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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation **MORTIMER R PROCTOR FOUNDATION 31V120015**

Number and street (or P O box number if mail is not delivered to street address) **CHITTENDEN BANK, P.O. BOX 820**

Room/suite

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

**A** Employer identification number  
**03-6020099**

**B** Telephone number (see instructions)  
**802- 660-2124**

**C** If exemption application is pending, check here ☐

**D** 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

**G** Check all that apply:

☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

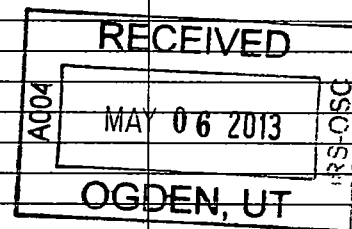
☐ Address change ☐ Name change

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 3,716,802.**

**J** Accounting method: ☒ Cash ☐ Accrual  
☐ 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) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .                                                                                         |  |                                    |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .                                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments . . . . .                                                                                                     |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities . . . . .                                                                                                                 |  | 103,568.                           | 103,568.                  |                         | STMT 1                                                      |
| 5a Gross rents . . . . .                                                                                                                                           |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss) . . . . .                                                                                                                            |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10 . . . . .                                                                                                 |  | 241,218.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a . . . . .                                                                                                            |  | 2,228,881.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2) . . . . .                                                                                                         |  |                                    | 241,218.                  |                         |                                                             |
| 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 . . . . .                                                                                                                          |  | 344,786.                           | 344,786.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc. . . . .                                                                                                     |  | 38,975.                            | 35,077.                   |                         | 3,897.                                                      |
| 14 Other employee salaries and wages . . . . .                                                                                                                     |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits . . . . .                                                                                                                      |  |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule) . . . . .                                                                                                                         |  |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule) STMT. 10 . . . . .                                                                                                             |  | 900.                               | NONE                      | NONE                    | NONE                                                        |
| c Other professional fees (attach schedule) . . . . .                                                                                                              |  |                                    |                           |                         |                                                             |
| 17 Interest . . . . .                                                                                                                                              |  |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions) STMT. 11 . . . . .                                                                                                   |  | 5,576.                             | 1,332.                    |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion . . . . .                                                                                                          |  |                                    |                           |                         |                                                             |
| 20 Occupancy . . . . .                                                                                                                                             |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings . . . . .                                                                                                                     |  |                                    |                           |                         |                                                             |
| 22 Printing and publications . . . . .                                                                                                                             |  |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) STMT. 12 . . . . .                                                                                                             |  | 193.                               | 193.                      |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .                                                                                  |  | 45,644.                            | 36,602.                   | NONE                    | 3,897.                                                      |
| 25 Contributions, gifts, grants paid . . . . .                                                                                                                     |  | 199,901.                           |                           |                         | 199,901.                                                    |
| 26 Total expenses and disbursements Add lines 24 and 25 . . . . .                                                                                                  |  | 245,545.                           | 36,602.                   | NONE                    | 203,798.                                                    |
| 27 Subtract line 26 from line 12. . . . .                                                                                                                          |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements . . . . .                                                                                                      |  | 99,241.                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-) . . . . .                                                                                                         |  |                                    | 308,184.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-) . . . . .                                                                                                           |  |                                    |                           |                         |                                                             |



| 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<br>(a) Book Value                                                                                               | End of year<br>(b) Book Value (c) Fair Market Value |            |            |
| Assets                      | 1                                                                                                                             | Cash - non-interest-bearing . . . . .                                                                                             |                                                     |            |            |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 109,225.                                            | 48,982.    | 48,982.    |
|                             | 3                                                                                                                             | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                  |                                                     |            |            |
|                             | 4                                                                                                                             | Pledges receivable ▶<br>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) ▶<br>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) . . . . .                                                    | 957,399.                                            | 957,855.   | 1,060,615. |
|                             | b                                                                                                                             | Investments - corporate stock (attach schedule) . . . . .                                                                         | 1,796,164.                                          | 1,631,592. | 1,885,176. |
|                             | c                                                                                                                             | Investments - corporate bonds (attach schedule) . . . . .                                                                         | 374,785.                                            | 444,938.   | 453,356.   |
|                             | 11                                                                                                                            | Investments - land, buildings, and equipment basis<br>Less: accumulated depreciation (attach schedule) ▶                          |                                                     |            |            |
|                             | 12                                                                                                                            | Investments - mortgage loans . . . . .                                                                                            |                                                     |            |            |
|                             | 13                                                                                                                            | Investments - other (attach schedule) . . . . .                                                                                   |                                                     | 249,483.   | 268,673.   |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis<br>Less: accumulated depreciation (attach schedule) ▶                                        |                                                     |            |            |
| 15                          | Other assets (describe ▶) . . . . .                                                                                           |                                                                                                                                   |                                                     |            |            |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                 | 3,237,573.                                                                                                                        | 3,332,850.                                          | 3,716,802. |            |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                  |                                                                                                                                   | NONE                                                |            |            |
| 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 . . . . .                                                                        | 3,237,573.                                          | 3,332,850. |            |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                                                     |            |            |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |                                                     |            |            |
|                             | 30                                                                                                                            | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             | 3,237,573.                                          | 3,332,850. |            |
|                             | 31                                                                                                                            | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                | 3,237,573.                                          | 3,332,850. |            |

**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 | 3,237,573. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 99,241.    |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |            |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 3,336,814. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>POSTING ADJUSTMENT</b>                                                                                               | 5 | 3,964.     |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 3,332,850. |

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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,<br>2-story brick warehouse; or common stock, 200 shs MLC Co.)                                                               |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                            | (c) Date<br>acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                               |                                            |                                                 |                                                                                                |                                         |                                  |
| b                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| c                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| d                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| e                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| (e) Gross sales price                                                                                                                                                                              | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                   |                                         |                                  |
| a 2,228,881.                                                                                                                                                                                       |                                            | 1,987,663.                                      | 241,218.                                                                                       |                                         |                                  |
| b                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| c                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| d                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| e                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                        |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0- or<br>Losses (from col. (h)) |                                         |                                  |
| (i) FMV as of 12/31/69                                                                                                                                                                             | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                |                                         |                                  |
| a                                                                                                                                                                                                  |                                            |                                                 | 241,218.                                                                                       |                                         |                                  |
| b                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| c                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| d                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| e                                                                                                                                                                                                  |                                            |                                                 |                                                                                                |                                         |                                  |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                |                                            |                                                 | 2                                                                                              | 241,218.                                |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                          | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                                                                          | 176,664.                                 | 3,653,761.                                   | 0.048351                                                    |
| 2010                                                                                                                                                                                                                          | 149,480.                                 | 3,438,439.                                   | 0.043473                                                    |
| 2009                                                                                                                                                                                                                          | 168,147.                                 | 3,195,029.                                   | 0.052628                                                    |
| 2008                                                                                                                                                                                                                          | 210,177.                                 | 3,757,879.                                   | 0.055930                                                    |
| 2007                                                                                                                                                                                                                          | 202,534.                                 | 4,068,130.                                   | 0.049786                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                          |                                          |                                              | 2 0.250168                                                  |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                      |                                          |                                              | 3 0.050034                                                  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                                                         |                                          |                                              | 4 3,681,578.                                                |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                            |                                          |                                              | 5 184,204.                                                  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           |                                          |                                              | 6 3,082.                                                    |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                    |                                          |                                              | 7 187,286.                                                  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions |                                          |                                              | 8 203,798.                                                  |

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

|                                                                                                                                                                        |    |        |        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .                               |    |        |        |
| Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |    | 1      | 3,082. |
| 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      | 3,082. |
| 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      | 3,082. |
| 6 Credits/Payments                                                                                                                                                     |    |        |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .                                                                                          | 6a | 2,876. |        |
| 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  | 2,876. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                          | 8  | 4.     |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              | 9  | 210.   |        |
| 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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .                               | 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 Instructions for the definition)? . . . . .<br>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 | 1b  | X  |
| 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<br>(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? . . . . .<br>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? . . . . .<br>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<br>• By language in the governing instrument, or<br>• 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) ►<br>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 2012 or the taxable year beginning in 2012 (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  |

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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)   | 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 <u>N/A</u>                                                                                                                |                                                                                                                                                                                           |                             |     |    |
| 14                                                                                                                                        | The books are in care of <u>PEOPLES UNITED BANK</u> Telephone no. <u>(802) 660-2153</u>                                                                                                   |                             |     |    |
| Located at <u>850 MAIN STREET, BRIDGEPORT, CT</u> ZIP+4 <u>06604</u>                                                                      |                                                                                                                                                                                           |                             |     |    |
| 15                                                                                                                                        | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here                                                                                       | 15 <input type="checkbox"/> |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>                                                 |                                                                                                                                                                                           |                             |     |    |
| 16                                                                                                                                        | At any time during calendar year 2012, 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                          | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u> |                                                                                                                                                                                           |                             |     |    |

**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 type="checkbox"/> Yes | <input checked="" 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)?                                                                                                                                                                                                                                                                           | 1b <input type="checkbox"/>  |                                        |
| Organizations relying on a current notice regarding disaster assistance check here <u></u>                                                                                                                                                                                                                                                                                                                                                                                                       |                              |                                        |
| 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 2012?                                                                                                                                                                                                                                                                                                        | 1c <input type="checkbox"/>  | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                              |                                        |
| 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 <input type="checkbox"/>  | 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 <u></u>                                                                                                                                                                                                                                                                                                                                                                        |                              |                                        |
| 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 2012 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 2012) | 3b <input type="checkbox"/>  |                                        |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4a <input type="checkbox"/>  | 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 2012?                                                                                                                                                                                                                                                              | 4b <input type="checkbox"/>  | 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 ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

**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 **6b** X

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 |
|--------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PEOPLES UNITED BANK<br>850 MAIN STREET, BRIDGEPORT, CT 06604 | TRUSTEE                                                   | 38,975.                                   |                                                                       | - 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000 ☐

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

**Part IX-A Summary of Direct Charitable Activities**

## Expenses

203,996.

2

3

4

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.)

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <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> | 3,639,833. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 97,810.    |
| <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> | 3,737,643. |
| <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>  | 3,737,643. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 56,065.    |
| <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>  | 3,681,578. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 184,079.   |

**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>  | 184,079. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 3,082.   |
| <b>2b</b> | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 3,082.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 180,997. |
| <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>  | 180,997. |
| <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>  | 180,997. |

**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> | 203,798. |
| <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>  | 203,798. |
| <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>  | 3,082.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 200,716. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 180,997.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                       |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                | 23,291.       |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                | 9,946.        |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 33,237.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 203,798.                                                                                                              |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . .                                                                                                                                   |               |                            | NONE        |             |
| <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 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 180,997.    |
| <b>e</b> Remaining amount distributed out of corpus . .                                                                                                                                     | 22,801.       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 . (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                                                                                                                                   | 56,038.       |                            |             |             |
| <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 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                           |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .                                                                |               |                            |             | NONE        |
| <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 2007 not applied on line 5 or line 7 (see instructions) . . .                                                                                  | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 56,038.       |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2008 . . .                                                                                                                                                             | 23,291.       |                            |             |             |
| <b>b</b> Excess from 2009 . . .                                                                                                                                                             | 9,946.        |                            |             |             |
| <b>c</b> Excess from 2010 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>d</b> Excess from 2011 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>e</b> Excess from 2012 . . .                                                                                                                                                             | 22,801.       |                            |             |             |

**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 2012, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

|                                                                                                                                                                   | Tax year | Prior 3 years |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                                   | (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     |          |               |          |          |           |
| <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 or e-mail of the person to whom applications should be addressed:

N/A

**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<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b>                    |                                                                                                                    |                                      |                                     |          |
| TOWN OF PROCTOR<br>PROCTOR VT                    | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL SUPPORT                     | 7,351.   |
| PROCTOR FREE LIBRARY<br>PROCTOR VT               | NO RELATIONSHIP                                                                                                    | EXEMPT                               | PURCHASE BOOKS                      | 5,050.   |
| PROCTOR VOLUNTEER FIRE DEPT<br>PROCTOR VT        | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 15,000.  |
| PROCTOR SCHOOL DISTRICT<br>PROCTOR VT            | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 149,300. |
| ST DOMINIC'S CEMETERY ASSOC<br>VT                | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             |          |
| UNION CHURCH OF PROCTOR<br>PROCTOR VT            | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 23,200.  |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3a</b>                           | 199,901. |
| <b>b Approved for future payment</b>             |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3b</b>                           |          |

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**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.

Laurie Lander  
Signature of officer or trustee

04/23/2013  
Date

  
 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

GORDON POWERS

Preparer's signature

Prin / neu

Date

04/23/201

Check ☐ if self-employed

|      |
|------|
| PTIN |
|------|

P00260194

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ► 22 THOMSON PLACE; M/S 36T1

BOSTON, MA

02210

Phone no 617-856-2811

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

| DESCRIPTION                        | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------|-----------------------------------------|-----------------------------|
| -----                              | -----                                   | -----                       |
| AT&T INC                           | 728.                                    | 728.                        |
| AT&T CORPORATION 4.950% 01/15/2013 | 1,183.                                  | 1,183.                      |
| ABBOTT LABS                        | 60.                                     | 60.                         |
| ADTRAN INC COM                     | 10.                                     | 10.                         |
| AETNA U S HEALTHCARE INC           | 228.                                    | 228.                        |
| AGRIUM INC                         | 33.                                     | 33.                         |
| ALLSTATE CORP                      | 69.                                     | 69.                         |
| ALTRIA GROUP INC                   | 522.                                    | 522.                        |
| AMADEUS IT HLDG S A                | 66.                                     | 66.                         |
| AMERICAN CAMPUS CMNTYS INC         | 48.                                     | 48.                         |
| AMERICAN EXPRESS CO                | 334.                                    | 334.                        |
| AMERICAN TOWER CORP                | 377.                                    | 377.                        |
| AMERISOURCEBERGEN CORP             | 73.                                     | 73.                         |
| AMGEN INC                          | 292.                                    | 292.                        |
| APACHE CORP                        | 22.                                     | 22.                         |
| APPLE COMPUTER, INC                | 488.                                    | 488.                        |
| APTARGROUP INC                     | 84.                                     | 84.                         |
| ARM HLDGS PLC SPONSORED ADR        | 73.                                     | 73.                         |
| ASHAI KASEI CORP ADR               | 59.                                     | 59.                         |
| ASTRAZENECA PLC SPONSORED ADR      | 766.                                    | 766.                        |
| AXA ADR                            | 98.                                     | 98.                         |
| BB&T CORP                          | 121.                                    | 121.                        |
| BASF AG SPONSORED ADR              | 628.                                    | 628.                        |
| BCE INC NEW                        | 112.                                    | 112.                        |
| BANK NEW YORK MELLON CORP          | 44.                                     | 44.                         |
| BARCLAYS BANK MTN 2.750% 8/26/2016 | 1,375.                                  | 1,375.                      |
| BAXTER INTERNATIONAL INC           | 82.                                     | 82.                         |
| BEAM INC                           | 25.                                     | 25.                         |
| BECTON DICKINSON & CO.             | 74.                                     | 74.                         |
| BHP BILLITON LIMITED SPONSORED ADR | 589.                                    | 589.                        |
| BLACKBAUD INC                      | 65.                                     | 65.                         |
| BOEING CO                          | 132.                                    | 132.                        |

