				176,664.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,148.			3,148.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	33,237.			
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 instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	33,237.			
10	Analysis of line 9:				
a	Excess from 2007 ... NONE				
b	Excess from 2008 ... 23,291.				
c	Excess from 2009 ... 9,946.				
d	Excess from 2010 ... NONE				
e	Excess from 2011 ... NONE				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 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 16

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 18				
Total . . . . ▶ 3a				172,297.
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 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	107,416.	
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	77,161.	
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)				184,577.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 184,577.

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 03/20/2012 Title:

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS	[signature]	03/20/2012		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 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,078.	1,078.
AT&T CORPORATION 4.950% 01/15/2013	1,238.	1,238.
ABBOTT LABS	90.	90.
ADTRAN INC COM	31.	31.
ALLEGHENY TECHNOLOGIES INC	27.	27.
ALTRIA GROUP INC	1,140.	1,140.
AMERICAN CAMPUS CMNTYS INC	75.	75.
AMERICAN TOWER CORP	92.	92.
AMERON INTERNATIONAL INC	39.	39.
APTARGROUP INC	23.	23.
ARM HLDGS PLC SPONSORED ADR	16.	16.
ASTRAZENECA PLC SPONSORED ADR	946.	946.
AXA ADR	112.	112.
BASF AG SPONSORED ADR	597.	597.
BCE INC NEW	215.	215.
BECTON DICKINSON & CO.	277.	277.
BHP BILLITON LIMITED SPONSORED ADR	1,081.	1,081.
BLACKBAUD INC	65.	65.
BOEING CO	252.	252.
BOTTLING GROUP LLC DTD 06/10/03 4.125% 0	1,031.	1,031.
BRISTOL MYERS SQUIBB CO	907.	907.
BRITISH AMERICAN TOBACCO	751.	751.
BROOKFIELD ASSET MGMT INC CL A LTD VT SH	78.	78.
BUCKLE INC	299.	299.
CLECO CORP NEW COM	192.	192.
CME GROUP INC	210.	210.
CAMDEN PPTY TR SH BEN INT	19.	19.
CAMPBELL SOUP CO 3.050% 7/15/2017	1,377.	1,377.
CANADIAN NATL RY CO	737.	737.
CANADIAN NAT RES LTD	69.	69.
CANADIAN PAC RY LTD	394.	394.
CAPITAL ONE FINL CORP	41.	41.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CENTURYTEL INC	243.	243.
CHEVRONTEXACO CORP	557.	557.
CHURCH & DWIGHT INC	75.	75.
CINCINNATI FINANCIAL CORP	63.	63.
CISCO SYSTEMS INC	127.	127.
CLARCOR INC	43.	43.
COACH INC COM	71.	71.
COCA COLA CO	502.	502.
COGNEX	40.	40.
COHEN & STEERS INC	135.	135.
COHU INC	38.	38.
COLGATE PALMOLIVE CO	465.	465.
COMPASS MINERALS INTL INC	65.	65.
CONOCOPHILLIPS COM	684.	684.
CONSOLIDATED EDISON INC	89.	89.
DARDENE RESTAURANTS INC COM	22.	22.
DEERE & CO.	302.	302.
DEVON ENERGY CORPORATION NEW	146.	146.
DIAGEO PLC ADR SPONSORED NEW	990.	990.
DISNEY WALT CO	176.	176.
DOMINION RES INC VA NEW	680.	680.
DONALDSON INC	46.	46.
DR PEPPER SNAPPLE GROUP INC	116.	116.
DREYFUS INST CASH MGT FD #288	67.	67.
DUPONT E I DE NEMOURS & CO	773.	773.
DUFF & PHELPS CORP NEW	16.	16.
DUKE ENERGY HLDG CORP	196.	196.
ENERGEN CORP COM	23.	23.
ENSIGN ENERGY SVGS INC	101.	101.
EXXON MOBIL CORP	373.	373.
F M C CORP NEW	32.	32.
FASTENAL CO COM	338.	338.
FED FARM CREDIT BANK 3.050% 12/06/19	1,525.	1,525.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL FARM CREDIT BANK 3.875% 01/12/21	703.	703.
FEDERAL FARM CREDIT BANK DTD 12/22/04 4.	4,500.	4,500.
FEDERAL FARM CREDIT BANK DTD 7/28/05 4.3	1,094.	1,094.
FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2	5,200.	5,200.
FEDERAL HOME LOAN BANKS DTD 7/21/10 3.37	1,688.	1,688.
FEDERAL HOME LOAN BKS DTD 11/15/01 4.875	2,170.	2,170.
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 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 5.000% 12/09/2016	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	2,125.	2,125.
FIBRIA CELULOSE S A SO ADR REP	17.	17.
FINNING INTL INC COM NEW	20.	20.
FLOWSERVE CORP	10.	10.
FREEPORT MCMORAN COPPER & GOLD	333.	333.
GARDNER DENVER INC	14.	14.
GENERAL ELECTRIC	348.	348.
GENERAL ELECTRIC CC 1.875% 9/16/2013	563.	563.
GENTEX CORP COM	80.	80.
GENUINE PARTS CO	487.	487.
GLACIER BANCORP INC	75.	75.
GLAXO PLC SPONSORED ADR	243.	243.
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.
GOODRICH B.F. CO	66.	66.
W W GRAINGER INC	91.	91.
GROUP 1 AUTOMOTIVE INC	45.	45.
HCP INC	332.	332.
HSBC HLDGS PLC ADR NEW	437.	437.
HEALTHCARE SVCS GRP INC	109.	109.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEALTH CARE REI INC	346.	346.
HEARTLAND EXPRESS INC	19.	19.
HEINZ H.J. CO	731.	731.
HORMEL FOODS CORP COM	45.	45.
HOSPITALITY PROPERTIES TRUST	37.	37.
IBERIABANK CORP	87.	87.
INTEL CORP	313.	313.
INTERNATIONAL BUSINESS MACHINES	299.	299.
J P MORGAN CHASE & CO	199.	199.
JOHNSON & JOHNSON INC	596.	596.
JOHNSON CONTROLS	301.	301.
KAYNE ANDERSON MLP INVSMNT C	100.	100.
KENNAMETAL INC	45.	45.
KIMBERLY CLARK CORP	806.	806.
KRAFT FOODS INC CL A	1,115.	1,115.
LANDAUER INC	85.	85.
LILLY ELI & CO	1,012.	1,012.
LORILLARD INC	68.	68.
MANULIFE FINANCIAL CORPORATION	70.	70.
MARKETAXESS HLDGS INC	35.	35.
MATTHEWS INTL CORP CL A	21.	21.
MCDONALDS CORP	475.	475.
MEAD JOHNSON NUTRITION CO	53.	53.
MERIDIAN BIOSCIENCE INC	91.	91.
MICROSOFT CORP	281.	281.
MICROSOFT CORP 2.950% 6/01/2014	1,192.	1,192.
MID-AMERICA APARTMENT CMNTYS	145.	145.
MONRO MUFFLER BRAKE INC	32.	32.
NATIONAL GRID PLC SPON ADR NEW	124.	124.
NATIONAL HEALTH INVESTORS INC	138.	138.
NATIONAL OILWELL VARCO INC	108.	108.
NATIONWIDE HEALTH PPTYS INC	6.	6.
NESTLE S.A. SPONSORED ADR REG SH	1,197.	1,197.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEW YORK CMNTY BANCORP INC	109.	109.
NEXTERA ENERGY INC	462.	462.
NOKIA CORP SPONSORED ADR	394.	394.
NORDSON CORP	81.	81.
NOVARTIS ADR	366.	366.
OCCIDENTAL PETROLEUM CORP	329.	329.
OMNICON GROUP	260.	260.
PPL CORP	71.	71.
PERRIGO CO	22.	22.
PETROCHINA CO LTD ADR	375.	375.
PHILIP MORRIS INTL INC	708.	708.
POTASH CORP SASKATCHEWAN INC	142.	142.
POWER INTEGRATIONS INC	18.	18.
PRAXAIR INC	342.	342.
PRICE T ROWE GROUP INC COM	422.	422.
PROASSURANCE CORP	15.	15.
PROCTOR & GAMBLE CO	70.	70.
PRIVATEBANCORP INC	4.	4.
PROGRESS ENERGY INC	146.	146.
QUALCOMM INC	256.	256.
QUALITY SYSTEMS INC	15.	15.
REYNOLDS AMERICAN INC	200.	200.
RIO TINTO PLC SPON ADR	514.	514.
RITCHIE BROS AUCTIONEERS	35.	35.
ROSS STORES INC	57.	57.
ROYAL DUTCH SHELL PLC SPON ADR B	702.	702.
RUDDICK CORP	55.	55.
RYLAND GROUP INC	11.	11.
ST. JUDE MED INC.	133.	133.
SCANA CORP NEW	42.	42.
SCHLUMBERGER LTD	571.	571.
SCHNITZER STL INDS	5.	5.
SCRIPPS NETWORKS INTERACTIVE INC CLASS A	23.	23.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SENIOR HSG PPTYS TR	23.	23.
SIGMA ALDRICH CORP	26.	26.
SILGAN HOLDINGS INC	56.	56.
SMUCKER J M CO	469.	469.
SOLERA HOLDINGS INC	22.	22.
SOUTHERN CO	228.	228.
STARBUCKS CORP	286.	286.
SUNCOR ENERGY INC NEW	166.	166.
TJX COS INC NEW	234.	234.
TALISMAN ENERGY INC	119.	119.
TECK RESOURCES LIMITED CL B	164.	164.
TELEFONICA DE ESPANA S.A.	263.	263.
TENARIS S A SPONSORED ADR	330.	330.
TENNESSEE VALLEY AUTH DTD 01/18/01 05.62	2,813.	2,813.
TEXAS ROADHOUSE INC	63.	63.
3M CO	624.	624.
TORO CO	49.	49.
TORTOISE ENERGY INFRASTRUCTURE C	126.	126.
TOTAL FINA SA ADR	121.	121.
TRACTOR SUPPLY CO	36.	36.
TRAVELERS COMPANIES INC	239.	239.
TRICAN WELL SVC LTD	5.	5.
TUPPERWARE CORP	114.	114.
UMPQUA HLDGS CORP	44.	44.
UNILEVER PLC ADR SPON NEW	104.	104.
UNILEVER NV NEW	1,144.	1,144.
UNITED PARCEL SERVICE	468.	468.
UNITED TECHNOLOGIES CORP	388.	388.
UNIVERSAL FST PRODS INC	28.	28.
US ECOLOGY INC	73.	73.
V F CORP	104.	104.
VALE S A ADR	1,986.	1,986.
VERIZON COMMUNICATIONS	1,054.	1,054.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VODAFONE GROUP PLC NEW	980.	980.
W-D 40 CO.	59.	59.
WADDELL & REED FINANCIAL CL A	21.	21.
WALGREEN CO	86.	86.
WEST PHARMACEUTICAL SVSC INC	59.	59.
WINDSTREAM CORP	106.	106.
YARA INTL ASA SPONSORED ADR	40.	40.
ACCENTURE PLC IRELAND CLASS A	339.	339.
COOPER INDUSTRIES PLC	311.	311.
PARTNERRE LTD	153.	153.
NOBLE CORPORATION	198.	198.
TRANSOCEAN LTD	889.	889.
CORE LABORATORIES N V ORD	74.	74.
TOTAL	107,416.	107,416.

