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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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

11/01, 2011, and ending

10/31, 2012

ENVELOPE POSTMARK DATE APR 30 2013

Name of foundation <b>TR U/W MARY J PROCTOR R60694008</b>		<b>A Employer identification number</b> <b>35-6009070</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>10 S DEARBORN IL1-0117</b>		<b>B Telephone number (see instructions)</b> <b>(866) 888-5157</b>						
City or town, state, and ZIP code <b>CHICAGO, IL 60603</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>  <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>  <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 580,197.</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	10,788.	10,782.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	7,154.			
<b>b</b> Gross sales price for all assets on line 6a <b>201,319.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		7,154.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12</b> Total. Add lines 1 through 11	17,942.	17,755.		
<b>13</b> Compensation of officers, directors, trustees, etc.	7,500.	5,625.		1,875.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions) <b>STMT. 2</b>	2,791.	410.		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	10,291.	6,035.		1,875.
<b>25</b> Contributions, gifts, grants paid	27,500.			27,500.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	37,791.	6,035.		29,375.
<b>27</b> Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	-19,849.			
<b>b</b> Net investment income (if negative, enter -0-)		11,720.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing . . . . .	126.	4,410.	4,410.	
	2 Savings and temporary cash investments . . . . .	13,281.	8,151.	8,151.	
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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) . . . . .				
	b Investments - corporate stock (attach schedule) . . . . .	462,734.	470,407.	494,794.	
	c Investments - corporate bonds (attach schedule) . . . . .	94,614.	67,936.	72,842.	
		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) . . . . .		570,755.	550,904.	580,197.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	570,755.	550,904.		
	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) . . . . .	570,755.	550,904.		
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	570,755.	550,904.		

## 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	570,755.
2 Enter amount from Part I, line 27a . . . . .	2	-19,849.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3 . . . . .	3	6.
4 Add lines 1, 2, and 3 . . . . .	4	550,912.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4 . . . . .	5	8.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	550,904.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 195,870.		194,165.	1,705.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
<b>a</b>			1,705.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	7,154.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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	29,658.	632,475.	0.046892
2009	26,863.	605,665.	0.044353
2008	33,526.	538,497.	0.062258
2007	34,661.	670,023.	0.051731
2006	33,477.	721,767.	0.046382
<b>2 Total of line 1, column (d)</b>			0.251616
<b>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</b>			0.050323
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			582,696.
<b>5 Multiply line 4 by line 3</b>			29,323.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			117.
<b>7 Add lines 5 and 6</b>			29,440.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			29,375.

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)**

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter. . . . . (attach copy of letter if necessary - see instructions)	1	234.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
<b>3</b> Add lines 1 and 2 . . . . .	3	234.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	234.
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	1,200.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	7	1,200.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	966.
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 236. Refunded <input type="checkbox"/> . . . . .	11	730.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
<b>b</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)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	5	X
<b>6</b> 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
<b>7</b> 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
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN		
<b>b</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
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <u>N/A</u>				
14	The books are in care of <u>JPMORGAN CHASE BANK, NA</u> Telephone no. <u>(866)888-5157</u> Located at <u>10 S DEARBORN ST IL1-0111, CHICAGO, IL</u> ZIP + 4 <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input checked="" type="checkbox"/> <u>15</u> and enter the amount of tax-exempt interest received or accrued during the year			
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?	Yes	No	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 5		7,500.	-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

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**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 NONE	
2	
3	
4	

**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 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	556,633.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	34,937.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	591,570.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b>		
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	591,570.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	8,874.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	582,696.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	29,135.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	29,135.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . . <b>2a</b>	234.	
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . . <b>2b</b>		
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	234.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	28,901.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	28,901.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	28,901.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	29,375.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the.		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	29,375.
<b>5</b>	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) . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	29,375.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				28,901.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			27,478.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	NONE			
<b>d</b> From 2009 . . . . .	NONE			
<b>e</b> From 2010 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 29,375.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			27,478.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				1,897.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				27,004.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