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STATEMENT 1

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| BOMBARDIER INC CL B                      | 107.                                    | 107.                        |
| BOTTLING GROUP LLC DTD 06/10/03 4.125% 0 | 1,031.                                  | 1,031.                      |
| BRISTOL MYERS SQUIBB CO                  | 389.                                    | 389.                        |
| BRITISH AMERICAN TOBACCO                 | 558.                                    | 558.                        |
| BROOKFIELD ASSET MGMT INC CL A REIT      | 41.                                     | 41.                         |
| BUCKLE INC                               | 39.                                     | 39.                         |
| C B S CORP NEW CL B                      | 228.                                    | 228.                        |
| CLECO CORP NEW COM                       | 215.                                    | 215.                        |
| CVS CORP                                 | 213.                                    | 213.                        |
| CAMDEN PPTY TR SH BEN INT                | 50.                                     | 50.                         |
| CAMPBELL SOUP CO 3.050% 7/15/2017        | 1,525.                                  | 1,525.                      |
| CANADIAN NATL RY CO                      | 164.                                    | 164.                        |
| CANADIAN NAT RES LTD                     | 39.                                     | 39.                         |
| CANADIAN PAC RY LTD                      | 180.                                    | 180.                        |
| CAPITAL ONE FINL CORP                    | 27.                                     | 27.                         |
| CARDINAL HEALTH INC                      | 311.                                    | 311.                        |
| CENTURYTEL INC                           | 83.                                     | 83.                         |
| CHEVRONTXACO CORP                        | 411.                                    | 411.                        |
| CHURCH & DWIGHT INC                      | 53.                                     | 53.                         |
| CINNINNATI FINANCIAL CORP                | 16.                                     | 16.                         |
| CISCO SYSTEMS INC                        | 148.                                    | 148.                        |
| CLARCOR INC                              | 25.                                     | 25.                         |
| COACH INC COM                            | 199.                                    | 199.                        |
| COCA COLA CO                             | 134.                                    | 134.                        |
| COCA COLA CO 1.650% 3/14/2018            | 206.                                    | 206.                        |
| COCA-COLA ENTERPRISES INC NEW COM        | 74.                                     | 74.                         |
| COGNEX                                   | 11.                                     | 11.                         |
| COHEN & STEERS INC                       | 17.                                     | 17.                         |
| COHU INC                                 | 19.                                     | 19.                         |
| COLGATE PALMOLIVE CO                     | 246.                                    | 246.                        |
| COMPASS MINERALS INTL INC                | 114.                                    | 114.                        |
| CONOCOPHILLIPS COM                       | 350.                                    | 350.                        |
| CUMMINS ENGINE INC                       | 330.                                    | 330.                        |
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STATEMENT 2



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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| DBS GROUP HLDGS LTD ADR SPONSORED        | 109.                                    | 109.                        |
| DTE ENERGY CO COM                        | 628.                                    | 628.                        |
| DEERE & CO.                              | 158.                                    | 158.                        |
| DEVON ENERGY CORPORATION NEW             | 44.                                     | 44.                         |
| DIAGEO PLC ADR SPONSORED NEW             | 484.                                    | 484.                        |
| DISCOVER FINANCIAL SERVICES              | 206.                                    | 206.                        |
| DOMINION RES INC VA NEW                  | 136.                                    | 136.                        |
| DONALDSON INC                            | 50.                                     | 50.                         |
| DOVER CORP                               | 227.                                    | 227.                        |
| DREYFUS INST CASH MGT FD #288            | 92.                                     | 92.                         |
| DUPONT E I DE NEMOURS & CO               | 455.                                    | 455.                        |
| DUKE ENERGY HLDG CORP                    | 99.                                     | 99.                         |
| EASTMAN CHEMICAL CO                      | 435.                                    | 435.                        |
| EMERSON ELECTRIC CO                      | 65.                                     | 65.                         |
| ENERGEN CORP COM                         | 24.                                     | 24.                         |
| ENSIGN ENERGY SERVICES INC               | 55.                                     | 55.                         |
| EUROPEAN AERO DEFENSE SPACE ADR          | 82.                                     | 82.                         |
| EXPEDITORS INTL WASH INC                 | 132.                                    | 132.                        |
| EXXON MOBIL CORP                         | 197.                                    | 197.                        |
| F M C CORP NEW                           | 111.                                    | 111.                        |
| FASTENAL CO COM                          | 88.                                     | 88.                         |
| FED FARM CREDIT BANK 3.050% 12/06/19     | 1,525.                                  | 1,525.                      |
| FEDERAL FARM CREDIT BANK 3.875% 01/12/21 | 1,938.                                  | 1,938.                      |
| FEDERAL FARM CREDIT BANK DTD 12/22/04 4. | 4,500.                                  | 4,500.                      |
| 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.                      |
| FEDL HOME LOAN BANK 1.700% 11/30/18      | 425.                                    | 425.                        |
| FEDL HOME LOAN BANK 1.000% 6/09/2017     | 290.                                    | 290.                        |
| 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.                      |

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STATEMENT 3

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| 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.                      |
| FINNING INTL INC COM NEW                 | 22.                                     | 22.                         |
| FIRST REP BK SAN FRANCISCO               | 41.                                     | 41.                         |
| FREEMPORT MCMORAN COPPER & GOLD          | 116.                                    | 116.                        |
| GARDNER DENVER INC                       | 3.                                      | 3.                          |
| GENERAL ELECTRIC                         | 286.                                    | 286.                        |
| GENERAL ELECTRIC CC 1.875% 9/16/2013     | 938.                                    | 938.                        |
| GENTEX CORP COM                          | 43.                                     | 43.                         |
| GENUINE PARTS CO                         | 180.                                    | 180.                        |
| GLACIER BANCORP INC                      | 141.                                    | 141.                        |
| GLAXO PLC SPONSORED ADR                  | 212.                                    | 212.                        |
| GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.3 | 1,094.                                  | 1,094.                      |
| GOLDMAN SACHS GROUP                      | 43.                                     | 43.                         |
| GOLDMAN SACHS GROUP INC DTD 08/27/02 5.7 | 5,700.                                  | 5,700.                      |
| GOODRICH B.F. CO                         | 38.                                     | 38.                         |
| W W GRAINGER INC                         | 286.                                    | 286.                        |
| GREENHILL & CO INC                       | 68.                                     | 68.                         |
| GROUP 1 AUTOMOTIVE INC                   | 46.                                     | 46.                         |
| HCP INC REIT                             | 272.                                    | 272.                        |
| HSBC HLDGS PLC ADR NEW                   | 265.                                    | 265.                        |
| HALLIBURTON CO                           | 34.                                     | 34.                         |
| JOHN HANCOCK FINL OPPORTUNITIES FUND     | 28.                                     | 28.                         |
| HARRIS TEETER SUPERMARKETS INC           | 82.                                     | 82.                         |
| HEALTHCARE SVCS GRP INC                  | 56.                                     | 56.                         |
| HEALTH CARE REI INC                      | 217.                                    | 217.                        |
| HEARTLAND EXPRESS INC                    | 5.                                      | 5.                          |
| HEINEKEN N V ADR                         | 42.                                     | 42.                         |
| HEINZ H.J. CO                            | 329.                                    | 329.                        |
| HELMERICH & PAYNE                        | 62.                                     | 62.                         |
| HESS CORP                                | 17.                                     | 17.                         |
| HONEYWELL INTL INC                       | 67.                                     | 67.                         |

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

| DESCRIPTION                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|---------------------------------|-----------------------------------------|-----------------------------|
| -----                           | -----                                   | -----                       |
| HORMEL FOODS CORP COM           | 26.                                     | 26.                         |
| HUMANA INC                      | 16.                                     | 16.                         |
| IBERIABANK CORP                 | 95.                                     | 95.                         |
| INTEL CORP                      | 305.                                    | 305.                        |
| INTERNATIONAL BUSINESS MACHINES | 368.                                    | 368.                        |
| INTUIT INC                      | 170.                                    | 170.                        |
| J P MORGAN CHASE & CO           | 108.                                    | 108.                        |
| JOHNSON & JOHNSON INC           | 150.                                    | 150.                        |
| KAO CORP SPONSORED ADR          | 77.                                     | 77.                         |
| KAYNE ANDERSON MLP INVSMNT C    | 156.                                    | 156.                        |
| KIMBERLY CLARK CORP             | 341.                                    | 341.                        |
| KOHL'S CORP                     | 62.                                     | 62.                         |
| KRAFT FOODS INC CL A            | 522.                                    | 522.                        |
| LANDAUER INC                    | 39.                                     | 39.                         |
| LILLY ELI & CO                  | 488.                                    | 488.                        |
| LINCOLN ELECTRIC HLDGS INC      | 78.                                     | 78.                         |
| LORILLARD INC                   | 20.                                     | 20.                         |
| MACYS INC                       | 332.                                    | 332.                        |
| MANNING & NAPIER INC            | 93.                                     | 93.                         |
| MANULIFE FINANCIAL CORPORATION  | 35.                                     | 35.                         |
| MARATHON OIL CORP               | 318.                                    | 318.                        |
| MARKETAXESS HLDGS INC           | 155.                                    | 155.                        |
| MARKS & SPENCER GROUP PLC ADR   | 152.                                    | 152.                        |
| MCDONALDS CORP                  | 119.                                    | 119.                        |
| MEAD JOHNSON NUTRITION CO       | 114.                                    | 114.                        |
| MERCK & CO INC NEW              | 350.                                    | 350.                        |
| MERIDIAN BIOSCIENCE INC         | 30.                                     | 30.                         |
| MICROSOFT CORP                  | 293.                                    | 293.                        |
| MICROSOFT CORP 2.950% 6/01/2014 | 1,475.                                  | 1,475.                      |
| MID-AMERICA APARTMENT CMNTYS    | 178.                                    | 178.                        |
| MONRO MUFFLER BRAKE INC         | 9.                                      | 9.                          |
| NATIONAL GRID PLC SPON ADR NEW  | 88.                                     | 88.                         |
| NATIONAL HEALTH INVESTORS INC   | 260.                                    | 260.                        |

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| NATIONAL OILWELL VARCO INC               | 183.                                    | 183.                        |
| NESTLE S.A. SPONSORED ADR REG SH         | 1,215.                                  | 1,215.                      |
| NEWELL RUBBERMAID INC                    | 75.                                     | 75.                         |
| NEXTERA ENERGY INC                       | 288.                                    | 288.                        |
| NISSAN MOTORS SPONSORED ADR              | 61.                                     | 61.                         |
| NORDSON CORP                             | 31.                                     | 31.                         |
| NOVARTIS ADR                             | 385.                                    | 385.                        |
| OCCIDENTAL PETROLEUM CORP                | 187.                                    | 187.                        |
| ORACLE CORPORATION                       | 41.                                     | 41.                         |
| OPPENHEIMER DEVELOPING MKTS Y #788       | 1,084.                                  | 1,084.                      |
| PPL CORP                                 | 71.                                     | 71.                         |
| PEPSICO INC                              | 21.                                     | 21.                         |
| PERRIGO CO                               | 21.                                     | 21.                         |
| PHILIP MORRIS INTL INC                   | 1,011.                                  | 1,011.                      |
| PHILLIPS 66                              | 23.                                     | 23.                         |
| PIMCO COMMODITY REAL RETURN STRATEGY INS | 729.                                    | 729.                        |
| PORSCHE AUTOMOBIL HLDG SE ADR            | 92.                                     | 92.                         |
| POTASH CORP SASKATCHEWAN INC             | 123.                                    | 123.                        |
| POWER INTEGRATIONS INC                   | 13.                                     | 13.                         |
| PRAXAIR INC                              | 87.                                     | 87.                         |
| PRICE T ROWE GROUP INC COM               | 22.                                     | 22.                         |
| PROASSURANCE CORP                        | 510.                                    | 510.                        |
| PROCTOR & GAMBLE CO                      | 120.                                    | 120.                        |
| PUBLIC SERVICE ENT GROUP INC             | 154.                                    | 154.                        |
| PUBLIC STORAGE INC COM                   | 15.                                     | 15.                         |
| QEP RES INC                              | 7.                                      | 7.                          |
| QUALCOMM INC                             | 249.                                    | 249.                        |
| QUEST DIAGNOSTICS INC                    | 14.                                     | 14.                         |
| QUESTAR CORP                             | 138.                                    | 138.                        |
| RPM INC, OHIO                            | 176.                                    | 176.                        |
| RANGE RES CORP                           | 7.                                      | 7.                          |
| REPSOL YPF S A SPONSORED ADR             | 204.                                    | 204.                        |
| RESMED INC                               | 48.                                     | 48.                         |

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| REYNOLDS AMERICAN INC                    | 106.                                    | 106.                        |
| RIO TINTO PLC SPON ADR                   | 492.                                    | 492.                        |
| RITCHIE BROS AUCTIONEERS                 | 33.                                     | 33.                         |
| ROPER INDS INC NEW                       | 25.                                     | 25.                         |
| ROSS STORES INC                          | 265.                                    | 265.                        |
| ROYAL DUTCH SHELL PLC SPON ADR B         | 636.                                    | 636.                        |
| RUDDICK CORP                             | 28.                                     | 28.                         |
| RYLAND GROUP INC                         | 10.                                     | 10.                         |
| SAFRAN S A ADR                           | 55.                                     | 55.                         |
| ST. JUDE MED INC.                        | 66.                                     | 66.                         |
| SAIPEM S P A ADR                         | 112.                                    | 112.                        |
| SCHLUMBERGER LTD                         | 422.                                    | 422.                        |
| SCHNITZER STL INDS                       | 46.                                     | 46.                         |
| CHARLES SCHWAB CO.                       | 94.                                     | 94.                         |
| SIGMA ALDRICH CORP                       | 14.                                     | 14.                         |
| SILGAN HOLDINGS INC                      | 14.                                     | 14.                         |
| SILICONWARE PRECISION INDS LTD SPONSORED | 226.                                    | 226.                        |
| SINGAPORE TELECOMMUNICATNS LSPON ADR NEW | 126.                                    | 126.                        |
| SMUCKER J M CO                           | 122.                                    | 122.                        |
| SOLERA HOLDINGS INC                      | 32.                                     | 32.                         |
| SOUTHERN CA EDISON CO 4.150% 9/15/14     | 2,075.                                  | 2,075.                      |
| SOUTHERN CO                              | 116.                                    | 116.                        |
| STARBUCKS CORP                           | 151.                                    | 151.                        |
| SUNCOR ENERGY INC NEW                    | 114.                                    | 114.                        |
| TJX COS INC NEW                          | 137.                                    | 137.                        |
| TECK RESOURCES LIMITED CL B              | 106.                                    | 106.                        |
| TELEFONICA DE ESPANA S.A.                | 161.                                    | 161.                        |
| TESCO PLC ADR SPONSORED                  | 55.                                     | 55.                         |
| TEVA PHARM INDUS ADR                     | 203.                                    | 203.                        |
| TEXAS ROADHOUSE INC                      | 19.                                     | 19.                         |
| 3M CO                                    | 153.                                    | 153.                        |
| TIME WARNER CABLE INC                    | 92.                                     | 92.                         |
| TOKYO ELECTRON LTD ADR                   | 30.                                     | 30.                         |