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	1,294.	1,294.
FEDERAL TAX PAYMENT - PRIOR YE	731.	
FEDERAL ESTIMATES - PRINCIPAL	1,508.	
TOTALS	3,533.	1,294.

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	32.	32.
OTHER NON-ALLOCABLE EXPENSE -	97.	97.
TOTALS	184.	184.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. OBLIGATIONS	906,898.	1,019,288.
STATE OBLIGATIONS	50,501.	54,094.
TOTALS	957,399.	1,073,382.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCK	1,796,164.	2,081,371.
TOTALS	1,796,164.	2,081,371.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
BONDS		374,785.	379,273.
	TOTALS	374,785.	379,273.

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

DESCRIPTION		AMOUNT
POSTING ADJUSTMENT		7,487.
	TOTAL	7,487.

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 .... 43,672.

TOTAL COMPENSATION: 43,672.

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 .... 3,830.

RECIPIENT NAME:
PROCTOR SCHOOL DISTRICT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 44,359.

RECIPIENT NAME:
PROCTOR VOLUNTEER FIRE DEPT
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 73,962.

RECIPIENT NAME:
ST DOMINIC'S CEMETERY ASS
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 11,890.

RECIPIENT NAME:
TOWN OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 27,866.

RECIPIENT NAME:
UNION CHURCH OF PROCTOR
RELATIONSHIP:
NO RELATIONSHIP
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,390.

TOTAL GRANTS PAID: 172,297.

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

2011

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	19,300.
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 2010 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	19,300.

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					1,172.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	56,611.
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	78.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 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	57,861.

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

Schedule D (Form 1041) 2011

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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			19,300.
14	Net long-term gain or (loss):				
a	Total for year	14a			57,861.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			78.
c	28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			77,161.

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*** *in 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* ***Schedule D Tax Worksheet*** *in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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

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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

2011

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 60. SOURCEFIRE INC	07/29/2010	01/07/2011	1,429.00	1,154.00	275.00
465. DR PEPPER SNAPPLE GRO	03/09/2010	01/11/2011	16,387.00	15,613.00	774.00
146. ATHEROS COMMUNICATION	09/24/2010	01/13/2011	6,526.00	4,086.00	2,440.00
73. DEERE & CO.	03/19/2010	02/18/2011	6,926.00	4,309.00	2,617.00
54. EXXON MOBIL CORP	07/09/2010	03/14/2011	4,416.00	3,158.00	1,258.00
88. INTUIT INC	05/28/2010	03/14/2011	4,309.00	3,164.00	1,145.00
10. CLEARBRIDGE ENERGY MLP	07/02/2010	03/18/2011	219.00	205.00	14.00
10. GULFPORT ENERGY CORP	12/15/2010	03/18/2011	314.00	207.00	107.00
122. ARM HLDGS PLC SPONSOR	06/09/2010	03/29/2011	3,278.00	1,452.00	1,826.00
5. CAPELLA EDUCATION COMPA	06/16/2010	03/30/2011	251.00	431.00	-180.00
.5 STIFEL FINL CORP	09/17/2010	04/11/2011	24.00	16.00	8.00
45. GULFPORT ENERGY CORP	12/15/2010	04/19/2011	1,395.00	800.00	595.00
413. BROADCOM CORP	09/30/2010	04/28/2011	14,324.00	14,702.00	-378.00
193. ARM HLDGS PLC SPONSOR	06/09/2010	05/04/2011	5,474.00	2,296.00	3,178.00
5. INTUITIVE SURGICAL INC	09/29/2010	05/04/2011	1,731.00	1,436.00	295.00
48. SENIOR HSG PPTYS TR	08/09/2010	06/09/2011	1,119.00	1,126.00	-7.00
193. NETSCOUT SYSTEMS INC	01/13/2011	06/10/2011	3,745.00	4,837.00	-1,092.00
208. CITRIX SYSTEMS INC	09/13/2010	06/20/2011	15,514.00	13,503.00	2,011.00
362. J P MORGAN CHASE & CO	08/16/2010	08/12/2011	13,116.00	13,600.00	-484.00
125. KENNAMETAL INC	12/10/2010	08/18/2011	3,970.00	4,785.00	-815.00
87. COHERENT INC COM	03/18/2011	08/29/2011	3,733.00	4,611.00	-878.00
5. CAVIUM INC	02/11/2011	08/30/2011	163.00	218.00	-55.00
5. FEI CO	06/06/2011	08/30/2011	165.00	203.00	-38.00
5. GULFPORT ENERGY CORP	10/05/2010	08/30/2011	138.00	71.00	67.00

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

2011

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	60. ULTA SALON COSMETICS & INC	01/13/2011	09/15/2011	4,189.00	2,227.00	1,962.00
	371. OMNICON GROUP	10/20/2010	09/19/2011	14,237.00	15,791.00	-1,554.00
	54. GOODRICH B.F. CO	06/22/2011	09/29/2011	6,541.00	5,026.00	1,515.00
	15. BLACKBOARD INC	10/11/2010	10/05/2011	675.00	585.00	90.00
	65. PRIVATEBANCORP INC	05/02/2011	10/20/2011	570.00	1,026.00	-456.00
	1. ASTRAZENECA PLC SPONSOR	05/11/2011	10/25/2011	48.00	52.00	-4.00
	1. NATIONAL GRID PLC SPON	05/11/2011	10/25/2011	51.00	52.00	-1.00
	1. PPL CORP	06/03/2011	10/25/2011	29.00	28.00	1.00
	42. GOODRICH B.F. CO	08/01/2011	11/14/2011	5,158.00	3,918.00	1,240.00
	130. GOODRICH B.F. CO	08/01/2011	11/29/2011	15,950.00	12,126.00	3,824.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 19,300.00