N/A

**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.

N/A

**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 6

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<b>a</b> <i>Paid during the year</i>				
SEE STATEMENT 9				
<b>Total</b> . . . . .			▶ <b>3a</b>	27,500.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Form **990-PF** (2011)





FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARES DB COMMODITY INDEX TRACKING	-----	-181.
TOTALS	=====	-181. =====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,181.	
FEDERAL ESTIMATES - INCOME	1,200.	
FOREIGN TAXES ON QUALIFIED FOR	364.	364.
FOREIGN TAXES ON NONQUALIFIED	46.	46.
	-----	-----
TOTALS	2,791.	410.
	=====	=====



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

DESCRIPTION -----	AMOUNT -----
RETURN OF CAPITAL ADJUSTMENT	6.
	-----
TOTAL	6.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING ADJUSTMENT	8.
	-----
TOTAL	8.
	=====

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

=====

OFFICER NAME:

JPMORGAN CHASE BANK, NA

ADDRESS:

10 S DEARBORN ST IL1-0117

CHICAGO, IL 60603

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 7,500.

TOTAL COMPENSATION: 7,500.

=====

=====

RECIPIENT NAME:

JPMORGAN CHASE BANK, NA

ADDRESS:

2200 ROSS AVE, FLOOR 5

DALLAS, TX 75201-2787

RECIPIENT'S PHONE NUMBER: 214-965-2098

FORM, INFORMATION AND MATERIALS:

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

SUBMISSION DEADLINES:

NO

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE FOR THE CARE AND COMFORT OF WORTHY CHILDREN

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

## RECIPIENT NAME:

EAST TENTH UNITED METHOD CHILDREN  
AND YOUTH CENTER INC

## ADDRESS:

2327 E 10TH STREET  
INDIANAPOLIS, IN 46201

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,500.

## RECIPIENT NAME:

CLAUDE MCNEAL MUSICAL THEATRE  
TRAINING PROGRAM ACT OUT ENSEMBLE

## ADDRESS:

320 N MERIDIAN #818  
INDIANAPOLIS, IN 46204

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,500.

## RECIPIENT NAME:

DAY NURSERY ASSOCIATION OF  
INDIANAPOLIS PROGRAM

## ADDRESS:

615 N ALABAMA ST, SUITE 300  
INDIANAPOLIS, IN 46202

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,500.

## RECIPIENT NAME:

INDIANA PERFORMING ARTS CENTRE, INC

## ADDRESS:

401 E MICHIGAN STREET 3RD FLOOR

INDIANAPOLIS, IN 46204

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,500.

## RECIPIENT NAME:

STARFISH INC

## ADDRESS:

114 BLACKSHER STREET

BREWTON, AL 36426

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,000.

## RECIPIENT NAME:

ST MARYS CHILD CENTER, INC

## ADDRESS:

901 DR. MARTIN LUTHER KING JR ST

INDIANAPOLIS, IN 46202

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,000.

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

=====

## RECIPIENT NAME:

BOYS AND GIRLS CLUBS OF  
INDIANAPOLIS

## ADDRESS:

2236 EAST 10TH ST, SUITE 200  
INDIANAPOLIS, IN 46201

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PUBLIC CHARITY

## FOUNDATION STATUS OF RECIPIENT:

PROGRAM SUPPORT

AMOUNT OF GRANT PAID ..... 3,000.

## RECIPIENT NAME:

ASSISTANCE LEAGUE OF  
INDIANAPOLIS NORTHBROOK CENTER

## ADDRESS:

1475 W 86 TH ST SUITE E  
INDIANAPOLIS, IN 46260

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,000.

## RECIPIENT NAME:

NATIVITY CATHOLIC CHURCH

## ADDRESS:

3310 S MEADOW DRIVE  
INDIANAPOLIS, IN 46239

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

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

TOTAL GRANTS PAID:

27,500.