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STATEMENT 7

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

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| TORCHMARK CORP                       | 186.                                    | 186.                        |
| TORO CO                              | 70.                                     | 70.                         |
| TORTOISE ENERGY INFRASTRUCTURE C     | 31.                                     | 31.                         |
| TOTO LIMITED ADR                     | 55.                                     | 55.                         |
| TOTAL FINA SA ADR                    | 113.                                    | 113.                        |
| TRACTOR SUPPLY CO                    | 41.                                     | 41.                         |
| TRAVELERS COMPANIES INC              | 183.                                    | 183.                        |
| TRICAN WELL SVC LTD                  | 10.                                     | 10.                         |
| TUPPERWARE CORP                      | 126.                                    | 126.                        |
| US BANCORP DEL NEW                   | 435.                                    | 435.                        |
| ULTA SALON COSMETICS & FRAGRANCE INC | 39.                                     | 39.                         |
| UMPQUA HLDGS CORP                    | 82.                                     | 82.                         |
| UNILEVER PLC ADR SPON NEW            | 52.                                     | 52.                         |
| UNILEVER NV NEW                      | 655.                                    | 655.                        |
| UNION PACIFIC CORP                   | 294.                                    | 294.                        |
| UNITED PARCEL SERVICE                | 257.                                    | 257.                        |
| UNITED TECHNOLOGIES CORP             | 285.                                    | 285.                        |
| UNIVERSAL FST PRODS INC              | 28.                                     | 28.                         |
| US ECOLOGY INC                       | 32.                                     | 32.                         |
| V F CORP                             | 114.                                    | 114.                        |
| VALE S A ADR                         | 638.                                    | 638.                        |
| VANGUARD REIT ETF                    | 910.                                    | 910.                        |
| VERIZON COMMUNICATIONS               | 530.                                    | 530.                        |
| VISA INC CLASS A SHARES (V)          | 41.                                     | 41.                         |
| VODAFONE GROUP PLC NEW               | 992.                                    | 992.                        |
| W-D 40 CO.                           | 32.                                     | 32.                         |
| WABTEC CORP                          | 9.                                      | 9.                          |
| WADDELL & REED FINANCIAL CL A        | 188.                                    | 188.                        |
| WAL-MART STORES                      | 83.                                     | 83.                         |
| WALGREEN CO                          | 86.                                     | 86.                         |
| WELLS FARGO & CO NEW                 | 119.                                    | 119.                        |
| WEST PHARMACEUTICAL SVSC INC         | 29.                                     | 29.                         |
| WHOLE FOOD MARKET INC                | 809.                                    | 809.                        |

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

| DESCRIPTION                   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------|-----------------------------------------|-----------------------------|
| -----                         | -----                                   | -----                       |
| WINDSTREAM CORP               | 53.                                     | 53.                         |
| WYNDHAM WORLDWIDE CORP        | 462.                                    | 462.                        |
| YARA INTL ASA SPONSORED ADR   | 47.                                     | 47.                         |
| ACCENTURE PLC IRELAND CLASS A | 203.                                    | 203.                        |
| COOPER INDUSTRIES PLC         | 168.                                    | 168.                        |
| PARTNERRE LTD                 | 40.                                     | 40.                         |
| ACE LIMITED                   | 191.                                    | 191.                        |
| NOBLE CORPORATION             | 183.                                    | 183.                        |
| TRANSOCEAN LTD                | 296.                                    | 296.                        |
| U B S AG NEW                  | 17.                                     | 17.                         |
| CORE LABORATORIES N V ORD     | 34.                                     | 34.                         |
|                               | -----                                   | -----                       |
| TOTAL                         | 103,568.                                | 103,568.                    |
|                               | =====                                   | =====                       |

## FORM 990PF, PART I - ACCOUNTING FEES

=====

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



## FORM 990PF, PART I - TAXES

=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES                  | 1,180.                                           | 1,180.                               |
| FEDERAL TAX PAYMENT - PRIOR YE | 1,368.                                           |                                      |
| FEDERAL ESTIMATES - PRINCIPAL  | 2,876.                                           |                                      |
| FOREIGN TAXES ON QUALIFIED FOR | 152.                                             | 152.                                 |
|                                | -----                                            | -----                                |
| TOTALS                         | 5,576.                                           | 1,332.                               |
|                                | =====                                            | =====                                |

## FORM 990PF, PART I - OTHER EXPENSES

=====

| DESCRIPTION<br>-----          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|-------------------------------|--------------------------------------------------|--------------------------------------|
| OTHER NON-ALLOCABLE EXPENSE - | 126.                                             | 126.                                 |
| OTHER NON-ALLOCABLE EXPENSE - | 67.                                              | 67.                                  |
| TOTALS                        | -----<br>193.<br>=====                           | -----<br>193.<br>=====               |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| U.S OBLIGATIONS - SEE ATTACHED | 957,855.                      | 1,060,615.           |
|                                | -----                         | -----                |
| TOTALS                         | 957,855.                      | 1,060,615.           |
|                                | =====                         | =====                |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|----------------------|-------------------------------|----------------------|
| STOCK - SEE ATTACHED | 1,631,592.                    | 1,885,176.           |
|                      | -----                         | -----                |
| TOTALS               | 1,631,592.                    | 1,885,176.           |
|                      | =====                         | =====                |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION  
-----

ENDING  
BOOK VALUE  
-----  
ENDING  
FMV  
----

CORPORATE BONDS - SEE ATTACHED

444,938.

453,356.

TOTALS

444,938.

453,356.

MORTIMER R PROCTOR FOUNDATION 31V120015  
FORM 990PF, PART II - OTHER INVESTMENTS  
=====

03-6020099

| DESCRIPTION<br>-----        | COST/<br>FMV<br>C OR F<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|-----------------------------|---------------------------------|-------------------------------|----------------------|
| MUTUAL FUNDS - SEE ATTACHED | C                               | 249,483.                      | 268,673.             |
| TOTALS                      |                                 | 249,483.                      | 268,673.             |
|                             |                                 | =====                         | =====                |

**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.  
► Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

MORTIMER R PROCTOR FOUNDATION 31V120015

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<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>1a</b><br>SHORT-TERM CAPITAL GAIN DIVIDENDS                             |                                    |                                |                 |                                               | 477.                                                               |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |

|                                                                                                                                            |           |         |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                           | <b>1b</b> | -3,550. |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                           | <b>2</b>  |         |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                      | <b>3</b>  |         |
| <b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet             | <b>4</b>  | ( )     |
| <b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back | <b>5</b>  | -3,073. |

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

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>6a</b><br>LONG-TERM CAPITAL GAIN DIVIDENDS                              |                                    |                                |                 |                                               | 288.                                                               |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |
|                                                                            |                                    |                                |                 |                                               |                                                                    |

|                                                                                                                                              |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                              | <b>6b</b> | 243,949. |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                        | <b>7</b>  |          |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                         | <b>8</b>  |          |
| <b>9</b> Capital gain distributions                                                                                                          | <b>9</b>  | 54.      |
| <b>10</b> Gain from Form 4797, Part I                                                                                                        | <b>10</b> |          |
| <b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet              | <b>11</b> | ( )      |
| <b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back | <b>12</b> | 244,291. |

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

Schedule D (Form 1041) 2012

| <b>Part III Summary of Parts I and II</b>                          |                                                                       | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>Caution: Read the instructions before completing this part.</b> |                                                                       |                                 |                         |           |
| <b>13</b>                                                          | <b>Net short-term gain or (loss)</b> . . . . .                        | <b>13</b>                       |                         | -3,073.   |
| <b>14</b>                                                          | <b>Net long-term gain or (loss):</b>                                  |                                 |                         |           |
| a                                                                  | Total for year . . . . .                                              | <b>14a</b>                      |                         | 244,291.  |
| b                                                                  | Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .   | <b>14b</b>                      |                         |           |
| c                                                                  | 28% rate gain . . . . .                                               | <b>14c</b>                      |                         |           |
| <b>15</b>                                                          | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶ | <b>15</b>                       |                         | 241,218.  |

**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.

| <b>Part IV Capital Loss Limitation</b> |                                                                                                                                                                                        |
|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>16</b>                              | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:<br>a The loss on line 15, column (3) or b \$3,000 . . . . . |
| <b>16</b>                              | ( )                                                                                                                                                                                    |

**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.

| <b>Part V Tax Computation Using Maximum Capital Gains Rates</b>                                                                                                                                                                                                                                                                                                           |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Form 1041 filers.</b> Complete this part <b>only</b> 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.                                                                                                                         |  |
| <b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if:<br>• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or<br>• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.                                                                                                            |  |
| <b>Form 990-T trusts.</b> Complete this part <b>only</b> 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 <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero. |  |

|           |                                                                                                                                                                                                                                                          |           |  |  |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .                                                                                                                                                                          | <b>17</b> |  |  |
| <b>18</b> | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .                                                                                                                                                                | <b>18</b> |  |  |
| <b>19</b> | 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) . . . . .                                                                                     | <b>19</b> |  |  |
| <b>20</b> | Add lines 18 and 19 . . . . .                                                                                                                                                                                                                            | <b>20</b> |  |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶                                                                                                                                                  | <b>21</b> |  |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- . . . . .                                                                                                                                                                                      | <b>22</b> |  |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- . . . . .                                                                                                                                                                                      | <b>23</b> |  |  |
| <b>24</b> | Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .                                                                                                                                                                                   | <b>24</b> |  |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box.<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . | <b>25</b> |  |  |
| <b>26</b> | Subtract line 25 from line 24 . . . . .                                                                                                                                                                                                                  | <b>26</b> |  |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .                                          | <b>27</b> |  |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .                                                                                                                                                                                 | <b>28</b> |  |  |
| <b>29</b> | Subtract line 28 from line 27 . . . . .                                                                                                                                                                                                                  | <b>29</b> |  |  |
| <b>30</b> | Multiply line 29 by 15% (.15) . . . . .                                                                                                                                                                                                                  | <b>30</b> |  |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                             | <b>31</b> |  |  |
| <b>32</b> | Add lines 30 and 31 . . . . .                                                                                                                                                                                                                            | <b>32</b> |  |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                             | <b>33</b> |  |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .                                                                                           | <b>34</b> |  |  |

Schedule D (Form 1041) 2012



**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2012**

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

MORTIMER R PROCTOR FOUNDATION 31V120015

Employer identification number

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 175. HORMEL FOODS CORP COM                                          | 05/19/2011                            | 03/01/2012                     | 4,963.00        | 5,288.00                                      | -325.00                                     |
| 316. ST. JUDE MED INC.                                                 | 05/13/2011                            | 03/13/2012                     | 13,358.00       | 16,295.00                                     | -2,937.00                                   |
| 40. APTARGROUP INC                                                     | 10/12/2011                            | 03/15/2012                     | 2,194.00        | 1,925.00                                      | 269.00                                      |
| 50. BUCKLE INC                                                         | 08/31/2011                            | 03/15/2012                     | 2,434.00        | 1,960.00                                      | 474.00                                      |
| 39. CACI INTERNATIONAL INC                                             | 02/08/2012                            | 03/15/2012                     | 2,418.00        | 2,287.00                                      | 131.00                                      |
| 24. FOSSIL INC COM                                                     | 02/03/2012                            | 03/15/2012                     | 3,039.00        | 2,410.00                                      | 629.00                                      |
| 29. GENESEE & WYO INC                                                  | 04/15/2011                            | 03/15/2012                     | 1,735.00        | 1,717.00                                      | 18.00                                       |
| 51. HAIN CELESTIAL GROUP I                                             | 02/06/2012                            | 03/15/2012                     | 2,182.00        | 2,146.00                                      | 36.00                                       |
| 83. HEXCEL CORP NEW                                                    | 09/29/2011                            | 03/15/2012                     | 2,033.00        | 1,834.00                                      | 199.00                                      |
| 42. KIRBY CORP                                                         | 04/04/2011                            | 03/15/2012                     | 2,927.00        | 2,411.00                                      | 516.00                                      |
| 37. SKYWORKS SOLUTIONS INC                                             | 12/01/2011                            | 03/15/2012                     | 1,041.00        | 790.00                                        | 251.00                                      |
| 62. SOLARWINDS INC                                                     | 02/16/2012                            | 03/15/2012                     | 2,394.00        | 2,338.00                                      | 56.00                                       |
| 46. TERADATA CORP DEL                                                  | 05/04/2011                            | 03/15/2012                     | 3,132.00        | 2,482.00                                      | 650.00                                      |
| 60. GENESEE & WYO INC                                                  | 04/15/2011                            | 04/05/2012                     | 3,245.00        | 3,551.00                                      | -306.00                                     |
| 16. ABBOTT LABS                                                        | 06/09/2011                            | 05/16/2012                     | 1,002.00        | 829.00                                        | 173.00                                      |
| 35. AIR METHODS CORP                                                   | 06/22/2011                            | 05/16/2012                     | 3,250.00        | 2,518.00                                      | 732.00                                      |
| 48. ALTRIA GROUP INC                                                   | 11/11/2011                            | 05/16/2012                     | 1,531.00        | 1,334.00                                      | 197.00                                      |
| 572.99957 ARM HLDGS PLC SP                                             | 04/25/2012                            | 05/16/2012                     | 13,265.00       | 15,187.00                                     | -1,922.00                                   |
| 169.00043 ARM HLDGS PLC SP                                             | 11/29/2011                            | 05/16/2012                     | 3,912.00        | 4,528.00                                      | -616.00 *                                   |
| 14. ASTRAZENeca PLC SPONSO                                             | 10/17/2011                            | 05/16/2012                     | 591.00          | 660.00                                        | -69.00                                      |
| 606. BB&T CORP                                                         | 02/10/2012                            | 05/16/2012                     | 18,671.00       | 17,864.00                                     | 807.00                                      |
| 72. BUCKLE INC                                                         | 08/31/2011                            | 05/16/2012                     | 2,986.00        | 2,822.00                                      | 164.00                                      |
| 58. CACI INTERNATIONAL INC                                             | 02/08/2012                            | 05/16/2012                     | 2,640.00        | 3,401.00                                      | -761.00                                     |
| 69. CAMDEN PPTY TR SH BEN                                              | 08/26/2011                            | 05/16/2012                     | 4,608.00        | 4,433.00                                      | 175.00                                      |