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 18. COCA COLA CO	01/07/2009	01/04/2011	1,156.00	808.00	348.00
30. MCDONALDS CORP	10/07/2009	01/04/2011	2,240.00	1,718.00	522.00
70. DARDENE RESTAURANTS IN	05/06/2009	01/13/2011	3,221.00	2,633.00	588.00
155. JUNIPER NETWORKS INC	04/14/2009	01/13/2011	5,962.00	2,782.00	3,180.00
100000. TENNESSEE VALLEY A 01/18/01 05.625% 01/18/11	03/23/2006	01/18/2011	100,000.00	102,315.00	-2,315.00
35. FLOWSERVE CORP	08/27/2009	01/27/2011	4,294.00	3,052.00	1,242.00
42. NOBLE ENERGY INC	12/29/2006	01/27/2011	3,597.00	2,061.00	1,536.00
215. COSTCO WHSL CORP NEW	10/10/2008	01/28/2011	15,648.00	11,299.00	4,349.00
50. COGNEX	04/08/2008	02/09/2011	1,717.00	1,152.00	565.00
20. LULULEMON ATHLETICA IN	07/16/2009	02/09/2011	1,633.00	289.00	1,344.00
275. CELGENE CORP	11/25/2009	02/11/2011	14,303.00	15,232.00	-929.00
30. UNIVERSAL FST PRODS IN	12/29/2006	02/11/2011	1,090.00	1,442.00	-352.00
45. PROS HOLDINGS INC	12/24/2009	02/14/2011	496.00	443.00	53.00
50. QUALITY SYSTEMS INC	11/13/2008	02/17/2011	3,971.00	1,811.00	2,160.00
6. APPLE COMPUTER, INC	09/23/2008	02/22/2011	2,043.00	781.00	1,262.00
50000. FEDERAL FARM CREDIT 7/28/05 4.375% 02/28/11	08/18/2005	02/28/2011	50,000.00	49,831.00	169.00
18. CHEVRONTEXACO CORP	08/04/2009	03/03/2011	1,879.00	1,270.00	609.00
390. HEWLETT PACKARD CO	07/31/2007	03/03/2011	16,879.00	18,193.00	-1,314.00
32. NATIONWIDE HEALTH PPTY	01/15/2010	03/04/2011	1,298.00	1,129.00	169.00
168. JUNIPER NETWORKS INC	05/27/2009	03/10/2011	6,999.00	4,075.00	2,924.00
87. CANADIAN NATL RY CO	06/17/2009	03/14/2011	6,380.00	3,702.00	2,678.00
52. PRAXAIR INC	12/29/2006	03/14/2011	5,089.00	3,089.00	2,000.00
76. QUALCOMM INC	07/08/2008	03/14/2011	4,039.00	3,514.00	525.00
20. RIVERBED TECHNOLOGY IN	05/13/2008	03/17/2011	776.00	163.00	613.00
10. AMERICAN CAMPUS CMNTYS	10/10/2007	03/18/2011	316.00	305.00	11.00

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 125. AVNET INC	02/11/2010	03/18/2011	4,014.00	3,393.00	621.00
10. CLECO CORP NEW COM	10/10/2007	03/18/2011	325.00	263.00	62.00
5. COMPASS MINERALS INTL I	11/06/2009	03/18/2011	444.00	318.00	126.00
35. EPICOR SOFTWARE CORP	02/02/2007	03/18/2011	363.00	499.00	-136.00
5. HMS HLDGS CORP	05/05/2008	03/18/2011	389.00	98.00	291.00
10. HIBBETT SPORTS INC	01/17/2007	03/18/2011	309.00	339.00	-30.00
5. MID-AMERICA APARTMENT C	08/26/2009	03/18/2011	309.00	214.00	95.00
5. NORDSON CORP	12/18/2008	03/18/2011	527.00	154.00	373.00
10. RYLAND GROUP INC	03/06/2009	03/18/2011	165.00	124.00	41.00
5. SIGNATURE BK NEW YORK N	01/03/2007	03/18/2011	270.00	155.00	115.00
5. SOLERA HOLDINGS INC	06/12/2009	03/18/2011	246.00	121.00	125.00
20. TESCO CORP	10/07/2008	03/18/2011	395.00	250.00	145.00
5. TORO CO	01/04/2007	03/18/2011	302.00	238.00	64.00
10. TORTOISE ENERGY INFRAS	10/09/2007	03/18/2011	407.00	344.00	63.00
5. WEST PHARMACEUTICAL SVS	02/06/2008	03/18/2011	212.00	191.00	21.00
80. ALTRIA GROUP INC	04/07/2008	03/23/2011	2,035.00	1,753.00	282.00
40. CHEVRONTEXACO CORP	12/28/2006	03/23/2011	4,204.00	2,974.00	1,230.00
20. CONOCOPHILLIPS COM	10/29/2009	03/23/2011	1,549.00	1,021.00	528.00
30. DIAGEO PLC ADR SPONSOR	12/28/2006	03/23/2011	2,221.00	2,399.00	-178.00
30. DUPONT E I DE NEMOURS	01/06/2010	03/23/2011	1,603.00	1,018.00	585.00
40. GENUINE PARTS CO	12/28/2006	03/23/2011	2,077.00	1,917.00	160.00
40. HEALTH CARE REI INC	05/03/2007	03/23/2011	2,028.00	1,775.00	253.00
20. KRAFT FOODS INC CL A	06/06/2008	03/23/2011	618.00	630.00	-12.00
10. PHILIP MORRIS INTL INC	12/28/2006	03/23/2011	635.00	451.00	184.00
10. UNILEVER NV NEW	12/28/2006	03/23/2011	302.00	274.00	28.00

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 20. VERIZON COMMUNICATIONS	12/28/2006	03/23/2011	734.00	711.00	23.00
40. VODAFONE GROUP PLC NEW	05/02/2007	03/23/2011	1,134.00	1,148.00	-14.00
80. CANADIAN PAC RY LTD	12/29/2006	03/24/2011	5,014.00	4,243.00	771.00
50. ANSYS INC	06/20/2007	03/30/2011	2,700.00	1,397.00	1,303.00
30. CAPELLA EDUCATION COMP	05/15/2009	03/30/2011	1,508.00	1,499.00	9.00
25. LULULEMON ATHLETICA IN	07/16/2009	03/30/2011	2,252.00	361.00	1,891.00
15. RIVERBED TECHNOLOGY IN	05/13/2008	03/30/2011	569.00	122.00	447.00
30. TRACTOR SUPPLY CO	01/17/2007	03/30/2011	1,764.00	760.00	1,004.00
20. TUPPERWARE CORP	01/09/2007	03/30/2011	1,183.00	452.00	731.00
15. UNITED THERAPEUTICS CO	09/22/2008	03/30/2011	995.00	820.00	175.00
45. WADDELL & REED FINANCI	09/16/2009	03/30/2011	1,829.00	1,221.00	608.00
65. RIVERBED TECHNOLOGY IN	03/16/2009	04/04/2011	2,196.00	441.00	1,755.00
.5 STIFEL FINL CORP	03/17/2010	04/11/2011	24.00	18.00	6.00
35. INTERCONTINENTALEXCHAN	06/20/2008	04/14/2011	4,195.00	3,927.00	268.00
30. BLACKBOARD INC	06/10/2008	04/19/2011	1,462.00	1,123.00	339.00
30. WADDELL & REED FINANCI	09/16/2009	04/19/2011	1,177.00	814.00	363.00
35. HMS HLDGS CORP	05/05/2008	04/26/2011	2,875.00	549.00	2,326.00
90. CITRIX SYSTEMS INC	01/24/2007	05/04/2011	7,117.00	2,875.00	4,242.00
155. EPICOR SOFTWARE CORP	01/04/2007	05/04/2011	1,933.00	2,209.00	-276.00
9. INTUITIVE SURGICAL INC	11/27/2007	05/04/2011	3,116.00	2,599.00	517.00
20. CHEVRONTEXACO CORP	08/04/2009	05/10/2011	2,096.00	1,329.00	767.00
16. COCA COLA CO	03/02/2009	05/10/2011	1,075.00	709.00	366.00
58. HCP INC	02/05/2010	05/10/2011	2,187.00	1,717.00	470.00
15. LULULEMON ATHLETICA IN	07/16/2009	05/11/2011	1,439.00	217.00	1,222.00
40. RITCHIE BROS AUCTIONEE	01/16/2007	05/12/2011	1,139.00	749.00	390.00

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 . NOBLE CORPORATION	01/05/2007	05/19/2011	95.00	95.00	
35. ANSYS INC	06/20/2007	06/02/2011	1,953.00	950.00	1,003.00
41. HOSPITALITY PROPERTIES	05/14/2010	06/03/2011	950.00	1,033.00	-83.00
29. SCANA CORP NEW	09/05/2008	06/09/2011	1,136.00	1,111.00	25.00
97. STIFEL FINL CORP	03/17/2010	06/09/2011	3,543.00	3,551.00	-8.00
25. II VI INC	06/05/2007	06/09/2011	1,242.00	716.00	526.00
25. LULULEMON ATHLETICA IN	07/16/2009	06/21/2011	2,562.00	361.00	2,201.00
100. DUFF & PHELPS CORP NE	09/21/2009	07/01/2011	1,297.00	1,912.00	-615.00
327. INTUIT INC	05/28/2010	07/06/2011	16,968.00	11,759.00	5,209.00
80. MERIDIAN BIOSCIENCE IN	01/09/2007	07/25/2011	1,761.00	1,333.00	428.00
90. GENUINE PARTS CO	12/28/2006	07/26/2011	4,919.00	4,312.00	607.00
20. PHILIP MORRIS INTL INC	12/28/2006	07/26/2011	1,441.00	903.00	538.00
440. DISNEY WALT CO	03/19/2010	08/12/2011	14,674.00	14,770.00	-96.00
175. 3M CO	01/26/2010	08/23/2011	13,463.00	14,442.00	-979.00
25000. FEDERAL HOME LOAN B 11/15/01 4.875% 11/15/11	01/29/2004	08/25/2011	25,252.00	25,871.00	-619.00
75. ALLEGHENY TECHNOLOGIES	01/21/2010	08/26/2011	3,453.00	3,355.00	98.00
20. IDEXX LABS INC	08/23/2007	08/29/2011	1,592.00	1,074.00	518.00
10. AMERON INTERNATIONAL I	03/27/2009	08/30/2011	846.00	907.00	-61.00
5. CLECO CORP NEW COM	10/10/2007	08/30/2011	177.00	131.00	46.00
10. COGNEX	07/31/2008	08/30/2011	363.00	208.00	155.00
5. COHEN & STEERS INC	06/18/2008	08/30/2011	193.00	145.00	48.00
35. HARMONIC INC COM	05/06/2009	08/30/2011	172.00	213.00	-41.00
5. HITTITE MICROWAVE CORP	02/14/2008	08/30/2011	279.00	200.00	79.00
5. IBERIABANK CORP	03/02/2010	08/30/2011	241.00	292.00	-51.00
5. LANDAUER INC	01/03/2007	08/30/2011	252.00	263.00	-11.00