=====



MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

## Account Summary

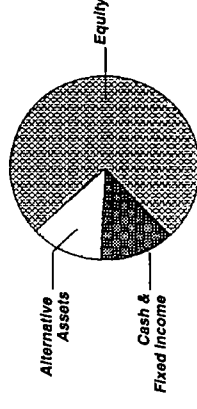
### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	422,960.54	422,502.26	(458.28)	6,115.16	75%
Alternative Assets	68,798.89	72,292.12	3,493.23	2,076.23	12%
Cash & Fixed Income	91,580.79	80,992.10	(10,588.69)	2,315.49	13%
<b>Market Value</b>	<b>\$583,340.22</b>	<b>\$575,786.48</b>	<b>(\$7,553.74)</b>	<b>\$10,506.88</b>	<b>100%</b>

### INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	3,913.86	4,409.81	495.95
Accruals	229.61	218.33	(11.28)
<b>Market Value</b>	<b>\$4,143.47</b>	<b>\$4,628.14</b>	<b>\$484.67</b>

### Asset Allocation



### INCOME

	Current Period Value	Year-to-Date Value
	3,913.86	126.24
	(937.50)	(6,131.00)
	(\$937.50)	(\$6,131.00)
	1,433.45	10,414.57
	\$4,409.81	\$4,409.81
	218.33	218.33
	\$4,628.14	\$4,628.14

### PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	583,340.22	581,955.33
Withdrawals & Fees	(28,437.50)	(31,250.00)
<b>Net Additions/Withdrawals</b>	<b>(\$28,437.50)</b>	<b>(\$31,250.00)</b>
Income		
Change In Investment Value	20,883.76	25,081.15
<b>Ending Market Value</b>	<b>\$575,786.48</b>	<b>\$575,786.48</b>
Accruals	--	--
<b>Market Value with Accruals</b>	<b>--</b>	<b>--</b>

J.P.Morgan





MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	1,431.52	10,402.86
Interest Income	1.93	11.71
<b>Taxable Income</b>	<b>\$1,433.45</b>	<b>\$10,414.57</b>

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		5,411.60
ST Realized Gain/Loss	(745.59)	(3,581.08)
LT Realized Gain/Loss	3,030.13	5,285.13
<b>Realized Gain/Loss</b>	<b>\$2,284.54</b>	<b>\$7,115.65</b>

	To-Date Value
<b>Unrealized Gain/Loss</b>	<b>\$29,292.43</b>

Cost Summary	Cost
Equity	398,676.27
Cash & Fixed Income	76,086.80
<b>Total</b>	<b>\$474,763.07</b>



MARY J PROCTOR ACCT R60694008  
For the Period 8/1/12 to 10/31/12

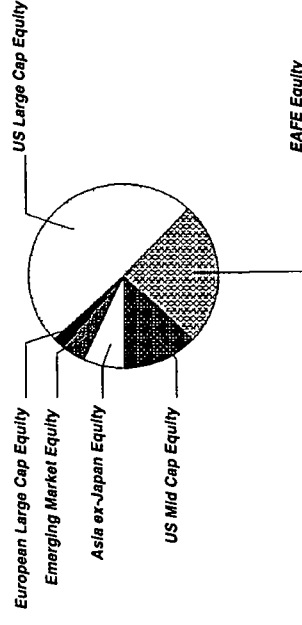
## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	202,468 14	200,291 88	(2,176 26)	37%
US Mid Cap Equity	56,487 29	59,192 34	2,705 05	10%
EAFE Equity	84,435 46	109,350 51	24,915 05	19%
European Large Cap Equity	0 00	5,941 74	5,941 74	1%
Japanese Large Cap Equity	10,922 85	0 00	(10,922 85)	
Asia ex-Japan Equity	41,722 70	30,918 08	(10,804 62)	5%
Emerging Market Equity	26,924 10	16,807 71	(10,116 39)	3%
<b>Total Value</b>	<b>\$422,960.54</b>	<b>\$422,502.26</b>	<b>(\$458.28)</b>	<b>75%</b>