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

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

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2012**

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

MORTIMER R PROCTOR FOUNDATION 31V120015

Employer identification number

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 37. CENTURYTEL INC                                                   | 02/07/2012                              | 05/16/2012                       | 1,430.00        | 1,309.00                                      | 121.00                                      |
| 1060. CISCO SYSTEMS INC                                                 | 06/21/2011                              | 05/16/2012                       | 17,649.00       | 16,218.00                                     | 1,431.00                                    |
| 268. COACH INC COM                                                      | 09/19/2011                              | 05/16/2012                       | 18,020.00       | 16,091.00                                     | 1,929.00                                    |
| 16. CONOCOPHILLIPS COM                                                  | 05/04/2012                              | 05/16/2012                       | 840.00          | 850.00                                        | -10.00 *                                    |
| 198. DOLLAR TREE INC                                                    | 11/29/2011                              | 05/16/2012                       | 20,027.00       | 15,687.00                                     | 4,340.00                                    |
| 86. ENERGEN CORP COM                                                    | 07/20/2011                              | 05/16/2012                       | 3,813.00        | 5,239.00                                      | -1,426.00                                   |
| 95. FEI CO                                                              | 06/30/2011                              | 05/16/2012                       | 4,243.00        | 3,809.00                                      | 434.00                                      |
| 27. FOSSIL INC COM                                                      | 02/03/2012                              | 05/16/2012                       | 1,942.00        | 2,712.00                                      | -770.00                                     |
| 190. GRAND CANYON ED INC                                                | 12/29/2011                              | 05/16/2012                       | 3,409.00        | 3,012.00                                      | 397.00                                      |
| 42. HCP INC REIT                                                        | 11/14/2011                              | 05/16/2012                       | 1,720.00        | 1,611.00                                      | 109.00                                      |
| 82. HAIN CELESTIAL GROUP I                                              | 02/06/2012                              | 05/16/2012                       | 4,431.00        | 3,451.00                                      | 980.00                                      |
| 143. HEXCEL CORP NEW                                                    | 09/29/2011                              | 05/16/2012                       | 3,729.00        | 3,159.00                                      | 570.00                                      |
| 30. J P MORGAN CHASE & CO                                               | 03/26/2012                              | 05/16/2012                       | 1,068.00        | 1,377.00                                      | -309.00                                     |
| 16. LILLY ELI & CO                                                      | 02/07/2012                              | 05/16/2012                       | 652.00          | 632.00                                        | 20.00                                       |
| 204. MEAD JOHNSON NUTRITIO                                              | 08/12/2011                              | 05/16/2012                       | 17,254.00       | 14,103.00                                     | 3,151.00                                    |
| 473. MERCK & CO INC NEW                                                 | 01/06/2012                              | 05/16/2012                       | 18,083.00       | 15,912.00                                     | 2,171.00                                    |
| 10. MONRO MUFFLER BRAKE IN                                              | 06/22/2011                              | 05/16/2012                       | 392.00          | 338.00                                        | 54.00                                       |
| 83. MYLAN LABORATORS INC                                                | 10/18/2011                              | 05/16/2012                       | 1,761.00        | 1,430.00                                      | 331.00                                      |
| 42. NATIONAL GRID PLC SPON                                              | 01/09/2012                              | 05/16/2012                       | 2,237.00        | 2,041.00                                      | 196.00                                      |
| 135. NETGEAR INC                                                        | 02/03/2012                              | 05/16/2012                       | 4,655.00        | 5,828.00                                      | -1,173.00                                   |
| 68. OIL STS INTL INC                                                    | 03/01/2012                              | 05/16/2012                       | 4,727.00        | 5,814.00                                      | -1,087.00                                   |
| 35. PPL CORP                                                            | 06/03/2011                              | 05/16/2012                       | 956.00          | 977.00                                        | -21.00                                      |
| 20. PEPSICO INC                                                         | 10/11/2011                              | 05/16/2012                       | 1,377.00        | 1,217.00                                      | 160.00                                      |
| 250. RAYTHEON CO NEW                                                    | 04/11/2012                              | 05/16/2012                       | 12,775.00       | 12,930.00                                     | -155.00                                     |

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2012**

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

|                                                                           |                                                     |
|---------------------------------------------------------------------------|-----------------------------------------------------|
| Name of estate or trust<br><b>MORTIMER R PROCTOR FOUNDATION 31V120015</b> | Employer identification number<br><b>03-6020099</b> |
|---------------------------------------------------------------------------|-----------------------------------------------------|

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| <b>1a</b> 181. ROPER INDS INC NEW                                      | 03/13/2012                            | 05/16/2012                     | 18,185.00       | 17,543.00                                     | 642.00                                      |
| 80. SCIQUEST INC                                                       | 08/29/2011                            | 05/16/2012                     | 1,187.00        | 1,179.00                                      | 8.00                                        |
| 72. SIGMA ALDRICH CORP                                                 | 06/09/2011                            | 05/16/2012                     | 5,023.00        | 4,893.00                                      | 130.00                                      |
| 127. SKYWORKS SOLUTIONS IN                                             | 12/01/2011                            | 05/16/2012                     | 3,261.00        | 2,061.00                                      | 1,200.00                                    |
| 93. SOLARWINDS INC                                                     | 02/16/2012                            | 05/16/2012                     | 4,201.00        | 3,507.00                                      | 694.00                                      |
| 30. STIFEL FINL CORP                                                   | 06/30/2011                            | 05/16/2012                     | 987.00          | 1,081.00                                      | -94.00                                      |
| 32. TELEFONICA DE ESPANA S                                             | 06/09/2011                            | 05/16/2012                     | 395.00          | 760.00                                        | -365.00                                     |
| 248. TERADATA CORP DEL                                                 | 09/23/2011                            | 05/16/2012                     | 16,848.00       | 13,034.00                                     | 3,814.00                                    |
| 20. TEXAS ROADHOUSE INC                                                | 03/27/2012                            | 05/16/2012                     | 359.00          | 339.00                                        | 20.00                                       |
| 26. TOTAL FINA SA ADR                                                  | 10/17/2011                            | 05/16/2012                     | 1,154.00        | 1,342.00                                      | -188.00                                     |
| 297. TRAVELERS COMPANIES I                                             | 02/09/2012                            | 05/16/2012                     | 18,951.00       | 17,798.00                                     | 1,153.00                                    |
| 118. V F CORP                                                          | 02/27/2012                            | 05/16/2012                     | 16,282.00       | 17,527.00                                     | -1,245.00                                   |
| 24. VENTAS INC                                                         | 04/16/2012                            | 05/16/2012                     | 1,387.00        | 1,355.00                                      | 32.00                                       |
| 382.00261 WALGREEN CO                                                  | 04/26/2012                            | 05/16/2012                     | 12,545.00       | 13,350.00                                     | -805.00                                     |
| 144.99739 WALGREEN CO                                                  | 08/23/2011                            | 05/16/2012                     | 4,762.00        | 5,021.00                                      | -259.00 *                                   |
| 280. G CHECK PT SOFTWARD F                                             | 08/12/2011                            | 05/16/2012                     | 15,036.00       | 15,272.00                                     | -236.00                                     |
| 1255. AU OPTRONICS                                                     | 05/16/2012                            | 07/25/2012                     | 3,852.00        | 5,247.00                                      | -1,395.00                                   |
| 15. AGRIMUM INC                                                        | 05/16/2012                            | 07/25/2012                     | 1,402.00        | 1,183.00                                      | 219.00                                      |
| 115. ASHAI KASEI CORP ADR                                              | 05/16/2012                            | 07/25/2012                     | 1,172.00        | 1,305.00                                      | -133.00                                     |
| 400. BORG WARNER AUTOMOTIV                                             | 05/16/2012                            | 07/25/2012                     | 24,512.00       | 30,340.00                                     | -5,828.00                                   |
| 55. COCA-COLA ENTERPRISES                                              | 05/16/2012                            | 07/25/2012                     | 1,536.00        | 1,590.00                                      | -54.00                                      |
| 95. DEUTSCHE POST AG SPONS                                             | 05/16/2012                            | 07/25/2012                     | 1,618.00        | 1,610.00                                      | 8.00                                        |
| 480. DOVER CORP                                                        | 05/16/2012                            | 07/25/2012                     | 24,317.00       | 27,388.00                                     | -3,071.00                                   |
| 40. EUROPEAN AERO DEFENSE                                              | 05/16/2012                            | 07/25/2012                     | 1,355.00        | 1,504.00                                      | -149.00                                     |

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

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

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2012**

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

MORTIMER R PROCTOR FOUNDATION 31V120015

Employer identification number

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 260. F M C CORP NEW                                                 | 05/16/2012                              | 07/25/2012                       | 13,879.00       | 13,123.00                                     | 756.00                                      |
| 170. GENTEX CORP COM                                                   | 05/16/2012                              | 07/25/2012                       | 2,540.00        | 3,866.00                                      | -1,326.00                                   |
| 165. J P MORGAN CHASE & CO                                             | 03/26/2012                              | 07/25/2012                       | 5,757.00        | 7,572.00                                      | -1,815.00                                   |
| 215. KOMATSU LTD                                                       | 05/16/2012                              | 07/25/2012                       | 4,517.00        | 5,240.00                                      | -723.00                                     |
| 455. MARKS & SPENCER GROUP                                             | 05/16/2012                              | 07/25/2012                       | 4,377.00        | 5,046.00                                      | -669.00                                     |
| 330. NTT DOCOMO INC                                                    | 05/16/2012                              | 07/25/2012                       | 5,392.00        | 5,320.00                                      | 72.00                                       |
| 80. NISSAN MOTORS SPONSORE                                             | 05/16/2012                              | 07/25/2012                       | 1,449.00        | 1,505.00                                      | -56.00                                      |
| 975. PORSCHE AUTOMOBIL HLD                                             | 05/16/2012                              | 07/25/2012                       | 4,594.00        | 5,207.00                                      | -613.00                                     |
| 35. PROCTOR & GAMBLE CO                                                | 05/16/2012                              | 07/25/2012                       | 2,243.00        | 2,255.00                                      | -12.00                                      |
| 305. REPSOL YPF S A SPONSO                                             | 05/16/2012                              | 07/25/2012                       | 4,029.00        | 5,231.00                                      | -1,202.00                                   |
| 155. SAFRAN S A ADR                                                    | 05/16/2012                              | 07/25/2012                       | 4,975.00        | 5,482.00                                      | -507.00                                     |
| 90. SEVEN & I HLDGS CO LTD                                             | 05/16/2012                              | 07/25/2012                       | 5,755.00        | 5,322.00                                      | 433.00                                      |
| 955. SILICONWARE PRECISION<br>SPONSORED ADR - SPIL                     | 05/16/2012                              | 07/25/2012                       | 4,387.00        | 5,118.00                                      | -731.00                                     |
| 40. SINGAPORE TELECOMMUNIC<br>ADR NEW06                                | 05/16/2012                              | 07/25/2012                       | 1,086.00        | 992.00                                        | 94.00                                       |
| 65. SONY FINL HLDGS INC AD                                             | 05/16/2012                              | 07/25/2012                       | 985.00          | 957.00                                        | 28.00                                       |
| 20. SYNGENTA AG ADR SPONSO                                             | 05/16/2012                              | 07/25/2012                       | 1,292.00        | 1,315.00                                      | -23.00                                      |
| 50. TECHNIP ADR                                                        | 05/16/2012                              | 07/25/2012                       | 1,289.00        | 1,189.00                                      | 100.00                                      |
| 280. TESCO PLC ADR SPONSOR                                             | 05/16/2012                              | 07/25/2012                       | 4,080.00        | 4,290.00                                      | -210.00                                     |
| 70. WATERS CORP                                                        | 05/16/2012                              | 07/25/2012                       | 5,253.00        | 6,301.00                                      | -1,048.00                                   |
| 110. DAIMLER-CHRYSLER AG                                               | 05/16/2012                              | 07/25/2012                       | 5,015.00        | 5,333.00                                      | -318.00                                     |
| 230. ACE LIMITED                                                       | 05/16/2012                              | 07/25/2012                       | 16,599.00       | 17,337.00                                     | -738.00                                     |
| 90. PAR PHARMACEUTICAL COM                                             | 07/25/2012                              | 10/11/2012                       | 4,500.00        | 4,509.00                                      | -9.00                                       |
|                                                                        |                                         |                                  |                 |                                               |                                             |
|                                                                        |                                         |                                  |                 |                                               |                                             |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b **-3,550.00**

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

Schedule D-1 (Form 1041) 2012

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41 -

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

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 37. CONSOLIDATED EDISON IN                                          | 06/07/2010                            | 01/06/2012                     | 2,195.00        | 1,627.00                                      | 568.00                                      |
| 33. DOMINION RES INC VA NE                                             | 02/04/2009                            | 01/06/2012                     | 1,699.00        | 1,214.00                                      | 485.00                                      |
| 17. MCDONALDS CORP                                                     | 10/07/2009                            | 01/06/2012                     | 1,713.00        | 940.00                                        | 773.00                                      |
| 95. COACH INC COM                                                      | 11/02/2009                            | 02/01/2012                     | 6,713.00        | 3,150.00                                      | 3,563.00                                    |
| 170. GENTEX CORP COM                                                   | 04/23/2010                            | 02/02/2012                     | 4,556.00        | 3,904.00                                      | 652.00                                      |
| 100. NORDSON CORP                                                      | 04/23/2010                            | 02/06/2012                     | 4,793.00        | 3,781.00                                      | 1,012.00                                    |
| 39. CINCINNATI FINANCIAL C                                             | 02/05/2010                            | 02/07/2012                     | 1,309.00        | 1,028.00                                      | 281.00                                      |
| 75. PERRIGO CO                                                         | 11/24/2008                            | 02/08/2012                     | 6,976.00        | 2,454.00                                      | 4,522.00                                    |
| 275. PRICE T ROWE GROUP IN                                             | 08/06/2008                            | 02/09/2012                     | 16,036.00       | 17,093.00                                     | -1,057.00                                   |
| 520. FASTENAL CO COM                                                   | 04/21/2010                            | 02/10/2012                     | 24,961.00       | 14,039.00                                     | 10,922.00                                   |
| 118. FMC TECHNOLOGIES INC                                              | 06/22/2009                            | 02/15/2012                     | 5,983.00        | 2,119.00                                      | 3,864.00                                    |
| 255. SMUCKER J M CO                                                    | 12/03/2009                            | 02/17/2012                     | 18,691.00       | 15,206.00                                     | 3,485.00                                    |
| 15. TRACTOR SUPPLY CO                                                  | 01/17/2007                            | 03/09/2012                     | 1,316.00        | 380.00                                        | 936.00                                      |
| 15. TUPPERWARE CORP                                                    | 01/09/2007                            | 03/09/2012                     | 957.00          | 339.00                                        | 618.00                                      |
| 37. ANSYS INC                                                          | 12/10/2010                            | 03/15/2012                     | 2,421.00        | 1,933.00                                      | 488.00                                      |
| 32. DONALDSON INC                                                      | 08/12/2010                            | 03/15/2012                     | 2,341.00        | 1,415.00                                      | 926.00                                      |
| 38. DRESSER-RAND GROUP INC                                             | 01/28/2011                            | 03/15/2012                     | 1,935.00        | 1,727.00                                      | 208.00                                      |
| 20. F M C CORP NEW                                                     | 11/08/2010                            | 03/15/2012                     | 1,994.00        | 1,541.00                                      | 453.00                                      |
| 20. W W GRAINGER INC                                                   | 10/20/2009                            | 03/15/2012                     | 4,292.00        | 1,898.00                                      | 2,394.00                                    |
| 81. HMS HLDGS CORP                                                     | 07/08/2010                            | 03/15/2012                     | 2,501.00        | 1,518.00                                      | 983.00                                      |
| 63. INFORMATICA CORP                                                   | 02/25/2009                            | 03/15/2012                     | 3,259.00        | 820.00                                        | 2,439.00                                    |
| 45. MICROS SYS INC                                                     | 02/13/2008                            | 03/15/2012                     | 2,493.00        | 1,605.00                                      | 888.00                                      |
| 107. MYLAN LABORATORS INC                                              | 02/11/2010                            | 03/15/2012                     | 2,456.00        | 1,937.00                                      | 519.00                                      |
| 51. O REILLY AUTOMOTIVE IN                                             | 01/27/2010                            | 03/15/2012                     | 4,588.00        | 1,935.00                                      | 2,653.00                                    |
| 13. PANERA BREAD CO CL A                                               | 01/27/2010                            | 03/15/2012                     | 2,137.00        | 930.00                                        | 1,207.00                                    |