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 5. MIDDLEBY CORP	01/03/2007	08/30/2011	416.00	266.00	150.00
5. NORDSON CORP	12/18/2008	08/30/2011	221.00	77.00	144.00
10. POWER INTEGRATIONS INC	04/14/2010	08/30/2011	329.00	451.00	-122.00
10. PROS HOLDINGS INC	10/23/2009	08/30/2011	156.00	96.00	60.00
10. RUDDICK CORP	06/26/2008	08/30/2011	409.00	360.00	49.00
5. SVB FINANCIAL GROUP	05/06/2010	08/30/2011	226.00	236.00	-10.00
15. SILGAN HOLDINGS INC	12/10/2007	08/30/2011	567.00	417.00	150.00
5. SOLERA HOLDINGS INC	06/12/2009	08/30/2011	296.00	121.00	175.00
10. SOURCEFIRE INC	05/24/2010	08/30/2011	272.00	191.00	81.00
5. TRACTOR SUPPLY CO	01/17/2007	08/30/2011	307.00	127.00	180.00
5. II VI INC	06/05/2007	08/30/2011	98.00	70.00	28.00
15. US ECOLOGY INC	04/25/2007	08/30/2011	271.00	328.00	-57.00
5. WEST PHARMACEUTICAL SVS	02/06/2008	08/30/2011	202.00	191.00	11.00
14. APPLE COMPUTER, INC	09/23/2008	09/19/2011	5,690.00	1,822.00	3,868.00
470. JOHNSON CONTROLS	04/20/2010	09/22/2011	12,842.00	16,083.00	-3,241.00
80. AT&T INC	12/28/2006	09/23/2011	2,215.00	2,846.00	-631.00
105. ALTRIA GROUP INC	04/07/2008	09/23/2011	2,700.00	2,301.00	399.00
100. BRISTOL MYERS SQUIBB	12/28/2006	09/23/2011	3,089.00	2,637.00	452.00
40. DOMINION RES INC VA NE	07/21/2010	09/23/2011	1,999.00	1,674.00	325.00
50. HEINZ H.J. CO	12/28/2006	09/23/2011	2,487.00	2,261.00	226.00
20. HITTITE MICROWAVE CORP	02/14/2008	09/23/2011	1,029.00	799.00	230.00
55. KIMBERLY CLARK CORP	05/02/2007	09/23/2011	3,830.00	3,931.00	-101.00
75. KRAFT FOODS INC CL A	06/06/2008	09/23/2011	2,527.00	2,363.00	164.00
45. LILLY ELI & CO	06/06/2008	09/23/2011	1,612.00	2,197.00	-585.00
30. 3M CO	01/05/2009	09/23/2011	2,216.00	1,752.00	464.00

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 266. FREEPORT MCMORAN COPP	10/02/2009	10/03/2011	8,105.00	8,675.00	-570.00
34. INTERNATIONAL BUSINESS	05/14/2009	10/03/2011	5,931.00	3,434.00	2,497.00
25. BLACKBOARD INC	06/10/2008	10/05/2011	1,125.00	936.00	189.00
25. AMERON INTERNATIONAL I	03/27/2009	10/06/2011	2,125.00	1,278.00	847.00
85. SCRIPPS NETWORKS INTER CLASS A	09/24/2010	10/07/2011	3,261.00	3,953.00	-692.00
38. BRISTOL MYERS SQUIBB C	10/19/2007	10/11/2011	1,253.00	1,128.00	125.00
59. PROGRESS ENERGY INC	01/05/2007	10/11/2011	3,006.00	2,861.00	145.00
105. PRIVATEBANCORP INC	01/26/2009	10/20/2011	921.00	2,667.00	-1,746.00
20. DRIL-QUIP INC	06/18/2007	10/21/2011	1,248.00	974.00	274.00
1. AT&T INC	05/05/2008	10/25/2011	28.00	40.00	-12.00
1. ABBOTT LABS	05/14/2010	10/25/2011	53.00	48.00	5.00
2. ALTRIA GROUP INC	04/15/2008	10/25/2011	54.00	43.00	11.00
2. BRISTOL MYERS SQUIBB CO	10/19/2007	10/25/2011	65.00	59.00	6.00
1. CENTURYTEL INC	04/12/2010	10/25/2011	34.00	36.00	-2.00
2. CONOCOPHILLIPS COM	04/12/2010	10/25/2011	141.00	112.00	29.00
1. DOMINION RES INC VA NEW	12/08/2009	10/25/2011	51.00	38.00	13.00
1. DUKE ENERGY HLDG CORP	11/14/2007	10/25/2011	20.00	19.00	1.00
1. GLAXO PLC SPONSORED ADR	07/18/2008	10/25/2011	44.00	48.00	-4.00
1. HEALTH CARE REI INC	10/19/2009	10/25/2011	50.00	46.00	4.00
1. JOHNSON & JOHNSON INC	02/04/2009	10/25/2011	64.00	58.00	6.00
1. LILLY ELI & CO	02/04/2009	10/25/2011	38.00	39.00	-1.00
1. MCDONALDS CORP	10/07/2009	10/25/2011	92.00	57.00	35.00
3. NEW YORK CMNTY BANCORP	05/18/2010	10/25/2011	38.00	49.00	-11.00
2. PROCTOR & GAMBLE CO	03/02/2009	10/25/2011	130.00	95.00	35.00
1. REYNOLDS AMERICAN INC	01/05/2007	10/25/2011	38.00	32.00	6.00

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 2. SOUTHERN CO	01/05/2007	10/25/2011	86.00	73.00	13.00
2. TELEFONICA DE ESPANA S.	10/16/2009	10/25/2011	42.00	57.00	-15.00
1. TOTAL FINA SA ADR	08/04/2009	10/25/2011	52.00	56.00	-4.00
2. VERIZON COMMUNICATIONS	02/14/2008	10/25/2011	73.00	73.00	
1. VODAFONE GROUP PLC NEW	04/16/2008	10/25/2011	28.00	31.00	-3.00
50. CME GROUP INC	04/08/2010	11/11/2011	13,227.00	15,548.00	-2,321.00
31. DOMINION RES INC VA NE	12/08/2009	11/11/2011	1,615.00	1,164.00	451.00
107. NEW YORK CMNTY BANCOR	05/18/2010	11/14/2011	1,280.00	1,730.00	-450.00
25000. FEDERAL HOME LOAN B 11/15/01 4.875% 11/15/11	01/29/2004	11/15/2011	25,000.00	25,871.00	-871.00
. NOBLE CORPORATION	01/05/2007	11/17/2011	92.00	92.00	
10. PANERA BREAD CO CL A	01/27/2010	11/30/2011	1,422.00	715.00	707.00
10. TRACTOR SUPPLY CO	01/17/2007	12/21/2011	720.00	253.00	467.00
65. MATTHEWS INTL CORP CL	01/09/2007	12/29/2011	2,048.00	2,603.00	-555.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 56,611.00

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

AS OF DATE: 12/31/11

USIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
24140-10-8	COOPER INDUSTRIES PLC	280.000	12,966.54	54.150 12/31/2011	15,162.00
47791-10-1	INGERSOLL-RAND PUBLIC LIMITED CO	295.000	11,620.05	30.470 12/31/2011	8,988.65
5359F-10-3	NABORS INDUSTRIES LTD	765.000	21,963.15	17.340 12/31/2011	13,265.10
5852T-10-5	PARTNERRE LTD	65.000	4,613.69	64.210 12/31/2011	4,173.65
27013-10-3	WEATHERFORD INTERNATIONAL LTD NEW	1,150.000	21,715.74	14.640 12/31/2011	16,836.00
5833N-10-3	NOBLE CORPORATION	650.000	22,768.49	30.220 12/31/2011	19,643.00
3817H-10-0	TRANSOCEAN LTD	375.000	35,956.62	38.390 12/31/2011	14,396.25
39231-33-8	U B S AG NEW	157.000	9,061.19	11.830 12/31/2011	1,857.31
22717-10-7	CORE LABORATORIES N V ORD	20.000	749.90	113.950 12/31/2011	2,279.00
54536-10-7	A X A ADR	110.000	4,464.90	13.040 12/31/2011	1,434.40
55262-50-5	B A S F SE SPONSORED ADR	190.000	9,052.55	69.957 12/31/2011	13,291.83
38606-10-8	B H P BILLITON LIMITED SPONSORED ADR	535.000	19,832.45	70.630 12/31/2011	37,787.05
10448-10-7	BRITISH AMERN TOB PLC SPONSORED ADR	195.000	12,982.20	94.880 12/31/2011	18,501.60
12585-10-4	BROOKFIELD ASSET MGMT INC CL A LTD VT SH	150.000	4,627.99	27.480 12/31/2011	4,122.00
36375-10-2	CANADIAN NATL RY CO	220.000	9,202.60	78.560 12/31/2011	17,283.20
36385-10-1	CANADIAN NAT RES LTD	200.000	4,703.00	37.370 12/31/2011	7,474.00
3645T-10-0	CANADIAN PAC RY LTD	300.000	18,473.27	67.670 12/31/2011	20,301.00