Market Value/Cost	Current Period Value
Market Value	422,502 26
Tax Cost	398,676 27
Unrealized Gain/Loss	23,825 99
Estimated Annual Income	6,115 16
Yield	1 44%

## Equity Detail

### Asset Categories



Equity as a percentage of your portfolio - 75 %

J.P.Morgan



MARY J PROCTOR ACCT R60694008  
For the Period 8/1/12 to 10/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
<b>EDGEWOOD GROWTH FUND</b>							
0075W0-75-9 EGFI X	13.33	1,012.503	13,496.66	11,826.04	1,670.62		
<b>FMI FDS INC</b>							
LARGE CAP FD	16.80	700.075	11,761.26	7,595.81	4,165.45	123.21	1.05%
302933-20-5 FMIH X							
<b>HARTFORD CAPITAL APPRECIATION FUND</b>							
416649-30-9 ITHI X	32.72	920.929	30,132.80	31,784.13	(1,651.33)	573.73	1.90%
<b>JPM INTREPID AMERICA FD - SEL</b>							
FUND 1206	26.30	528.990	13,912.44	13,113.65	798.79	107.91	0.78%
4812A2-10-8 JPIA X							
<b>JPM TRI GROWTH ADVANTAGE FD - SEL</b>							
FUND 1567	9.87	2,066.490	20,396.26	14,734.07	5,662.19		
4812A3-71-8 JGAS X							
<b>JPM US LRGE CAP CORE PLUS FD - SEL</b>							
FUND 1002	22.82	924.431	21,095.52	17,900.23	3,195.29	118.32	0.56%
4812A2-38-9 JLPS X							
<b>MANNING &amp; NAPIER FUND INC</b>							
EQUITY SERIES	19.03	1,248.966	23,767.82	24,692.05	(924.23)	51.20	0.22%
563821-60-2 EXEY X							
<b>NEUBERGER BERMAN MULTI CAP</b>							
OPPORTUNITIES FUND	10.81	1,104.495	11,939.59	11,420.48	519.11	22.08	0.19%
64122Q-30-9 NMUL X							
<b>SPDR S&amp;P 500 ETF TRUST</b>							
78462F-10-3 SPY	141.35	297.000	41,980.95	35,604.86	6,376.09	847.04	2.02%



MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
<b>US Large Cap Equity</b>							
VICTORY PORTFOLIOS DIVRS STK CLI 92646A-85-6 VDSI X	16.25	726.682	11,808.58	11,655.98	152.60	138.06	1.17%
<b>Total US Large Cap Equity</b>			<b>\$200,291.88</b>	<b>\$180,327.30</b>	<b>\$19,964.58</b>	<b>\$1,981.55</b>	<b>0.99%</b>
<b>US Mid Cap Equity</b>							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.28	797.919	26,554.74	26,489.00	65.74	107.71	0.41%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	97.94	202.000	19,783.88	16,181.58	3,602.30	247.85	1.25%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.78	1,192.367	12,853.72	8,084.25	4,769.47	110.89	0.86%
<b>Total US Mid Cap Equity</b>			<b>\$59,192.34</b>	<b>\$50,754.83</b>	<b>\$8,437.51</b>	<b>\$466.45</b>	<b>0.79%</b>
<b>EAFE Equity</b>							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	32.95	944.452	31,119.69	33,627.19	(2,507.50)	716.83	2.30%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	53.58	326.000	17,465.45	20,247.60	(2,782.15)	560.06	3.21%
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12.31	1,475.603	18,164.67	18,263.66	(98.99)	630.08	3.47%