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

Schedule D-1 (Form 1041) 2012

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Employer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh. 7% preferred of "Z" Co.) | (b) Date<br>acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|--------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 68. ROSS STORES INC                                                   | 06/09/2010                              | 03/15/2012                       | 3,826.00        | 1,919.00                                      | 1,907.00                                    |
| 152. SKYWORKS SOLUTIONS INC                                              | 01/13/2011                              | 03/15/2012                       | 4,276.00        | 4,818.00                                      | -542.00                                     |
| 31. ULTA SALON COSMETICS &<br>INC                                        | 01/13/2011                              | 03/15/2012                       | 2,814.00        | 1,151.00                                      | 1,663.00                                    |
| 16. V F CORP                                                             | 02/21/2007                              | 03/15/2012                       | 2,361.00        | 1,280.00                                      | 1,081.00                                    |
| 26. CORE LABORATORIES N V                                                | 12/29/2006                              | 03/15/2012                       | 3,284.00        | 1,047.00                                      | 2,237.00                                    |
| 113. ADTRAN INC COM                                                      | 02/18/2011                              | 03/16/2012                       | 3,478.00        | 5,286.00                                      | -1,808.00                                   |
| 68. GARDNER DENVER INC                                                   | 01/28/2011                              | 03/21/2012                       | 4,366.00        | 4,902.00                                      | -536.00                                     |
| 30. TRACTOR SUPPLY CO                                                    | 01/17/2007                              | 03/27/2012                       | 2,739.00        | 760.00                                        | 1,979.00                                    |
| 30. ALTRIA GROUP INC                                                     | 04/07/2008                              | 04/11/2012                       | 938.00          | 658.00                                        | 280.00                                      |
| 30. BRISTOL MYERS SQUIBB C                                               | 12/28/2006                              | 04/11/2012                       | 980.00          | 791.00                                        | 189.00                                      |
| 25. CHEVRONTXACO CORP                                                    | 12/28/2006                              | 04/11/2012                       | 2,530.00        | 1,859.00                                      | 671.00                                      |
| 35. DIAGEO PLC ADR SPONSOR                                               | 12/28/2006                              | 04/11/2012                       | 3,352.00        | 2,798.00                                      | 554.00                                      |
| 60. DOMINION RES INC VA NE                                               | 07/21/2010                              | 04/11/2012                       | 3,013.00        | 2,511.00                                      | 502.00                                      |
| 10. GENUINE PARTS CO                                                     | 12/28/2006                              | 04/11/2012                       | 617.00          | 479.00                                        | 138.00                                      |
| 40. MICROSOFT CORP                                                       | 09/07/2010                              | 04/11/2012                       | 1,216.00        | 968.00                                        | 248.00                                      |
| 30. PHILIP MORRIS INTL INC                                               | 12/28/2006                              | 04/11/2012                       | 2,627.00        | 1,354.00                                      | 1,273.00                                    |
| 80. VERIZON COMMUNICATIONS                                               | 12/28/2006                              | 04/11/2012                       | 2,994.00        | 2,843.00                                      | 151.00                                      |
| 7. PHILIP MORRIS INTL INC                                                | 05/18/2007                              | 04/16/2012                       | 610.00          | 339.00                                        | 271.00                                      |
| 9. PROCTOR & GAMBLE CO                                                   | 03/02/2009                              | 04/16/2012                       | 603.00          | 429.00                                        | 174.00                                      |
| 690. NOKIA CORP SPONSORED                                                | 01/05/2009                              | 04/17/2012                       | 2,801.00        | 10,990.00                                     | -8,189.00                                   |
| 132. STARBUCKS CORP                                                      | 06/21/2010                              | 04/25/2012                       | 7,791.00        | 3,723.00                                      | 4,068.00                                    |
| 20. TRACTOR SUPPLY CO                                                    | 01/17/2007                              | 04/25/2012                       | 1,960.00        | 506.00                                        | 1,454.00                                    |
| 1. APPLE COMPUTER, INC                                                   | 09/23/2008                              | 04/26/2012                       | 607.00          | 130.00                                        | 477.00                                      |
| 9. INTUITIVE SURGICAL INC                                                | 08/26/2010                              | 04/26/2012                       | 5,190.00        | 2,462.00                                      | 2,728.00                                    |
| 20. SOURCEFIRE INC                                                       | 05/24/2010                              | 04/30/2012                       | 1,012.00        | 381.00                                        | 631.00                                      |

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

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Employer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 26. PHILLIPS 66                                                     | 04/12/2010                            | 05/04/2012                     | 802.00          | 608.00                                        | 194.00                                      |
| 349. AT&T INC                                                          | 05/05/2008                            | 05/16/2012                     | 11,607.00       | 12,619.00                                     | -1,012.00                                   |
| 19. ABBOTT LABS                                                        | 05/14/2010                            | 05/16/2012                     | 1,189.00        | 918.00                                        | 271.00                                      |
| 26. ABBOTT LABS                                                        | 03/03/2011                            | 05/16/2012                     | 1,628.00        | 1,258.00                                      | 370.00                                      |
| 559. ALTRIA GROUP INC                                                  | 04/15/2008                            | 05/16/2012                     | 17,832.00       | 11,652.00                                     | 6,180.00                                    |
| 110. AMERICAN CAMPUS CMNTY                                             | 12/29/2006                            | 05/16/2012                     | 4,893.00        | 3,134.00                                      | 1,759.00                                    |
| 79. ASTRAZENECA PLC SPONSO                                             | 05/11/2011                            | 05/16/2012                     | 3,337.00        | 3,836.00                                      | -499.00                                     |
| 300. ASTRAZENECA PLC SPONS                                             | 07/09/2008                            | 05/16/2012                     | 12,672.00       | 14,484.00                                     | -1,812.00                                   |
| 110. AXA ADR                                                           | 01/05/2007                            | 05/16/2012                     | 1,306.00        | 4,465.00                                      | -3,159.00                                   |
| 190. BASF AG SPONSORED ADR                                             | 01/05/2007                            | 05/16/2012                     | 13,816.00       | 9,053.00                                      | 4,763.00                                    |
| 107. BCE INC NEW                                                       | 05/18/2010                            | 05/16/2012                     | 4,314.00        | 2,248.00                                      | 2,066.00                                    |
| 165. BECTON DICKINSON & CO                                             | 01/08/2007                            | 05/16/2012                     | 12,542.00       | 11,585.00                                     | 957.00                                      |
| 535. BHP BILLITON LIMITED<br>ADR                                       | 01/05/2007                            | 05/16/2012                     | 34,716.00       | 19,832.00                                     | 14,884.00                                   |
| 150. BOEING CO                                                         | 05/11/2009                            | 05/16/2012                     | 10,839.00       | 6,727.00                                      | 4,112.00                                    |
| 542. BRISTOL MYERS SQUIBB                                              | 02/14/2008                            | 05/16/2012                     | 17,837.00       | 14,487.00                                     | 3,350.00                                    |
| 195. BRITISH AMERICAN TOBA                                             | 12/26/2007                            | 05/16/2012                     | 19,094.00       | 12,982.00                                     | 6,112.00                                    |
| 150. BROOKFIELD ASSET MGMT<br>REIT                                     | 01/05/2007                            | 05/16/2012                     | 4,716.00        | 4,628.00                                      | 88.00                                       |
| 438. CANADIAN NATL RY CO                                               | 06/17/2009                            | 05/16/2012                     | 35,793.00       | 18,479.00                                     | 17,314.00                                   |
| 200. CANADIAN NAT RES LTD                                              | 01/05/2007                            | 05/16/2012                     | 5,784.00        | 4,703.00                                      | 1,081.00                                    |
| 300. CANADIAN PAC RY LTD                                               | 12/15/2010                            | 05/16/2012                     | 22,502.00       | 18,473.00                                     | 4,029.00                                    |
| 272. CAPITAL ONE FINL CORP                                             | 03/14/2011                            | 05/16/2012                     | 13,709.00       | 13,129.00                                     | 580.00                                      |
| 90. CAVIUM INC                                                         | 03/30/2011                            | 05/16/2012                     | 2,203.00        | 3,656.00                                      | -1,453.00                                   |
| 78. CENTURYTEL INC                                                     | 05/14/2010                            | 05/16/2012                     | 3,015.00        | 2,761.00                                      | 254.00                                      |
| 194. CERNER CORP                                                       | 03/15/2011                            | 05/16/2012                     | 15,394.00       | 9,825.00                                      | 5,569.00                                    |
| 50. CHEVRONTXACO CORP                                                  | 12/28/2006                            | 05/16/2012                     | 5,012.00        | 3,717.00                                      | 1,295.00                                    |

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

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Employer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo , day , yr ) | (c) Date sold<br>(mo , day , yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|------------------------------------------|-----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 110. CHURCH & DWIGHT INC                                             | 03/22/2007                               | 05/16/2012                        | 5,940.00        | 2,735.00                                      | 3,205.00                                    |
| 75. CLARCOR INC                                                         | 01/09/2007                               | 05/16/2012                        | 3,689.00        | 2,535.00                                      | 1,154.00                                    |
| 30. CLARCOR INC                                                         | 03/30/2011                               | 05/16/2012                        | 1,476.00        | 1,335.00                                      | 141.00                                      |
| 65. CLEARBRIDGE ENERGY MLP                                              | 07/02/2010                               | 05/16/2012                        | 1,420.00        | 1,330.00                                      | 90.00                                       |
| 263. COCA COLA CO                                                       | 09/07/2010                               | 05/16/2012                        | 20,101.00       | 14,853.00                                     | 5,248.00                                    |
| 105. COGNEX                                                             | 07/31/2008                               | 05/16/2012                        | 3,717.00        | 1,953.00                                      | 1,764.00                                    |
| 115. COHEN & STEERS INC                                                 | 07/27/2010                               | 05/16/2012                        | 3,801.00        | 2,995.00                                      | 806.00                                      |
| 20. COHEN & STEERS INC                                                  | 03/18/2011                               | 05/16/2012                        | 661.00          | 548.00                                        | 113.00                                      |
| 160. COHU INC                                                           | 05/04/2009                               | 05/16/2012                        | 1,512.00        | 2,572.00                                      | -1,060.00                                   |
| 205. COLGATE PALMOLIVE CO                                               | 01/08/2007                               | 05/16/2012                        | 20,803.00       | 13,418.00                                     | 7,385.00                                    |
| 159. CONOCOPHILLIPS COM                                                 | 04/12/2010                               | 05/16/2012                        | 8,349.00        | 6,222.00                                      | 2,127.00                                    |
| 182. DEERE & CO.                                                        | 03/19/2010                               | 05/16/2012                        | 13,484.00       | 10,743.00                                     | 2,741.00                                    |
| 218. DEVON ENERGY CORPORAT                                              | 06/10/2010                               | 05/16/2012                        | 13,455.00       | 14,438.00                                     | -983.00                                     |
| 270. DIAGEO PLC ADR SPONSO                                              | 09/25/2007                               | 05/16/2012                        | 26,428.00       | 22,013.00                                     | 4,415.00                                    |
| 198. DOMINION RES INC VA N                                              | 07/21/2010                               | 05/16/2012                        | 10,365.00       | 8,144.00                                      | 2,221.00                                    |
| 70. DRESSER-RAND GROUP INC                                              | 01/28/2011                               | 05/16/2012                        | 3,198.00        | 3,182.00                                      | 16.00                                       |
| 312. DUPONT E I DE NEMOURS                                              | 02/22/2011                               | 05/16/2012                        | 15,612.00       | 17,078.00                                     | -1,466.00                                   |
| 230. DUPONT E I DE NEMOURS                                              | 01/06/2010                               | 05/16/2012                        | 11,509.00       | 7,803.00                                      | 3,706.00                                    |
| 197. DUKE ENERGY HLDG CORP                                              | 11/14/2007                               | 05/16/2012                        | 4,208.00        | 3,776.00                                      | 432.00                                      |
| 160. EMC CORP                                                           | 10/02/2009                               | 05/16/2012                        | 4,096.00        | 2,662.00                                      | 1,434.00                                    |
| 265. ENSIGN ENERGY SERVICE                                              | 01/05/2007                               | 05/16/2012                        | 3,454.00        | 4,075.00                                      | -621.00                                     |
| 189. EXXON MOBIL CORP                                                   | 07/09/2010                               | 05/16/2012                        | 15,549.00       | 11,054.00                                     | 4,495.00                                    |
| 47. FIBRIA CELULOSE S A SO                                              | 01/05/2007                               | 05/16/2012                        | 318.00          | 2,134.00                                      | -1,816.00                                   |
| 120. GENERAL ELECTRIC                                                   | 04/24/2007                               | 05/16/2012                        | 2,286.00        | 4,155.00                                      | -1,869.00                                   |
| 180. GENUINE PARTS CO                                                   | 12/28/2006                               | 05/16/2012                        | 11,480.00       | 8,624.00                                      | 2,856.00                                    |