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
5243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	200.000	16,243.21	87.420 12/31/2011	17,484.00
5188J-20-6	DREYFUS INST CASH MGT FD #288	5,290.080	5,290.08	1.000 12/31/2011	5,290.08
93570-10-7	ENSIGN ENERGY SVGS INC	265.000	4,074.64	15.910 12/31/2011	4,216.15
1573A-10-9	FIBRIA CELULOSE S A SO ADR REP	47.000	2,134.02	7.770 12/31/2011	365.19
18071-40-4	FINNING INTL INC COM NEW	40.000	1,096.94	21.650 12/31/2011	866.00
5501R-10-6	MANULIFE FINANCIAL CORPORATION	135.000	4,515.74	10.620 12/31/2011	1,433.70
11069-40-6	NESTLE S.A. SPONSORED ADR REG SH	575.000	22,677.07	57.748 12/31/2011	33,205.10
5987V-10-9	NOVARTIS ADR	155.000	9,200.80	57.170 12/31/2011	8,861.35
3755L-10-7	POTASH CORP SASK INC	585.000	8,909.55	41.280 12/31/2011	24,148.80
57204-10-0	RIO TINTO PLC SPON ADR	440.000	21,369.69	48.920 12/31/2011	21,524.80
06857-10-8	SCHLUMBERGER LIMITED	385.000	22,802.78	68.310 12/31/2011	26,299.35
57224-10-7	SUNCOR ENERGY INC NEW	390.000	14,157.00	28.830 12/31/2011	11,243.70
7425E-10-3	TALISMAN ENERGY INC	300.000	4,647.00	12.750 12/31/2011	3,825.00
78742-20-4	TECK RESOURCES LIMITED CL B	270.000	8,984.25	35.190 12/31/2011	9,501.30
3031M-10-9	TENARIS S A SPONSORED ADR	485.000	23,547.27	37.180 12/31/2011	18,032.30
95945-10-3	TRICAN WELL SVC LTD	50.000	790.65	17.235 12/31/2011	861.75
04784-70-9	UNILEVER NV NEW YORK SHS N	500.000	18,563.49	34.370 12/31/2011	17,185.00

31-V120-05-6 M PROCTOR FBO RESIDENTS INTL AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
1912E-10-5	VALE S A ADR	1,130.000	15,548.74	21.450 12/31/2011	24,238.50
34851-20-4	YARA INTL ASA SPONSORED ADR	40.000	862.00	40.215 12/31/2011	1,608.60
	TOTAL HOLDINGS		430,169.25		446,986.71
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		430,169.25		446,986.71

51-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
)206R-10-2	A T & T INC	410.000	14,587.22	30.240 12/31/2011	12,398.40
!209S-10-3	ALTRIA GROUP INC	475.000	9,884.76	29.650 12/31/2011	14,083.75
16353-10-8	ASTRAZENECA PLC SPONSORED ADR	300.000	14,484.24	46.290 12/31/2011	13,887.00
)7023-10-5	BOEING CO	150.000	6,726.59	73.350 12/31/2011	11,002.50
.0122-10-8	BRISTOL MYERS SQUIBB CO	430.000	11,339.10	35.240 12/31/2011	15,153.20
56764-10-0	CHEVRON CORP	150.000	11,151.00	106.400 12/31/2011	15,960.00
)825C-10-4	CONOCOPHILLIPS	200.000	10,210.00	72.870 12/31/2011	14,574.00
5243Q-20-5	DIAGEO PLC ADR SPONSORED NEW	170.000	13,592.38	87.420 12/31/2011	14,861.40
5746U-10-9	DOMINION RES INC VA	230.000	9,624.12	53.080 12/31/2011	12,208.40
5188J-20-6	DREYFUS INST CASH MGT FD #288	20,531.030	20,531.03	1.000 12/31/2011	20,531.03
53534-10-9	DUPONT E I DE NEMOURS & CO	230.000	7,803.17	45.780 12/31/2011	10,529.40
59604-10-3	GENERAL ELECTRIC	600.000	20,776.59	17.910 12/31/2011	10,746.00
72460-10-5	GENUINE PARTS CO	190.000	9,103.50	61.200 12/31/2011	11,628.00
)414L-10-9	HCP INC	330.000	10,717.18	41.430 12/31/2011	13,671.90
)4280-40-6	HSBC HLDGS PLC ADR NEW	230.000	10,036.46	38.100 12/31/2011	8,763.00
!217K-10-6	HEALTH CARE REIT INC	250.000	11,095.79	54.530 12/31/2011	13,632.50
!3074-10-3	HEINZ H.J. CO	250.000	11,307.48	54.040 12/31/2011	13,510.00

11-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
58140-10-0	INTEL CORP	400.000	7,720.00	24.250 12/31/2011	9,700.00
78160-10-4	JOHNSON & JOHNSON INC	210.000	12,996.52	65.580 12/31/2011	13,771.80
94368-10-3	KIMBERLY CLARK CORP	165.000	11,792.80	73.560 12/31/2011	12,137.40
0075N-10-4	KRAFT FOODS INC CL A	395.000	12,443.96	37.360 12/31/2011	14,757.20
32457-10-8	LILLY ELI & CO	375.000	18,312.45	41.560 12/31/2011	15,585.00
3933Y-10-5	MERCK & CO INC NEW	360.000	11,538.00	37.700 12/31/2011	13,572.00
94918-10-4	MICROSOFT CORP	495.000	11,650.30	25.960 12/31/2011	12,850.20
5339F-10-1	NEXTERA ENERGY INC	210.000	10,226.43	60.880 12/31/2011	12,784.80
54902-20-4	NOKIA CORP SPONSORED ADR	690.000	10,989.70	4.820 12/31/2011	3,325.80
1646E-10-0	PETROCHINA CO LTD ADR	70.000	9,935.69	124.310 12/31/2011	8,701.70
18172-10-9	PHILIP MORRIS INTL INC	180.000	8,126.51	78.480 12/31/2011	14,126.40
30259-10-7	ROYAL DUTCH SHELL PLC SPON ADR B	180.000	12,854.60	76.010 12/31/2011	13,681.80
3579Y-10-1	3M CO	130.000	7,594.08	81.730 12/31/2011	10,624.90
9417E-10-9	TRAVELERS COMPANIES INC	150.000	5,893.31	59.170 12/31/2011	8,875.50
04784-70-9	UNILEVER NV NEW YORK SHS N	420.000	11,524.76	34.370 12/31/2011	14,435.40
2343V-10-4	VERIZON COMMUNICATIONS	400.000	14,216.97	40.120 12/31/2011	16,048.00
2857W-20-9	VODAFONE GROUP PLC NEW	470.000	13,493.32	28.030 12/31/2011	13,174.10

31-V120-06-4 M PROCTOR FBO RESIDENTS LG CAP SCHAF AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION		UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
		TOTAL HOLDINGS		394,280.01		435,292.48
		TOTAL INCOME CASH		.00		.00
		TOTAL PRINCIPAL CASH		.00		.00
		TOTAL ACCOUNT		394,280.01		435,292.48

:1-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
)206R-10-2	A T & T INC	178.000	5,808.36	30.240 12/31/2011	5,382.72
)2824-10-0	ABBOTT LABS	61.000	3,004.73	56.230 12/31/2011	3,430.03
:209S-10-3	ALTRIA GROUP INC	162.000	3,758.62	29.650 12/31/2011	4,803.30
:6353-10-8	ASTRAZENECA PLC SPONSORED ADR	93.000	4,496.16	46.290 12/31/2011	4,304.97
;534B-76-0	BCE INC NEW	107.000	2,247.61	41.670 12/31/2011	4,458.69
.0122-10-8	BRISTOL MYERS SQUIBB CO	142.000	3,939.34	35.240 12/31/2011	5,004.08
;6700-10-6	CENTURYLINK INC	98.000	3,431.33	37.200 12/31/2011	3,645.60
;6764-10-0	CHEVRON CORP	12.000	684.36	106.400 12/31/2011	1,276.80
'2062-10-1	CINCINNATI FINANCIAL CORP	39.000	1,028.29	30.460 12/31/2011	1,187.94
)1216-10-0	COCA COLA CO	19.000	764.32	69.970 12/31/2011	1,329.43
)825C-10-4	CONOCOPHILLIPS	52.000	2,536.28	72.870 12/31/2011	3,789.24
)9115-10-4	CONSOLIDATED EDISON INC	37.000	1,627.06	62.030 12/31/2011	2,295.11
;746U-10-9	DOMINION RES INC VA	61.000	2,244.70	53.080 12/31/2011	3,237.88
;188J-20-6	DREYFUS INST CASH MGT FD #288	3,820.170	3,820.17	1.000 12/31/2011	3,820.17
;441C-10-5	DUKE ENERGY HLDG CORP	197.000	3,776.18	22.000 12/31/2011	4,334.00
'733W-10-5	GLAXOSMITHKLINE PLC SPONSORED ADR	111.000	4,970.82	45.630 12/31/2011	5,064.93
)414L-10-9	HCP INC	42.000	1,610.54	41.430 12/31/2011	1,740.06