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MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
<b>EAFE Equity</b>							
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 47	1,495 726	11,173 07	13,135 19	(1,962 12)	358 97	3 21 %
MFS INTL VALUE-I 55273E-82-2 MINI X	27 84	686 473	19,111 41	17,052 00	2,059 41	284 19	1 49 %
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSG X	17 21	715 643	12,316 22	12,352 00	(35 78)	33 63	0 27 %
<b>Total EAFE Equity</b>			<b>\$109,350.51</b>	<b>\$114,677.64</b>	<b>(\$5,327.13)</b>	<b>\$2,583.76</b>	<b>2.36 %</b>
<b>European Large Cap Equity</b>							
VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	46 06	129 000	5,941 74	6,258 49	(316 75)	385 19	6 48 %
<b>Asia ex-Japan Equity</b>							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	12 38	1,032.025	12,776 47	11,569 00	1,207 47	189 89	1 49 %
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 26	1,115 720	18,141 61	15,510 62	2,630 99	167 35	0 92 %
<b>Total Asia ex-Japan Equity</b>			<b>\$30,918.08</b>	<b>\$27,079.62</b>	<b>\$3,838.46</b>	<b>\$357.24</b>	<b>1.16 %</b>



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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
<b>Emerging Market Equity</b>							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	13.50	799,328	10,790.93	13,077.00	(2,286.07)	133.48	1.24%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	41.50	145,000	6,016.78	6,501.39	(484.61)	207.49	3.45%
<b>Total Emerging Market Equity</b>			<b>\$16,807.71</b>	<b>\$19,578.39</b>	<b>(\$2,770.68)</b>	<b>\$340.97</b>	<b>2.03%</b>

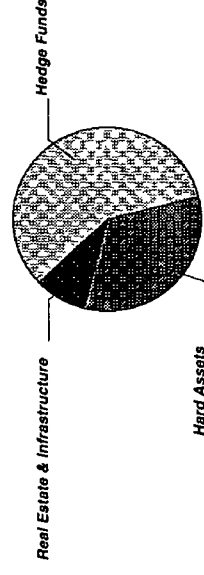


MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

## Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	34,584.99	41,161.25	6,576.26	7%
Real Estate & Infrastructure	6,021.27	6,020.41	(0.86)	1%
Hard Assets	28,192.63	25,110.46	(3,082.17)	4%
<b>Total Value</b>	<b>\$68,798.89</b>	<b>\$72,292.12</b>	<b>\$3,493.23</b>	<b>12%</b>

### Asset Categories



## Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 12 %

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
AIM INVT FDS				
BAL RISK ALL Y	12.97	914.019	11,854.83	11,279.00
00141V-69-7 ABRY X				
<b>EATON VANCE FLOATING-RATE</b>				
ADVANTAGE I	11.06	1,040.558	11,508.57	11,404.51
277923-63-7 EIFA X				

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MARY J PROCTOR ACCT R60694008  
For the Period 8/1/12 to 10/31/12

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 89	1,176.317	11,633 78	12,192 34
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	10 33	596 715	6,164 07	6,176 00
<b>Total Hedge Funds</b>			<b>\$41,161.25</b>	<b>\$41,051.85</b>





MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
<b>Real Estate &amp; Infrastructure</b>						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	529.97	6,190.00		6,020.41	126.66	2.10 %

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost
<b>Hard Assets</b>				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	15.21	612.516	9,316.37	11,539.81
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.56	337.000	9,287.72	9,410.53



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For the Period 8/1/12 to 10/31/12

	Price	Quantity	Estimated Value	Cost
<b>Hard Assets</b>				
SPDR GOLD TRUST 78463V-10-7 GLD	166.83	39 000	6,506 37	3,538.79
<b>Total Hard Assets</b>			<b>\$25,110.46</b>	<b>\$24,489.13</b>

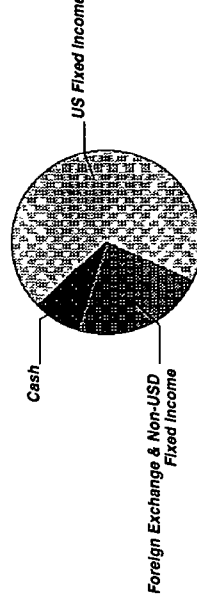


MARY J PROCTOR ACCT. R60694008  
For the Period 8/1/12 to 10/31/12

## Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	22,550.82	8,151.25	(14,399.57)	1%
US Fixed Income	57,235.20	54,649.46	(2,585.74)	9%
Foreign Exchange & Non-USD Fixed Income	11,794.77	18,191.39	6,396.62	3%
<b>Total Value</b>	<b>\$91,580.79</b>	<b>\$80,992.10</b>	<b>(\$10,588.69)</b>	<b>13%</b>