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

Schedule D-1 (Form 1041) 2012



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Employer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| <b>6a</b> 111. GLAXO PLC SPONSORED A                                    | 04/12/2010                              | 05/16/2012                       | 5,032.00        | 4,971.00                                      | 61.00                                       |
| 5. GROUP 1 AUTOMOTIVE INC                                               | 12/13/2010                              | 05/16/2012                       | 258.00          | 206.00                                        | 52.00                                       |
| 25. GROUP 1 AUTOMOTIVE INC                                              | 03/30/2011                              | 05/16/2012                       | 1,291.00        | 1,051.00                                      | 240.00                                      |
| 330. HCP INC REIT                                                       | 06/29/2010                              | 05/16/2012                       | 13,513.00       | 10,717.00                                     | 2,796.00                                    |
| 65. HMS HLDGS CORP                                                      | 07/08/2010                              | 05/16/2012                       | 1,562.00        | 1,218.00                                      | 344.00                                      |
| 230. HSBC HLDGS PLC ADR NE                                              | 06/03/2009                              | 05/16/2012                       | 9,743.00        | 10,036.00                                     | -293.00                                     |
| 120. HANGER INC                                                         | 12/21/2010                              | 05/16/2012                       | 2,664.00        | 2,605.00                                      | 59.00                                       |
| 50. HANGER INC                                                          | 03/30/2011                              | 05/16/2012                       | 1,110.00        | 1,303.00                                      | -193.00                                     |
| 173. HEALTHCARE SVCS GRP I                                              | 10/04/2007                              | 05/16/2012                       | 3,491.00        | 2,380.00                                      | 1,111.00                                    |
| 289. HEALTH CARE REI INC                                                | 05/18/2010                              | 05/16/2012                       | 15,961.00       | 12,814.00                                     | 3,147.00                                    |
| 200. HEARTLAND EXPRESS INC                                              | 02/10/2010                              | 05/16/2012                       | 2,792.00        | 3,372.00                                      | -580.00                                     |
| 55. HEARTLAND EXPRESS INC                                               | 03/30/2011                              | 05/16/2012                       | 768.00          | 954.00                                        | -186.00                                     |
| 343. HEINZ H.J. CO                                                      | 11/09/2007                              | 05/16/2012                       | 18,957.00       | 15,580.00                                     | 3,377.00                                    |
| 125. HITTITE MICROWAVE COR                                              | 09/24/2009                              | 05/16/2012                       | 6,300.00        | 4,693.00                                      | 1,607.00                                    |
| 45. ICU MED INC                                                         | 07/27/2010                              | 05/16/2012                       | 2,404.00        | 1,635.00                                      | 769.00                                      |
| 55. IPC THE HOSPITALIST CO                                              | 05/02/2011                              | 05/16/2012                       | 1,944.00        | 2,840.00                                      | -896.00                                     |
| 64. IDEXX LABS INC                                                      | 08/23/2007                              | 05/16/2012                       | 5,514.00        | 3,436.00                                      | 2,078.00                                    |
| 68. INFORMATICA CORP                                                    | 02/25/2009                              | 05/16/2012                       | 2,886.00        | 885.00                                        | 2,001.00                                    |
| 95. INTEL CORP                                                          | 11/24/2009                              | 05/16/2012                       | 2,523.00        | 1,834.00                                      | 689.00                                      |
| 39. INTUITIVE SURGICAL INC                                              | 08/26/2010                              | 05/16/2012                       | 20,990.00       | 10,668.00                                     | 10,322.00                                   |
| 264. JOHNSON & JOHNSON INC                                              | 05/17/2010                              | 05/16/2012                       | 16,838.00       | 16,127.00                                     | 711.00                                      |
| 362. JUNIPER NETWORKS INC                                               | 05/27/2009                              | 05/16/2012                       | 6,273.00        | 8,780.00                                      | -2,507.00                                   |
| 237. KIMBERLY CLARK CORP                                                | 03/18/2008                              | 05/16/2012                       | 18,896.00       | 16,414.00                                     | 2,482.00                                    |
| 900. KRAFT FOODS INC CL A                                               | 08/14/2008                              | 05/16/2012                       | 34,802.00       | 28,988.00                                     | 5,814.00                                    |
| 35. LANDAUER INC                                                        | 01/03/2007                              | 05/16/2012                       | 1,756.00        | 1,841.00                                      | -85.00                                      |

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

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Employer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 482. LILLY ELI & CO                                                 | 10/07/2009                            | 05/16/2012                     | 19,641.00       | 22,108.00                                     | -2,467.00                                   |
| 13. LORILLARD INC                                                      | 10/07/2009                            | 05/16/2012                     | 1,659.00        | 993.00                                        | 666.00                                      |
| 135. MANULIFE FINANCIAL CO                                             | 01/05/2007                            | 05/16/2012                     | 1,500.00        | 4,516.00                                      | -3,016.00                                   |
| 170. MCDONALDS CORP                                                    | 03/05/2009                            | 05/16/2012                     | 15,551.00       | 7,479.00                                      | 8,072.00                                    |
| 80. MERIDIAN BIOSCIENCE IN                                             | 07/27/2010                            | 05/16/2012                     | 1,556.00        | 1,438.00                                      | 118.00                                      |
| 215. MICROSOFT CORP                                                    | 09/07/2010                            | 05/16/2012                     | 6,418.00        | 4,540.00                                      | 1,878.00                                    |
| 90. MONRO MUFFLER BRAKE IN                                             | 03/28/2007                            | 05/16/2012                     | 3,528.00        | 1,392.00                                      | 2,136.00                                    |
| 73. MYLAN LABORATORS INC                                               | 02/11/2010                            | 05/16/2012                     | 1,549.00        | 1,321.00                                      | 228.00                                      |
| 64. NATIONAL GRID PLC SPON                                             | 05/11/2011                            | 05/16/2012                     | 3,409.00        | 3,060.00                                      | 349.00                                      |
| 575. NESTLE S.A. SPONSORED                                             | 02/01/2010                            | 05/16/2012                     | 33,068.00       | 22,677.00                                     | 10,391.00                                   |
| 120. NEXTERA ENERGY INC                                                | 02/20/2009                            | 05/16/2012                     | 7,861.00        | 5,844.00                                      | 2,017.00                                    |
| 75. NORDSON CORP                                                       | 12/18/2008                            | 05/16/2012                     | 3,818.00        | 1,157.00                                      | 2,661.00                                    |
| 155. NOVARTIS ADR                                                      | 01/05/2007                            | 05/16/2012                     | 8,083.00        | 9,201.00                                      | -1,118.00                                   |
| 39. O REILLY AUTOMOTIVE IN                                             | 01/27/2010                            | 05/16/2012                     | 3,979.00        | 1,480.00                                      | 2,499.00                                    |
| 187. OCCIDENTAL PETROLEUM                                              | 05/07/2010                            | 05/16/2012                     | 14,853.00       | 15,146.00                                     | -293.00                                     |
| 65. PPL CORP                                                           | 05/10/2011                            | 05/16/2012                     | 1,775.00        | 1,798.00                                      | -23.00                                      |
| 22. PANERA BREAD CO CL A                                               | 01/27/2010                            | 05/16/2012                     | 3,361.00        | 1,574.00                                      | 1,787.00                                    |
| 70. PETROCHINA CO LTD ADR                                              | 12/28/2006                            | 05/16/2012                     | 9,152.00        | 9,936.00                                      | -784.00                                     |
| 50. PHILLIPS 66                                                        | 10/29/2009                            | 05/16/2012                     | 1,611.00        | 1,224.00                                      | 387.00                                      |
| 45. PORTFOLIO RECOVERY ASS                                             | 10/18/2007                            | 05/16/2012                     | 3,144.00        | 2,196.00                                      | 948.00                                      |
| 585. POTASH CORP SASKATCHE                                             | 01/05/2007                            | 05/16/2012                     | 23,154.00       | 8,910.00                                      | 14,244.00                                   |
| 20. POWER INTEGRATIONS INC                                             | 09/15/2010                            | 05/16/2012                     | 843.00          | 750.00                                        | 93.00                                       |
| 158. PRAXAIR INC                                                       | 01/08/2007                            | 05/16/2012                     | 17,277.00       | 9,322.00                                      | 7,955.00                                    |
| 65. PRICE T ROWE GROUP INC                                             | 12/29/2006                            | 05/16/2012                     | 3,857.00        | 2,841.00                                      | 1,016.00                                    |
| 95. PROS HOLDINGS INC                                                  | 10/23/2009                            | 05/16/2012                     | 1,525.00        | 909.00                                        | 616.00                                      |

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03-6020099

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

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|-------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 40. QUALCOMM INC                                                     | 07/08/2008                              | 05/16/2012                       | 2,370.00        | 1,850.00                                      | 520.00                                      |
| 95. REYNOLDS AMERICAN INC                                               | 01/05/2007                              | 05/16/2012                       | 3,865.00        | 3,052.00                                      | 813.00                                      |
| 320. RIO TINTO PLC SPON AD                                              | 01/05/2007                              | 05/16/2012                       | 14,724.00       | 15,542.00                                     | -818.00                                     |
| 50. ROFIN SINAR TECHNOLOGI                                              | 02/11/2008                              | 05/16/2012                       | 1,063.00        | 1,983.00                                      | -920.00                                     |
| 10. ROFIN SINAR TECHNOLOGI                                              | 03/30/2011                              | 05/16/2012                       | 213.00          | 399.00                                        | -186.00                                     |
| 135. ROYAL DUTCH SHELL PLC                                              | 03/23/2011                              | 05/16/2012                       | 8,910.00        | 9,641.00                                      | -731.00                                     |
| 395. SCHLUMBERGER LTD                                                   | 01/08/2007                              | 05/16/2012                       | 25,911.00       | 23,634.00                                     | 2,277.00                                    |
| 70. SIGNATURE BK NEW YORK                                               | 09/23/2008                              | 05/16/2012                       | 4,287.00        | 2,526.00                                      | 1,761.00                                    |
| 115. SILGAN HOLDINGS INC                                                | 12/10/2007                              | 05/16/2012                       | 4,976.00        | 3,126.00                                      | 1,850.00                                    |
| 120. SOUTHERN CO                                                        | 11/08/2007                              | 05/16/2012                       | 5,443.00        | 4,361.00                                      | 1,082.00                                    |
| 378. STARBUCKS CORP                                                     | 06/21/2010                              | 05/16/2012                       | 20,017.00       | 10,663.00                                     | 9,354.00                                    |
| 97. STIFEL FINL CORP                                                    | 09/17/2010                              | 05/16/2012                       | 3,190.00        | 3,165.00                                      | 25.00                                       |
| 85. SUNCOR ENERGY INC NEW                                               | 01/05/2007                              | 05/16/2012                       | 2,298.00        | 3,086.00                                      | -788.00                                     |
| 650. TJX COS INC NEW                                                    | 05/25/2010                              | 05/16/2012                       | 27,566.00       | 14,084.00                                     | 13,482.00                                   |
| 300. TALISMAN ENERGY INC                                                | 01/05/2007                              | 05/16/2012                       | 2,946.00        | 4,647.00                                      | -1,701.00                                   |
| 270. TECK RESOURCES LIMITE                                              | 01/05/2007                              | 05/16/2012                       | 7,978.00        | 8,984.00                                      | -1,006.00                                   |
| 76. TELEFONICA DE ESPANA S                                              | 05/11/2011                              | 05/16/2012                       | 939.00          | 1,878.00                                      | -939.00                                     |
| 58. TELEFONICA DE ESPANA S                                              | 10/16/2009                              | 05/16/2012                       | 716.00          | 1,641.00                                      | -925.00                                     |
| 485. TENARIS S A SPONSORED                                              | 09/26/2007                              | 05/16/2012                       | 16,406.00       | 23,547.00                                     | -7,141.00                                   |
| 52. TERADATA CORP DEL                                                   | 05/04/2011                              | 05/16/2012                       | 3,533.00        | 2,806.00                                      | 727.00                                      |
| 175. TESCO CORP                                                         | 05/07/2010                              | 05/16/2012                       | 2,357.00        | 1,772.00                                      | 585.00                                      |
| 155. TEXAS ROADHOUSE INC                                                | 09/27/2010                              | 05/16/2012                       | 2,781.00        | 2,024.00                                      | 757.00                                      |
| 55. TEXAS ROADHOUSE INC                                                 | 03/30/2011                              | 05/16/2012                       | 987.00          | 933.00                                        | 54.00                                       |
| 130. 3M CO                                                              | 01/05/2009                              | 05/16/2012                       | 11,108.00       | 7,594.00                                      | 3,514.00                                    |
| 55. TORTOISE ENERGY INFRAS                                              | 10/09/2007                              | 05/16/2012                       | 2,152.00        | 1,895.00                                      | 257.00                                      |

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|-------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| <b>6a</b> 50. TOTAL FINA SA ADR                                         | 08/04/2009                            | 05/16/2012                     | 2,218.00        | 2,741.00                                      | -523.00                                     |
| 150. TRAVELERS COMPANIES I                                              | 03/30/2009                            | 05/16/2012                     | 9,571.00        | 5,893.00                                      | 3,678.00                                    |
| 39. ULTA SALON COSMETICS &<br>INC                                       | 01/13/2011                            | 05/16/2012                     | 3,529.00        | 1,448.00                                      | 2,081.00                                    |
| 84. UNILEVER PLC ADR SPON                                               | 06/07/2010                            | 05/16/2012                     | 2,735.00        | 1,912.00                                      | 823.00                                      |
| 740. UNILEVER NV NEW                                                    | 12/28/2007                            | 05/16/2012                     | 24,064.00       | 25,149.00                                     | -1,085.00                                   |
| 110. UNITED NATURAL FOODS                                               | 06/09/2010                            | 05/16/2012                     | 5,591.00        | 3,637.00                                      | 1,954.00                                    |
| 225. UNITED PARCEL SERVICE                                              | 07/29/2010                            | 05/16/2012                     | 17,073.00       | 14,470.00                                     | 2,603.00                                    |
| 128. UNITED TECHNOLOGIES C                                              | 01/08/2007                            | 05/16/2012                     | 9,561.00        | 7,999.00                                      | 1,562.00                                    |
| 90. US ECOLOGY INC                                                      | 04/25/2007                            | 05/16/2012                     | 1,510.00        | 1,971.00                                      | -461.00                                     |
| 24. V F CORP                                                            | 02/21/2007                            | 05/16/2012                     | 3,312.00        | 1,920.00                                      | 1,392.00                                    |
| 1130. VALE S A ADR                                                      | 01/05/2007                            | 05/16/2012                     | 21,029.00       | 15,549.00                                     | 5,480.00                                    |
| 450. VERIZON COMMUNICATION                                              | 12/08/2009                            | 05/16/2012                     | 18,414.00       | 15,952.00                                     | 2,462.00                                    |
| 331. VODAFONE GROUP PLC NE                                              | 04/16/2008                            | 05/16/2012                     | 8,867.00        | 9,633.00                                      | -766.00                                     |
| 55. W-D 40 CO.                                                          | 01/17/2007                            | 05/16/2012                     | 2,576.00        | 1,812.00                                      | 764.00                                      |
| 80. WEST PHARMACEUTICAL SV                                              | 02/11/2008                            | 05/16/2012                     | 3,620.00        | 3,016.00                                      | 604.00                                      |
| 106. WINDSTREAM CORP                                                    | 01/11/2007                            | 05/16/2012                     | 1,008.00        | 1,486.00                                      | -478.00                                     |
| 40. YARA INTL ASA SPONSORE                                              | 01/05/2007                            | 05/16/2012                     | 1,660.00        | 862.00                                        | 798.00                                      |
| 301. ACCENTURE PLC IRELAND                                              | 01/23/2007                            | 05/16/2012                     | 17,810.00       | 11,133.00                                     | 6,677.00                                    |
| 280. COOPER INDUSTRIES PLC                                              | 12/17/2010                            | 05/16/2012                     | 16,217.00       | 12,967.00                                     | 3,250.00                                    |
| 295. INGERSOLL-RAND PUBLIC                                              | 01/05/2007                            | 05/16/2012                     | 12,437.00       | 11,620.00                                     | 817.00                                      |
| 765. NABORS INDUSTRIES LTD                                              | 01/05/2007                            | 05/16/2012                     | 10,557.00       | 21,963.00                                     | -11,406.00                                  |
| 65. PARTNERRE LTD                                                       | 01/05/2007                            | 05/16/2012                     | 4,720.00        | 4,614.00                                      | 106.00                                      |
| 1150. WEATHERFORD INTERNAT<br>NEW                                       | 01/05/2007                            | 05/16/2012                     | 14,502.00       | 21,716.00                                     | -7,214.00                                   |
| 650. NOBLE CORPORATION                                                  | 01/05/2007                            | 05/16/2012                     | 21,573.00       | 22,490.00                                     | -917.00                                     |
| 375. TRANSOCEAN LTD                                                     | 01/05/2007                            | 05/16/2012                     | 16,230.00       | 35,957.00                                     | -19,727.00                                  |