1-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
217K-10-6	HEALTH CARE REIT INC	39.000	1,718.17	54.530 12/31/2011	2,126.67
3074-10-3	HEINZ H.J. CO	93.000	4,272.88	54.040 12/31/2011	5,025.72
8160-10-4	JOHNSON & JOHNSON INC	54.000	3,130.11	65.580 12/31/2011	3,541.32
4368-10-3	KIMBERLY CLARK CORP	72.000	4,621.26	73.560 12/31/2011	5,296.32
2457-10-8	LILLY ELI & CO	107.000	3,795.82	41.560 12/31/2011	4,446.92
4147-10-1	LORILLARD INC	13.000	992.55	114.000 12/31/2011	1,482.00
0135-10-1	MCDONALDS CORP	32.000	1,706.80	100.330 12/31/2011	3,210.56
6274-30-0	NATIONAL GRID PLC SPON ADR NEW	80.000	3,847.39	48.480 12/31/2011	3,878.40
351T-10-6	P P L CORP	100.000	2,774.67	29.420 12/31/2011	2,942.00
3448-10-8	PEPSICO INC	20.000	1,216.56	66.350 12/31/2011	1,327.00
8172-10-9	PHILIP MORRIS INTL INC	64.000	3,092.32	78.480 12/31/2011	5,022.72
2718-10-9	PROCTER & GAMBLE CO	32.000	1,524.82	66.710 12/31/2011	2,134.72
1713-10-6	REYNOLDS AMERICAN INC	95.000	3,051.73	41.420 12/31/2011	3,934.90
0259-10-7	ROYAL DUTCH SHELL PLC SPON ADR B	74.000	3,860.22	76.010 12/31/2011	5,624.74
2587-10-7	SOUTHERN CO	120.000	4,361.26	46.290 12/31/2011	5,554.80
9382-20-8	TELEFONICA DE ESPANA S.A. SPONSORED ADR	166.000	4,280.07	17.190 12/31/2011	2,853.54
151E-10-9	TOTAL S.A. ADR	76.000	4,082.81	51.110 12/31/2011	3,884.36

1-V120-07-2 M PROCTOR FBO RESIDENTS MIDCAP FED AS OF DATE: 12/31/11

'SIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
'4767-70-4	UNILEVER PLC ADR SPON NEW	84.000	1,912.30	33.520 12/31/2011	2,815.68
343V-10-4	VERIZON COMMUNICATIONS	130.000	4,578.40	40.120 12/31/2011	5,215.60
857W-20-9	VODAFONE GROUP PLC NEW	160.000	4,091.33	28.030 12/31/2011	4,484.80
'381W-10-4	WINDSTREAM CORP	106.000	1,486.12	11.740 12/31/2011	1,244.44
		TOTAL HOLDINGS	114,146.46		135,152.16
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	114,146.46		135,152.16

31-V120-01-5 M PROCTOR FBO RESIDENTS CORE AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
)206R-AF-9	AT&T CORPORATION 4.950% 01/15/2013	25,000.000	25,282.75	104.222 12/31/2011	26,055.50
5738J-DW-1	BARCLAYS BANK MTN 2.750% 8/26/2016	50,000.000	50,000.00	93.195 12/31/2011	46,597.50
)138M-AD-7	BOTTLING GROUP LLC DTD 06/10/03 4.125% 06/15/15	25,000.000	24,643.25	109.465 12/31/2011	27,366.25
34429-AV-1	CAMPBELL SOUP CO 3.050% 7/15/2017	50,000.000	52,304.50	106.889 12/31/2011	53,444.50
5188J-20-6	DREYFUS INST CASH MGT FD #288	44,622.080	44,622.08	1.000 12/31/2011	44,622.08
133MR-PX-4	FEDERAL HOME LOAN BANK 4.625% 8/15/2012	50,000.000	51,151.20	102.719 12/31/2011	51,359.50
133MY-LY-1	FEDERAL HOME LOAN BANK 4.680% 5/21/2013	50,000.000	51,104.00	106.020 12/31/2011	53,010.00
133XD-TC-5	FEDERAL HOME LOAN BANK 5.000% 12/11/2015	50,000.000	50,337.20	115.947 12/31/2011	57,973.50
133XH-VS-8	FEDERAL HOME LOAN BANK 5.000% 12/09/2016	100,000.000	100,452.00	118.257 12/31/2011	118,257.00
133XL-F8-1	FEDERAL HOME LOAN BANK DTD 06/13/07 5.625% 06/09/17	100,000.000	100,119.80	122.603 12/31/2011	122,603.00
133XP-CT-9	FEDERAL HOME LOAN BANK DTD 01/28/08 4.25% 03/09/18	50,000.000	51,374.00	115.795 12/31/2011	57,897.50
133X2-6Y-6	FEDERAL HOME LOAN BANK DTD 11/24/03 5.13% 05/24/13	50,000.000	50,757.60	106.678 12/31/2011	53,339.00
133X9-DC-1	FEDERAL HOME LOAN BANK DTD 11/02/04 4.5% 11/14/14	100,000.000	99,686.00	111.103 12/31/2011	111,103.00
1331J-4G-5	FED FARM CREDIT BANK 3.050% 12/06/19	50,000.000	50,000.00	108.134 12/31/2011	54,067.00
1331J-7H-0	FEDERAL FARM CREDIT BANK 3.875% 01/12/21	50,000.000	50,214.00	111.909 12/31/2011	55,954.50
1331S-KH-5	FEDERAL FARM CREDIT BANK DTD 12/22/04 4.5% 01/22/15	100,000.000	99,872.95	111.521 12/31/2011	111,521.00
1331V-TZ-9	FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2% 03/21/16	100,000.000	100,116.00	117.489 12/31/2011	117,489.00

1-V120-01-5 M PROCTOR FBO RESIDENTS CORE AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
.3370-E3-8	FEDERAL HOME LOAN BANKS DTD 7/21/10 3.375% 06/12/20	50,000.000	51,713.50	109.427 12/31/2011	54,713.50
962G-4Q-4	GENERAL ELECTRIC CC 1.875% 9/16/2013	50,000.000	49,940.00	101.232 12/31/2011	50,616.00
7372-AA-5	GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.375% 04/15/14	25,000.000	25,333.50	108.223 12/31/2011	27,055.75
141G-CG-7	GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7% 09/01/12	100,000.000	102,123.00	101.761 12/31/2011	101,761.00
4918-AB-0	MICROSOFT CORP 2.950% 6/01/2014	50,000.000	51,895.00	106.227 12/31/2011	53,113.50
2400-FM-0	SOUTHERN CA EDISON CO 4.150% 9/15/14	50,000.000	50,501.00	108.188 12/31/2011	54,094.00
		TOTAL HOLDINGS	1,383,543.33		1,504,013.58
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	1,383,543.33		1,504,013.58

1-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/11

ISIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
151C-10-1	ACCENTURE PLC IRELAND CLASS A	301.000	11,133.42	53.230 12/31/2011	16,022.23
2465-10-4	CHECK POINT SOFTWARE TECHNOLOGIES	280.000	15,272.45	52.540 12/31/2011	14,711.20
9912-20-1	AMERICAN TOWER CORP	262.000	13,751.42	60.010 12/31/2011	15,722.62
7833-10-0	APPLE INC	38.000	4,944.75	405.000 12/31/2011	15,390.00
2068-10-6	ARM HLDGS PLC SPONSORED ADR	573.000	15,352.11	27.670 12/31/2011	15,854.91
'5887-10-9	BECTON DICKINSON & CO	165.000	11,584.59	74.720 12/31/2011	12,328.80
6375-10-2	CANADIAN NATL RY CO	218.000	9,276.20	78.560 12/31/2011	17,126.08
040H-10-5	CAPITAL ONE FINL CORP	272.000	13,128.53	42.290 12/31/2011	11,502.88
6782-10-4	CERNER CORP	194.000	9,824.79	61.250 12/31/2011	11,882.50
'275R-10-2	CISCO SYSTEMS INC	1,060.000	16,217.75	18.080 12/31/2011	19,164.80
:9754-10-4	COACH INC	268.000	16,091.22	61.040 12/31/2011	16,358.72
1216-10-0	COCA COLA CO	244.000	14,088.23	69.970 12/31/2011	17,072.68
4162-10-3	COLGATE PALMOLIVE CO	205.000	13,417.67	92.390 12/31/2011	18,939.95
4199-10-5	DEERE & CO	182.000	10,742.82	77.350 12/31/2011	14,077.70
179M-10-3	DEVON ENERGY CORPORATION NEW	218.000	14,438.11	62.000 12/31/2011	13,516.00
6746-10-8	DOLLAR TREE INC	198.000	15,686.68	83.110 12/31/2011	16,455.78
;188J-20-6	DREYFUS INST CASH MGT FD #288	13,760.020	13,760.02	1.000 12/31/2011	13,760.02