Market Value/Cost	Current Period Value
Market Value	80,992.10
Tax Cost	76,086.80
Unrealized Gain/Loss	4,905.30
Estimated Annual Income	2,315.49
Accrued Interest	123.44
Yield	2.85%



Cash & Fixed Income as a percentage of your portfolio - 13 %

### SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months <sup>1</sup>	80,992.10	100%

<sup>1</sup> The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

### SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	8,151.25	10%
International Bonds	18,074.68	22%
Mutual Funds	54,766.17	68%
<b>Total Value</b>	<b>\$80,992.10</b>	<b>100%</b>



MARY J PROCTOR ACCT R60694008  
For the Period 8/1/12 to 10/31/12

Note: <sup>1</sup> This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

## Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Cash</b>							
US DOLLAR PRINCIPAL	1 00	8,151 25	8,151.25	8,151 25		2.44	0 03 % <sup>1</sup>
<b>US Fixed Income</b>							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 77	1,021 51	12,023.16	10,386 58	1,636 58	424 94 31.67	3.53 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 37	493.39	5,609 81	5,521.00	88.81	376 94	6.72 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 10	1,525 01	12,352 54	9,457 91	2,894.63	805.20 67.10	6.52 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	11.01	2,238 52	24,646.08	24,400.06	246 02	333.53 24.62	1.35 %
JPM TR I MLT SC INCM SL 48121A-29-0	10 21	1 75	17 87	17.73	0 14	0.71 0.05	4.02 %
<b>Total US Fixed Income</b>			<b>\$54,649.46</b>	<b>\$49,783.28</b>	<b>\$4,866.18</b>	<b>\$1,941.32 \$123.44</b>	<b>3.55 %</b>

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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Foreign Exchange &amp; Non-USD Fixed Income</b>							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 21	1,082 95	12,139 87	12,314 42	(174 55)	282 64	2 33 %
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 01	403 17	6,051 52	5,837 85	213 67	89 09	1 47 %
<b>Total Foreign Exchange &amp; Non-USD Fixed Income</b>			<b>\$18,191.39</b>	<b>\$18,152.27</b>	<b>\$39.12</b>	<b>\$371.73</b>	<b>2.04 %</b>



MARY J PROCTOR ACCT R60694008  
For the Period 8/1/12 to 10/31/12

## Portfolio Activity Summary

	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
<b>Transactions</b>				
Beginning Cash Balance	22,550.82	--	3,913.86	--
<b>INFLOWS</b>				
Income			1,433.45	10,414.57
Total Inflows	\$0.00	\$0.00	\$1,433.45	\$10,414.57
<b>OUTFLOWS **</b>				
Withdrawals	(27,500.00)	(27,500.00)		
Fees & Commissions	(937.50)	(3,750.00)	(937.50)	(3,750.00)
Tax Payments				(2,381.00)
Total Outflows	(\$28,437.50)	(\$31,250.00)	(\$937.50)	(\$6,131.00)
<b>TRADE ACTIVITY</b>				
Settled Sales/Maturities/Redemptions	58,406.42	201,280.90		
Settled Securities Purchased	(44,368.49)	(175,160.75)		
Total Trade Activity	\$14,037.93	\$26,120.15	\$0.00	\$0.00
<b>Ending Cash Balance</b>	<b>\$8,151.25</b>	<b>--</b>	<b>\$4,409.81</b>	<b>--</b>

\* Year to date information is calculated on a fiscal year basis, beginning Nov 1, 2011

\*\* Your account's standing instructions use a FIRST IN, FIRST OUT method for relieving assets from your position  
Mutual Funds are maintained at Average Cost for gain/loss reporting and delivered on a First In First Out basis to determine holding period