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

Schedule D-1 (Form 1041) 2012

Employer identification number

03-6020099

[illegible]

|                                                                                                    |            |
|----------------------------------------------------------------------------------------------------|------------|
| <b>6b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . | 243,949.00 |
|----------------------------------------------------------------------------------------------------|------------|

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

| CUSIP NUMBER | SECURITY DESCRIPTION    | UNITS   | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|-------------------------|---------|----------------|-----------------------|--------------|
| H0023R-10-5  | ACE LIMITED             | 130.000 | 9,799.40       | 79.800<br>12/31/2012  | 10,374.00    |
| 00206R-10-2  | A T & T INC             | 239.000 | 7,776.86       | 33.710<br>12/31/2012  | 8,056.69     |
| 00687A-10-7  | ADIDAS AG SPONSORED ADR | 135.000 | 5,258.25       | 44.384<br>12/31/2012  | 5,991.84     |
| 00817Y-10-8  | AETNA INC NEW           | 650.000 | 26,246.94      | 46.310<br>12/31/2012  | 30,101.50    |
| 008916-10-8  | AGRIUM INC              | 50.000  | 3,942.49       | 99.871<br>12/31/2012  | 4,993.57     |
| 00971T-10-1  | AKAMAI TECHNOLOGIES INC | 65.000  | 1,903.84       | 40.910<br>12/31/2012  | 2,659.15     |
| 020002-10-1  | ALLSTATE CORP           | 105.000 | 3,523.75       | 40.170<br>12/31/2012  | 4,217.85     |
| 02263T-10-4  | AMADEUS IT HLDG S A     | 275.000 | 5,293.75       | 25.115<br>12/31/2012  | 6,906.63     |
| 025816-10-9  | AMERICAN EXPRESS CO     | 835.000 | 48,221.17      | 57.480<br>12/31/2012  | 47,995.80    |
| 03027X-10-0  | AMERICAN TOWER CORP     | 467.000 | 27,494.60      | 77.270<br>12/31/2012  | 36,085.09    |
| 03073E-10-5  | AMERISOURCEBERGEN CORP  | 155.000 | 5,691.58       | 43.180<br>12/31/2012  | 6,692.90     |
| 031162-10-0  | AMGEN INC               | 405.000 | 28,791.45      | 86.200<br>12/31/2012  | 34,911.00    |
| 03662Q-10-5  | ANSYS INC               | 90.000  | 5,056.59       | 67.340<br>12/31/2012  | 6,060.60     |
| 037411-10-5  | APACHE CORP             | 65.000  | 5,354.04       | 78.500<br>12/31/2012  | 5,102.50     |
| 037833-10-0  | APPLE INC               | 92.000  | 35,119.62      | 532.172<br>12/31/2012 | 48,959.91    |
| 038336-10-3  | APTARGROUP INC          | 105.000 | 5,186.21       | 47.720<br>12/31/2012  | 5,010.60     |
| 043400-10-0  | ASHAI KASEI CORP<br>ADR | 345.000 | 3,915.75       | 11.727<br>12/31/2012  | 4,045.82     |

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

| CUSIP NUMBER | SECURITY DESCRIPTION                               | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2012 | MARKET VALUE |
|--------------|----------------------------------------------------|------------|----------------|--------------------------|--------------|
| 064058-10-0  | BANK NEW YORK MELLON CORP                          | 170.000    | 3,547.82       | 25.700<br>12/31/2012     | 4,369.00     |
| 06738J-DW-1  | BARCLAYS BANK MTN 2.750% 8/26/2016                 | 50,000.000 | 50,000.00      | 98.915<br>12/31/2012     | 49,457.50    |
| 071813-10-9  | BAXTER INTERNATIONAL INC                           | 105.000    | 5,561.80       | 66.660<br>12/31/2012     | 6,999.30     |
| 073730-10-3  | BEAM INC                                           | 60.000     | 3,460.20       | 61.090<br>12/31/2012     | 3,665.40     |
| 084670-70-2  | BERKSHIRE HATHAWAY INC DEL CL B                    | 220.000    | 17,749.58      | 89.700<br>12/31/2012     | 19,734.00    |
| 09227Q-10-0  | BLACKBAUD INC                                      | 135.000    | 3,155.30       | 22.830<br>12/31/2012     | 3,082.05     |
| 097751-20-0  | BOMBARDIER INC CL B                                | 1,395.000  | 5,297.65       | 3.810<br>12/31/2012      | 5,314.95     |
| 10138M-AD-7  | BOTTLING GROUP LLC DTD 06/10/03<br>4.125% 06/15/15 | 25,000.000 | 24,643.25      | 108.439<br>12/31/2012    | 27,109.75    |
| 124857-20-2  | C B S CORP NEW CL B                                | 1,035.000  | 33,109.13      | 38.050<br>12/31/2012     | 39,381.75    |
| 12561W-10-5  | CLECO CORP NEW                                     | 165.000    | 4,215.99       | 40.010<br>12/31/2012     | 6,601.65     |
| 126650-10-0  | C V S / CAREMARK CORP                              | 655.000    | 29,704.18      | 48.350<br>12/31/2012     | 31,669.25    |
| 134429-AV-1  | CAMPBELL SOUP CO 3.050% 7/15/2017                  | 50,000.000 | 52,304.50      | 108.111<br>12/31/2012    | 54,055.50    |
| 139098-10-7  | CAP GEMINI SA UNSP ADR                             | 225.000    | 3,730.05       | 21.661<br>12/31/2012     | 4,873.73     |
| 14149Y-10-8  | CARDINAL HEALTH INC                                | 655.000    | 27,660.32      | 41.180<br>12/31/2012     | 26,972.90    |
| 14161H-10-8  | CARDTRONICS INC                                    | 125.000    | 2,965.66       | 23.740<br>12/31/2012     | 2,967.50     |
| .66764-10-0  | CHEVRON CORP                                       | 87.000     | 6,259.86       | 108.140<br>12/31/2012    | 9,408.18     |
| .89754-10-4  | COACH INC                                          | 95.000     | 5,478.64       | 55.510<br>12/31/2012     | 5,273.45     |

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

| CUSIP NUMBER | SECURITY DESCRIPTION                | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|-----------------------|--------------|
| 191216-AY-6  | COCA COLA CO 1.650% 3/14/2018       | 25,000.000 | 24,941.75      | 102.433<br>12/31/2012 | 25,608.25    |
| 19122T-10-9  | COCA-COLA ENTERPRISES INC NEW COM   | 135.000    | 3,902.78       | 31.730<br>12/31/2012  | 4,283.55     |
| 192446-10-2  | COGNIZANT TECHNOLOGY SOLUTIONS CL A | 165.000    | 10,033.57      | 73.882<br>12/31/2012  | 12,190.58    |
| 20451N-10-1  | COMPASS MINERALS INTL INC           | 65.000     | 4,512.98       | 74.710<br>12/31/2012  | 4,856.15     |
| 20825C-10-4  | CONOCOPHILLIPS                      | 93.000     | 3,468.28       | 57.990<br>12/31/2012  | 5,393.07     |
| 22160N-10-9  | COSTAR GROUP INC                    | 35.000     | 2,506.09       | 89.370<br>12/31/2012  | 3,127.95     |
| 222816-10-0  | COVANCE INC                         | 50.000     | 2,257.00       | 57.770<br>12/31/2012  | 2,888.50     |
| 229678-10-7  | CUBIST PHARMACEUTICALS INC          | 100.000    | 4,306.74       | 42.050<br>12/31/2012  | 4,205.00     |
| 231021-10-6  | CUMMINS INC                         | 330.000    | 33,429.59      | 108.350<br>12/31/2012 | 35,755.50    |
| 23304Y-10-0  | DBS GROUP HLDGS ADR                 | 120.000    | 5,142.00       | 48.596<br>12/31/2012  | 5,831.52     |
| 233331-10-7  | DTE ENERGY CO COM                   | 520.000    | 29,119.48      | 60.050<br>12/31/2012  | 31,226.00    |
| 251542-10-6  | DEUTSCHE BOERSE ADR                 | 745.000    | 3,664.43       | 6.092<br>12/31/2012   | 4,538.54     |
| 251566-10-5  | DEUTSCHE TELEKOM AG SPONSORED ADR   | 340.000    | 3,661.80       | 11.332<br>12/31/2012  | 3,852.88     |
| 25157Y-20-2  | DEUTSCHE POST AG<br>SPONSORED ADR   | 215.000    | 3,644.25       | 21.885<br>12/31/2012  | 4,705.28     |
| 25243Q-20-5  | DIAGEO PLC ADR SPONSORED NEW        | 55.000     | 4,250.94       | 116.580<br>12/31/2012 | 6,411.90     |
| 254709-10-8  | DISCOVER FINANCIAL SERVICES         | 1,030.000  | 34,380.89      | 38.550<br>12/31/2012  | 39,706.50    |
| 257651-10-9  | DONALDSON INC                       | 136.000    | 3,481.63       | 32.840<br>12/31/2012  | 4,466.24     |



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

| CUSIP NUMBER | SECURITY DESCRIPTION                                   | UNITS       | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|--------------------------------------------------------|-------------|----------------|-----------------------|--------------|
| 260003-10-8  | DOVER CORP                                             | 75.000      | 4,279.44       | 65.710<br>12/31/2012  | 4,928.25     |
| 26188J-20-6  | DREYFUS INST CASH MGT FD #288                          | 48,982.210  | 48,982.21      | 1.000<br>12/31/2012   | 48,982.21    |
| 262037-10-4  | DRIL-QUIP INC                                          | 55.000      | 1,162.70       | 73.050<br>12/31/2012  | 4,017.75     |
| 268648-10-2  | E M C CORP                                             | 515.000     | 8,567.18       | 25.300<br>12/31/2012  | 13,029.50    |
| 277432-10-0  | EASTMAN CHEMICAL CO                                    | 530.000     | 24,723.71      | 68.050<br>12/31/2012  | 36,066.50    |
| 278642-10-3  | EBAY INC COM                                           | 115.000     | 4,596.49       | 50.997<br>12/31/2012  | 5,864.74     |
| 291011-10-4  | EMERSON ELECTRIC CO                                    | 80.000      | 3,790.39       | 52.960<br>12/31/2012  | 4,236.80     |
| 29875W-10-0  | EUROPEAN AERO DEFENSE SPACE<br>ADR                     | 105.000     | 3,946.95       | 38.893<br>12/31/2012  | 4,083.77     |
| 302130-10-9  | EXPEDITORS INTL WASH INC                               | 235.000     | 8,908.73       | 39.550<br>12/31/2012  | 9,294.25     |
| 30219G-10-8  | EXPRESS SCRIPTS HLDG CO                                | 310.000     | 16,371.10      | 54.000<br>12/31/2012  | 16,740.00    |
| 302491-30-3  | F M C CORP NEW                                         | 402.000     | 19,430.97      | 58.520<br>12/31/2012  | 23,525.04    |
| 3133MY-LY-1  | FEDERAL HOME LOAN BANK<br>4.680% 5/21/2013             | 50,000.000  | 51,104.00      | 101.770<br>12/31/2012 | 50,885.00    |
| 3133XD-TC-5  | FEDERAL HOME LOAN BANK<br>5.000% 12/11/2015            | 50,000.000  | 50,337.20      | 113.441<br>12/31/2012 | 56,720.50    |
| 3133XH-VS-8  | FEDERAL HOME LOAN BANK<br>5.000% 12/09/2016            | 100,000.000 | 100,452.00     | 116.886<br>12/31/2012 | 116,886.00   |
| 3133XL-F8-1  | FEDERAL HOME LOAN BANK DTD 06/13/07<br>5.625% 06/09/17 | 100,000.000 | 100,119.80     | 120.650<br>12/31/2012 | 120,650.00   |
| 3133XP-CT-9  | FEDERAL HOME LOAN BANK DTD 01/28/08<br>4.25% 03/09/18  | 50,000.000  | 51,374.00      | 117.019<br>12/31/2012 | 58,509.50    |
| 3133X2-6Y-6  | FEDERAL HOME LOAN BANK DTD 11/24/03<br>5.13% 05/24/13  | 50,000.000  | 50,757.60      | 101.985<br>12/31/2012 | 50,992.50    |

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

| CUSIP NUMBER | SECURITY DESCRIPTION                                   | UNITS       | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|--------------------------------------------------------|-------------|----------------|-----------------------|--------------|
| 3133X9-DC-1  | FEDERAL HOME LOAN BANK DTD 11/02/04<br>4.5% 11/14/14   | 100,000.000 | 99,686.00      | 107.911<br>12/31/2012 | 107,911.00   |
| 31331J-4G-5  | FED FARM CREDIT BANK 3.050% 12/06/19                   | 50,000.000  | 50,000.00      | 110.488<br>12/31/2012 | 55,244.00    |
| 31331J-7H-0  | FEDERAL FARM CREDIT BANK 3.875%<br>01/12/21            | 50,000.000  | 50,214.00      | 119.260<br>12/31/2012 | 59,630.00    |
| 31331S-KH-5  | FEDERAL FARM CREDIT BANK<br>DTD 12/22/04 4.5% 01/22/15 | 100,000.000 | 99,872.95      | 108.636<br>12/31/2012 | 108,636.00   |
| 31331V-TZ-9  | FEDERAL FARM CREDIT BANK DTD 3/21/06<br>5.2% 03/21/16  | 100,000.000 | 100,116.00     | 115.199<br>12/31/2012 | 115,199.00   |
| 313370-E3-8  | FEDERAL HOME LOAN BANKS<br>DTD 7/21/10 3.375% 06/12/20 | 50,000.000  | 51,713.50      | 113.731<br>12/31/2012 | 56,865.50    |
| 313376-VU-6  | FEDL HOME LOAN BANK 1.700% 11/30/18                    | 50,000.000  | 51,680.21      | 103.706<br>12/31/2012 | 51,853.00    |
| 313379-FW-4  | FEDL HOME LOAN BANK 1.000% 6/09/2017                   | 50,000.000  | 50,428.00      | 101.267<br>12/31/2012 | 50,633.50    |
| 315616-10-2  | F5 NETWORKS INC<br>COM                                 | 20.000      | 2,373.40       | 97.150<br>12/31/2012  | 1,943.00     |
| 318071-40-4  | FINNING INTL INC COM NEW                               | 40.000      | 1,096.94       | 24.560<br>12/31/2012  | 982.40       |
| 33616C-10-0  | FIRST REP BK SAN FRANCISCO                             | 135.000     | 4,544.09       | 32.780<br>12/31/2012  | 4,425.30     |
| 337738-10-8  | FISERV INC WISCONSIN                                   | 425.000     | 28,070.23      | 79.030<br>12/31/2012  | 33,587.75    |
| 35671D-85-7  | FREEPORT-MCMORAN COPPER & GOLD INC.                    | 185.000     | 6,060.51       | 34.200<br>12/31/2012  | 6,327.00     |
| 361592-10-8  | GEA GROUP AG<br>ADR                                    | 200.000     | 5,370.00       | 32.261<br>12/31/2012  | 6,452.20     |
| 366651-10-7  | GARTNER GROUP INC                                      | 130.000     | 5,532.67       | 46.020<br>12/31/2012  | 5,982.60     |
| 36962G-4Q-4  | GENERAL ELECTRIC CC 1.875% 9/16/2013                   | 50,000.000  | 49,940.00      | 100.986<br>12/31/2012 | 50,493.00    |
| 375558-10-3  | GILEAD SCIENCES INC                                    | 200.000     | 10,355.98      | 73.450<br>12/31/2012  | 14,690.00    |