1-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP AS OF DATE: 12/31/11

ISIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
3534-10-9	DUPONT E I DE NEMOURS & CO	312.000	17,078.17	45.780 12/31/2011	14,283.36
8648-10-2	E M C CORP	675.000	11,228.83	21.540 12/31/2011	14,539.50
231G-10-2	EXXON MOBIL CORP	189.000	11,054.35	84.760 12/31/2011	16,019.64
1900-10-4	FASTENAL CO	520.000	14,039.29	43.610 12/31/2011	22,677.20
259P-50-8	GOOGLE INC CL A	24.000	14,449.39	645.900 12/31/2011	15,501.60
9200-10-1	INTERNATIONAL BUSINESS MACHINES	78.000	7,878.61	183.880 12/31/2011	14,342.64
120E-60-2	INTUITIVE SURGICAL INC NEW	48.000	13,130.31	463.010 12/31/2011	22,224.48
203R-10-4	JUNIPER NETWORKS INC	362.000	8,780.26	20.410 12/31/2011	7,388.42
075N-10-4	KRAFT FOODS INC CL A	505.000	16,543.80	37.360 12/31/2011	18,866.80
0135-10-1	MCDONALDS CORP	155.000	6,711.34	100.330 12/31/2011	15,551.15
2839-10-6	MEAD JOHNSON NUTRITION CO	204.000	14,103.42	68.730 12/31/2011	14,020.92
7071-10-1	NATIONAL OILWELL VARCO INC	241.000	15,998.44	67.990 12/31/2011	16,385.59
4599-10-5	OCCIDENTAL PETROLEUM CORP	187.000	15,146.15	93.700 12/31/2011	17,521.90
005P-10-4	PRAXAIR INC	158.000	9,322.04	106.900 12/31/2011	16,890.20
144T-10-8	PRICE T ROWE GROUP INC	275.000	17,092.98	56.950 12/31/2011	15,661.25
7525-10-3	QUALCOMM INC	289.000	13,363.54	54.700 12/31/2011	15,808.30
0849-10-3	ST. JUDE MEDICAL CORP	316.000	16,294.60	34.300 12/31/2011	10,838.80

:1-V120-02-3 M PROCTOR FBO RESIDENTS LGCAP

AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
)6857-10-8	SCHLUMBERGER LIMITED	210.000	12,676.60	68.310 12/31/2011	14,345.10
:2696-40-5	SMUCKER J M CO	255.000	15,205.63	78.170 12/31/2011	19,933.35
;5244-10-9	STARBUCKS CORP	510.000	14,386.13	46.010 12/31/2011	23,465.10
'2540-10-9	T J X COS INC	325.000	14,083.79	64.550 12/31/2011	20,978.75
3076W-10-3	TERADATA CORP DEL	248.000	13,033.58	48.510 12/31/2011	12,030.48
.1312-10-6	UNITED PARCEL SVC INC CL B	225.000	14,469.52	73.190 12/31/2011	16,467.75
.3017-10-9	UNITED TECHNOLOGIES CORP	208.000	12,987.89	73.090 12/31/2011	15,202.72
31422-10-9	WALGREEN CO	382.000	13,227.95	33.060 12/31/2011	12,628.92
	TOTAL HOLDINGS		550,997.37		663,460.79
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		550,997.37		663,460.79

1-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
2717-10-7	CORE LABORATORIES N V ORD	54.000	2,175.12	113.950 12/31/2011	6,153.30
738A-10-6	ADTRAN INC COM	113.000	5,285.67	30.160 12/31/2011	3,408.08
662Q-10-5	ANSYS INC	92.000	4,806.24	57.280 12/31/2011	5,269.76
8336-10-3	APTARGROUP INC	105.000	5,053.92	52.170 12/31/2011	5,477.85
8440-10-6	BUCKLE INC	122.000	4,781.73	40.870 12/31/2011	4,986.14
3131-10-2	CAMDEN PPTY TR SH BEN INT	69.000	4,432.58	62.240 12/31/2011	4,294.56
1340-10-2	CHURCH & DWIGHT INC	110.000	2,734.98	45.760 12/31/2011	5,033.60
9754-10-4	COACH INC	95.000	3,149.88	61.040 12/31/2011	5,798.80
7651-10-9	DONALDSON INC	80.000	3,538.72	68.080 12/31/2011	5,446.40
1608-10-3	DRESSER-RAND GROUP INC	108.000	4,909.41	49.910 12/31/2011	5,390.28
188J-20-6	DREYFUS INST CASH MGT FD #288	4,157.620	4,157.62	1.000 12/31/2011	4,157.62
265N-10-8	ENERGEN CORP	86.000	5,239.12	50.000 12/31/2011	4,300.00
249U-10-1	FMC TECHNOLOGIES INC	118.000	2,118.98	52.230 12/31/2011	6,163.14
2491-30-3	F M C CORP NEW	56.000	4,315.92	86.040 12/31/2011	4,818.24
5558-10-5	GARDNER DENVER INC	68.000	4,901.59	77.060 12/31/2011	5,240.08
1559-10-5	GENESEE & WYO INC	89.000	5,268.03	60.580 12/31/2011	5,391.62
1901-10-9	GENTEX CORP	170.000	3,903.67	29.590 12/31/2011	5,030.30

:1-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
14802-10-4	GRAINGER W W INC	36.000	3,416.36	187.190 12/31/2011	6,738.84
1425J-10-1	HMS HLDGS CORP	195.000	3,654.24	31.980 12/31/2011	6,236.10
:8291-10-8	HEXCEL CORP NEW	226.000	4,992.61	24.210 12/31/2011	5,471.46
.365Y-10-4	HITTITE MICROWAVE CORP	80.000	3,097.96	49.380 12/31/2011	3,950.40
0452-10-0	HORMEL FOODS CORP	175.000	5,288.19	29.290 12/31/2011	5,125.75
,168D-10-4	IDEXX LABS INC	64.000	3,435.57	76.960 12/31/2011	4,925.44
,666Q-10-2	INFORMATICA CORP	131.000	1,705.06	36.930 12/31/2011	4,837.83
)7266-10-6	KIRBY CORP	93.000	5,337.61	65.840 12/31/2011	6,123.12
1502B-10-6	MEDNAX INC	69.000	4,240.98	72.010 12/31/2011	4,968.69
)4901-10-0	MICROS SYS INC	110.000	3,924.50	46.580 12/31/2011	5,123.80
:8530-10-7	MYLAN LABORATORS INC	263.000	4,687.51	21.460 12/31/2011	5,643.98
,5663-10-2	NORDSON CORP	100.000	3,780.71	41.180 12/31/2011	4,118.00
'103H-10-7	O REILLY AUTOMOTIVE INC NEW	90.000	3,414.43	79.950 12/31/2011	7,195.50
)840W-10-8	PANERA BREAD CO CL A	35.000	2,504.21	141.450 12/31/2011	4,950.75
.4290-10-3	PERRIGO CO	75.000	2,453.92	97.300 12/31/2011	7,297.50
1144T-10-8	PRICE T ROWE GROUP INC	65.000	2,841.49	56.950 12/31/2011	3,701.75
'8296-10-3	ROSS STORES INC	130.000	3,667.83	47.530 12/31/2011	6,178.90

1-V120-03-1 M PROCTOR FBO RESIDENTS MIDCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
:6552-10-1	SIGMA ALDRICH CORP	72.000	4,893.46	62.460 12/31/2011	4,497.12
:669G-10-4	SIGNATURE BK NEW YORK N Y	87.000	3,139.51	59.990 12/31/2011	5,219.13
088M-10-2	SKYWORKS SOLUTIONS INC	316.000	7,668.55	16.220 12/31/2011	5,125.52
:076W-10-3	TERADATA CORP DEL	98.000	5,287.46	48.510 12/31/2011	4,753.98
384S-30-3	ULTA SALON COSMETICS & FRAGRANCE INC	70.000	2,598.58	64.920 12/31/2011	4,544.40
1163-10-3	UNITED NATURAL FOODS	110.000	3,637.24	40.010 12/31/2011	4,401.10
.8204-10-8	V F CORP	40.000	3,200.10	126.990 12/31/2011	5,079.60
	TOTAL HOLDINGS		163,641.26		212,568.43
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		163,641.26		212,568.43

31-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/11

USIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
8744Y-10-2	STEINER LEISURE LTD	55.000	2,579.49	45.390 12/31/2011	2,496.45
09128-30-7	AIR METHODS CORP	35.000	2,518.47	84.450 12/31/2011	2,955.75
24835-10-0	AMERICAN CAMPUS CMNTYS INC	110.000	3,133.89	41.960 12/31/2011	4,615.60
9227Q-10-0	BLACKBAUD INC	135.000	3,155.30	27.700 12/31/2011	3,739.50
2561W-10-5	CLECO CORP NEW	165.000	4,215.99	38.100 12/31/2011	6,286.50
4161H-10-8	CARDTRONICS INC	125.000	2,965.66	27.060 12/31/2011	3,382.50
4964U-10-8	CAVIUM INC	90.000	3,656.45	28.430 12/31/2011	2,558.70
79895-10-7	CLARCOR INC	105.000	3,869.49	49.990 12/31/2011	5,248.95
34692-10-1	CLEARBRIDGE ENERGY MLP FD IN	65.000	1,329.89	22.440 12/31/2011	1,458.60
92422-10-3	COGNEX CORP	105.000	1,953.42	35.790 12/31/2011	3,757.95
9247A-10-0	COHEN & STEERS INC	135.000	3,543.06	28.900 12/31/2011	3,901.50
92576-10-6	COHU INC	160.000	2,572.21	11.350 12/31/2011	1,816.00
0451N-10-1	COMPASS MINERALS INTL INC	35.000	2,229.08	68.850 12/31/2011	2,409.75
2160N-10-9	COSTAR GROUP INC	35.000	2,506.09	66.730 12/31/2011	2,335.55
5188J-20-6	DREYFUS INST CASH MGT FD #288	10,306.850	10,306.85	1.000 12/31/2011	10,306.85
52037-10-4	DRIL-QUIP INC	55.000	1,162.70	65.820 12/31/2011	3,620.10
0241L-10-9	FEI CO	95.000	3,808.56	40.780 12/31/2011	3,874.10

)1-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
'637Q-10-5	GLACIER BANCORP INC	145.000	2,229.00	12.030 12/31/2011	1,744.35
)8905-10-9	GROUP 1 AUTOMOTIVE INC	100.000	4,139.95	51.800 12/31/2011	5,180.00
)2635-30-4	GULFPORT ENERGY CORP	155.000	2,187.77	29.450 12/31/2011	4,564.75
)425J-10-1	HMS HLDGS CORP	195.000	976.95	31.980 12/31/2011	6,236.10
.043F-20-8	HANGER ORTHOPEDIC GROUP INC	170.000	3,908.45	18.690 12/31/2011	3,177.30
.3160-10-2	HARMONIC INC COM	340.000	2,007.65	5.040 12/31/2011	1,713.60
21906-10-8	HEALTHCARE SVCS GRP INC	173.000	2,379.98	17.690 12/31/2011	3,060.37
22347-10-4	HEARTLAND EXPRESS INC	255.000	4,325.67	14.290 12/31/2011	3,643.95
28567-10-1	HIBBETT SPORTS INC	110.000	3,611.91	45.180 12/31/2011	4,969.80
3365Y-10-4	HITTITE MICROWAVE CORP	80.000	2,709.98	49.380 12/31/2011	3,950.40
1930G-10-7	ICU MED INC	95.000	3,326.29	45.000 12/31/2011	4,275.00
1984A-10-5	IPC THE HOSPITALIST CO INC	55.000	2,839.96	45.720 12/31/2011	2,514.60
50828-10-8	IBERIABANK CORP	70.000	4,051.43	49.300 12/31/2011	3,451.00
36606-10-6	KAYNE ANDERSON MLP INVSMNT C	80.000	2,479.81	30.370 12/31/2011	2,429.60
1476K-10-3	LANDAUER INC	35.000	1,841.35	51.500 12/31/2011	1,802.50
3217R-20-7	LIFE TIME FITNESS INC	85.000	2,854.65	46.750 12/31/2011	3,973.75
7060D-10-8	MARKETAXESS HLDGS INC	140.000	3,353.16	30.110 12/31/2011	4,215.40

1-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/11

SIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
7128-10-1	MATTHEWS INTL CORP CL A	65.000	2,603.25	31.430 12/31/2011	2,042.95
9584-10-1	MERIDIAN BIOSCIENCE INC	80.000	1,437.80	18.840 12/31/2011	1,507.20
522J-10-3	MID-AMER APT CMNTYS INC	75.000	3,344.19	62.550 12/31/2011	4,691.25
6278-10-1	MIDDLEBY CORP	65.000	2,542.07	94.040 12/31/2011	6,112.60
0236-10-1	MONRO MUFFLER BRAKE INC	100.000	1,730.25	38.790 12/31/2011	3,879.00
633D-10-4	NATIONAL HEALTH INVESTORS INC	70.000	3,081.76	43.980 12/31/2011	3,078.60
5663-10-2	NORDSON CORP	75.000	1,157.41	41.180 12/31/2011	3,088.50
366A-10-0	PSS WORLD MED INC	150.000	3,757.98	24.190 12/31/2011	3,628.50
5560-10-0	PEETS COFFEE & TEA INC	40.000	1,380.68	62.680 12/31/2011	2,507.20
640Q-10-5	PORTFOLIO RECOVERY ASSOCS IN COM	45.000	2,196.45	67.520 12/31/2011	3,038.40
9276-10-3	POWER INTEGRATIONS INC	80.000	2,120.10	33.160 12/31/2011	2,652.80
267C-10-6	PROASSURANCE CORP	60.000	2,984.40	79.820 12/31/2011	4,789.20
346Y-10-3	PROS HOLDINGS INC	95.000	908.81	14.880 12/31/2011	1,413.60
524B-10-4	RBC BEARINGS INC	80.000	2,712.18	41.700 12/31/2011	3,336.00
7744-10-5	RITCHIE BROS AUCTIONEERS	70.000	1,310.40	22.080 12/31/2011	1,545.60
5043-10-2	ROFIN SINAR TECHNOLOGIES INC	125.000	4,777.63	22.850 12/31/2011	2,856.25
1258-10-8	RUDDICK CORP	105.000	3,777.30	42.640 12/31/2011	4,477.20

:1-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
:3764-10-3	RYLAND GROUP INC	85.000	1,052.74	15.760 12/31/2011	1,339.60
:486Q-10-1	SVB FINANCIAL GROUP	65.000	3,017.99	47.690 12/31/2011	3,099.85
)6882-10-6	SCHNITZER STL INDS	80.000	3,883.45	42.280 12/31/2011	3,382.40
)908T-10-1	SCIQUEST INC	80.000	1,178.92	14.270 12/31/2011	1,141.60
:669G-10-4	SIGNATURE BK NEW YORK N Y	95.000	2,939.20	59.990 12/31/2011	5,699.05
:7048-10-9	SILGAN HOLDINGS INC	115.000	3,125.73	38.640 12/31/2011	4,443.60
:421A-10-4	SOLERA HOLDINGS INC	60.000	1,446.79	44.540 12/31/2011	2,672.40
:616T-10-8	SOURCEFIRE INC	70.000	1,334.90	32.380 12/31/2011	2,266.60
;0630-10-2	STIFEL FINL CORP	127.000	4,245.97	32.050 12/31/2011	4,070.35
:157K-10-1	TESCO CORP	175.000	1,772.04	12.640 12/31/2011	2,212.00
:2681-10-9	TEXAS ROADHOUSE INC	210.000	2,957.27	14.900 12/31/2011	3,129.00
)1092-10-8	TORO CO	60.000	2,955.79	60.660 12/31/2011	3,639.60
)147L-10-0	TORTOISE ENERGY INFRASTRUCTURE C	55.000	1,894.51	39.990 12/31/2011	2,199.45
)2356-10-6	TRACTOR SUPPLY CO	65.000	1,645.80	70.150 12/31/2011	4,559.75
)9896-10-4	TUPPERWARE CORP	85.000	1,919.30	55.970 12/31/2011	4,757.45
)2104-10-8	II VI INC	145.000	1,981.04	18.360 12/31/2011	2,662.20
)4214-10-3	UMPQUA HLDGS CORP	200.000	4,260.36	12.390 12/31/2011	2,478.00

1-V120-04-9 M PROCTOR FBO RESIDENTS SMCAP AS OF DATE: 12/31/11

JSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
.307C-10-2	UNITED THERAPEUTICS CORP DEL	55.000	2,672.72	47.250 12/31/2011	2,598.75
3543-10-4	UNIVERSAL FST PRODS INC	70.000	3,159.40	30.870 12/31/2011	2,160.90
732J-10-2	US ECOLOGY INC	90.000	1,970.67	18.780 12/31/2011	1,690.20
9236-10-7	WD-40 CO	55.000	1,812.25	40.410 12/31/2011	2,222.55
5306-10-5	WEST PHARMACEUTICAL SVSC INC	80.000	3,015.70	37.950 12/31/2011	3,036.00
		TOTAL HOLDINGS	200,795.76		245,772.97
		TOTAL INCOME CASH	.00		.00
		TOTAL PRINCIPAL CASH	.00		.00
		TOTAL ACCOUNT	200,795.76		245,772.97