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

| CUSIP NUMBER | SECURITY DESCRIPTION                                    | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|---------------------------------------------------------|------------|----------------|-----------------------|--------------|
| 37637Q-10-5  | GLACIER BANCORP INC                                     | 230.000    | 3,481.71       | 14.710<br>12/31/2012  | 3,383.30     |
| 377372-AA-5  | GLAXOSMITHKLINE CAP INC DTD 04/06/04<br>4.375% 04/15/14 | 25,000.000 | 25,333.50      | 104.949<br>12/31/2012 | 26,237.25    |
| 38141G-10-4  | GOLDMAN SACHS GROUP                                     | 30.000     | 2,960.70       | 127.560<br>12/31/2012 | 3,826.80     |
| 38259P-50-8  | GOOGLE INC CL A                                         | 24.000     | 14,449.39      | 707.380<br>12/31/2012 | 16,977.12    |
| 384802-10-4  | GRAINGER W W INC                                        | 156.000    | 28,459.97      | 202.370<br>12/31/2012 | 31,569.72    |
| 395259-10-4  | GREENHILL & CO INC                                      | 50.000     | 1,708.00       | 51.990<br>12/31/2012  | 2,599.50     |
| 398905-10-9  | GROUP 1 AUTOMOTIVE INC                                  | 70.000     | 2,883.30       | 61.990<br>12/31/2012  | 4,339.30     |
| 402635-30-4  | GULFPORT ENERGY CORP                                    | 235.000    | 3,863.65       | 38.220<br>12/31/2012  | 8,981.70     |
| 40425J-10-1  | HMS HLDGS CORP                                          | 244.000    | 1,895.19       | 25.920<br>12/31/2012  | 6,324.48     |
| 406216-10-1  | HALLIBURTON CO                                          | 125.000    | 3,792.49       | 34.690<br>12/31/2012  | 4,336.25     |
| 409735-20-6  | JOHN HANCOCK FINL OPPORTUNITIES FUND                    | 80.000     | 1,297.59       | 17.600<br>12/31/2012  | 1,408.00     |
| 414585-10-9  | HARRIS TEETER SUPERMARKETS INC                          | 105.000    | 3,777.30       | 38.560<br>12/31/2012  | 4,048.80     |
| 423012-30-1  | HEINEKEN N V NPV ADR                                    | 205.000    | 5,293.10       | 33.570<br>12/31/2012  | 6,881.85     |
| 423452-10-1  | HELMERICH & PAYNE                                       | 445.000    | 19,507.24      | 56.010<br>12/31/2012  | 24,924.45    |
| 42809H-10-7  | HESS CORP                                               | 55.000     | 2,459.60       | 52.960<br>12/31/2012  | 2,912.80     |
| 428567-10-1  | HIBBETT SPORTS INC                                      | 110.000    | 3,611.91       | 52.700<br>12/31/2012  | 5,797.00     |
| 43365Y-10-4  | HITTITE MICROWAVE CORP                                  | 35.000     | 1,114.75       | 62.060<br>12/31/2012  | 2,172.10     |

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CUSIP NUMBER SECURITY DESCRIPTION

438516-10-6 HONEYWELL INTL INC

444859-10-2 HUMANA INC

44930G-10-7 ICU MED INC

450828-10-8 IBERIABANK CORP

458140-10-0 INTEL CORP

459200-10-1 INTERNATIONAL BUSINESS MACHINES

461202-10-3 INTUIT INC

464285-10-5 ISHARES GOLD TRUST  
ISHARES

466313-10-3 JABIL CIRCUIT INC  
COM

469814-10-7 JACOBS ENGR GROUP INC DEL

48137C-10-8 JULIUS BAER GROUP LTD  
ADR

485537-30-2 KAO CORP SPONSORED ADR

486606-10-6 KAYNE ANDERSON MLP INVSMT C

497266-10-6 KIRBY CORP

500255-10-4 KOHLS CORP

50540R-40-9 LABORATORY CORP AMER HLDGS NEW

53217R-20-7 LIFE TIME FITNESS INC

UNITS CARRYING VALUE

85.000 4,865.39

30.000 2,286.60

50.000 1,691.16

70.000 4,051.43

305.000 5,886.50

143.000 20,890.95

530.000 29,382.94

4,470.000 70,000.20

1,230.000 24,242.69

100.000 3,750.99

780.000 5,327.40

205.000 5,317.70

80.000 2,479.81

91.000 5,371.08

65.000 3,060.19

40.000 3,475.20

85.000 2,854.65

MARKET VALUE

PRICE DATE  
63.470  
12/31/2012

5,394.95

PRICE DATE  
68.630  
12/31/2012

2,058.90

PRICE DATE  
60.930  
12/31/2012

3,046.50

PRICE DATE  
49.120  
12/31/2012

3,438.40

PRICE DATE  
20.620  
12/31/2012

6,289.10

PRICE DATE  
191.550  
12/31/2012

27,391.65

PRICE DATE  
59.475  
12/31/2012

31,521.96

PRICE DATE  
16.279  
12/31/2012

72,768.02

PRICE DATE  
19.290  
12/31/2012

23,726.70

PRICE DATE  
42.570  
12/31/2012

4,257.00

PRICE DATE  
7.064  
12/31/2012

5,509.92

PRICE DATE  
26.011  
12/31/2012

5,332.26

PRICE DATE  
29.470  
12/31/2012

2,357.60

PRICE DATE  
61.890  
12/31/2012

5,631.99

PRICE DATE  
42.980  
12/31/2012

2,793.70

PRICE DATE  
86.620  
12/31/2012

3,464.80

PRICE DATE  
49.210  
12/31/2012

4,182.85

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| CUSIP NUMBER | SECURITY DESCRIPTION            | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|---------------------------------|------------|----------------|-----------------------|--------------|
| 533900-10-6  | LINCOLN ELECTRIC HLDGS INC      | 144.000    | 7,054.23       | 48.680<br>12/31/2012  | 7,009.92     |
| 550021-10-9  | LULULEMON ATHLETICA INC         | 65.000     | 4,606.54       | 76.230<br>12/31/2012  | 4,954.95     |
| 55616P-10-4  | MACYS INC                       | 830.000    | 31,066.83      | 39.020<br>12/31/2012  | 32,386.60    |
| 56382Q-10-2  | MANNING & NAPIER INC            | 290.000    | 3,961.48       | 12.600<br>12/31/2012  | 3,654.00     |
| 565849-10-6  | MARATHON OIL CORP               | 935.000    | 23,187.95      | 30.660<br>12/31/2012  | 28,667.10    |
| 57060D-10-8  | MARKETAXESS HLDGS INC           | 180.000    | 4,647.96       | 35.300<br>12/31/2012  | 6,354.00     |
| 58502B-10-6  | MEDNAX INC                      | 69.000     | 4,240.98       | 79.520<br>12/31/2012  | 5,486.88     |
| 594901-10-0  | MICROS SYS INC                  | 65.000     | 2,319.02       | 42.440<br>12/31/2012  | 2,758.60     |
| 594918-AB-0  | MICROSOFT CORP 2.950% 6/01/2014 | 50,000.000 | 51,895.00      | 103.684<br>12/31/2012 | 51,842.00    |
| 594918-10-4  | MICROSOFT CORP                  | 240.000    | 6,141.85       | 26.709<br>12/31/2012  | 6,410.33     |
| 595017-10-4  | MICROCHIP TECHNOLOGY INC        | 135.000    | 4,247.03       | 32.590<br>12/31/2012  | 4,399.65     |
| 59522J-10-3  | MID-AMER APT CMNTYS INC         | 90.000     | 4,371.84       | 64.750<br>12/31/2012  | 5,827.50     |
| 596278-10-1  | MIDDLEBY CORP                   | 65.000     | 2,542.07       | 128.210<br>12/31/2012 | 8,333.65     |
| 63633D-10-4  | NATIONAL HEALTH INVESTORS INC   | 70.000     | 3,081.76       | 56.530<br>12/31/2012  | 3,957.10     |
| 637071-10-1  | NATIONAL OILWELL VARCO INC      | 416.000    | 27,173.89      | 68.350<br>12/31/2012  | 28,433.60    |
| 551229-10-6  | NEWELL RUBBERMAID INC           | 215.000    | 3,915.13       | 22.270<br>12/31/2012  | 4,788.05     |
| 55339E-10-1  | NEXTERA ENERGY INC              | 90.000     | 4,382.76       | 69.190<br>12/31/2012  | 6,227.10     |

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| CUSIP NUMBER | SECURITY DESCRIPTION                              | UNITS     | CARRYING VALUE | PRICE DATE<br>12/31/2012 | MARKET VALUE |
|--------------|---------------------------------------------------|-----------|----------------|--------------------------|--------------|
| 654744-40-8  | NISSAN MOTORS<br>SPONSORED ADR                    | 200.000   | 3,762.00       | 18.759<br>12/31/2012     | 3,751.80     |
| 68389X-10-5  | ORACLE CORPORATION                                | 135.000   | 3,653.10       | 33.320<br>12/31/2012     | 4,498.20     |
| 683974-50-5  | OPPENHEIMER DEVELOPING MKTS Y #788                | 3,737.105 | 112,300.00     | 34.880<br>12/31/2012     | 130,350.22   |
| 714290-10-3  | PERRIGO CO                                        | 85.000    | 8,678.50       | 104.030<br>12/31/2012    | 8,842.55     |
| 718172-10-9  | PHILIP MORRIS INTL INC                            | 392.000   | 25,350.14      | 83.640<br>12/31/2012     | 32,786.88    |
| 718546-10-4  | PHILLIPS 66                                       | 50.000    | 1,223.80       | 53.100<br>12/31/2012     | 2,655.00     |
| 722005-66-7  | PIMCO COMMODITY REAL RETURN STRATEGY<br>INSTL #45 | 9,660.630 | 65,885.50      | 6.640<br>12/31/2012      | 64,146.58    |
| 739276-10-3  | POWER INTEGRATIONS INC                            | 60.000    | 1,369.92       | 33.610<br>12/31/2012     | 2,016.60     |
| 74267C-10-6  | PROASSURANCE CORP                                 | 160.000   | 4,749.60       | 42.190<br>12/31/2012     | 6,750.40     |
| 742718-10-9  | PROCTER & GAMBLE CO                               | 63.000    | 3,673.15       | 67.890<br>12/31/2012     | 4,277.07     |
| 744573-10-6  | PUBLIC SERVICE ENT GROUP INC                      | 145.000   | 4,590.69       | 30.600<br>12/31/2012     | 4,437.00     |
| 74733V-10-0  | QEP RES INC                                       | 120.000   | 3,241.14       | 30.270<br>12/31/2012     | 3,632.40     |
| 747525-10-3  | QUALCOMM INC                                      | 249.000   | 11,513.92      | 61.859<br>12/31/2012     | 15,403.04    |
| 74834L-10-0  | QUEST DIAGNOSTICS INC                             | 40.000    | 2,297.60       | 58.270<br>12/31/2012     | 2,330.80     |
| 748356-10-2  | QUESTAR CORP                                      | 275.000   | 5,412.00       | 19.760<br>12/31/2012     | 5,434.00     |
| 749685-10-3  | RPM INTERNATIONAL INC                             | 265.000   | 6,964.20       | 29.360<br>12/31/2012     | 7,780.40     |
| 751028-10-1  | RALCORP HLDGS INC NEW                             | 70.000    | 5,014.09       | 89.650<br>12/31/2012     | 6,275.50     |

AS OF DATE: 12/31/12

| CUSIP NUMBER | SECURITY DESCRIPTION             | UNITS   | CARRYING VALUE | PRICE DATE<br>12/31/2012 | MARKET VALUE |
|--------------|----------------------------------|---------|----------------|--------------------------|--------------|
| 75281A-10-9  | RANGE RES CORP                   | 60.000  | 3,860.99       | 62.830<br>12/31/2012     | 3,769.80     |
| 75524B-10-4  | RBC BEARINGS INC                 | 80.000  | 2,712.18       | 50.070<br>12/31/2012     | 4,005.60     |
| 761152-10-7  | RESMED INC                       | 140.000 | 4,667.53       | 41.570<br>12/31/2012     | 5,819.80     |
| 767204-10-0  | RIO TINTO PLC SPON ADR           | 120.000 | 5,828.10       | 58.090<br>12/31/2012     | 6,970.80     |
| 767744-10-5  | RITCHIE BROS AUCTIONEERS         | 70.000  | 1,310.40       | 20.890<br>12/31/2012     | 1,462.30     |
| 768573-10-7  | RIVERBED TECHNOLOGY INC          | 145.000 | 2,295.34       | 19.720<br>12/31/2012     | 2,859.40     |
| 771195-10-4  | ROCHE HLDG LTD SPON ADR          | 195.000 | 7,985.25       | 50.254<br>12/31/2012     | 9,799.53     |
| 775043-10-2  | ROFIN SINAR TECHNOLOGIES INC     | 65.000  | 2,395.66       | 21.680<br>12/31/2012     | 1,409.20     |
| 778296-10-3  | ROSS STORES INC                  | 587.000 | 34,325.00      | 54.090<br>12/31/2012     | 31,750.83    |
| 780259-10-7  | ROYAL DUTCH SHELL PLC SPON ADR B | 119.000 | 7,073.87       | 70.890<br>12/31/2012     | 8,435.91     |
| 783764-10-3  | RYLAND GROUP INC                 | 85.000  | 1,052.74       | 36.500<br>12/31/2012     | 3,102.50     |
| 78486Q-10-1  | SVB FINANCIAL GROUP              | 90.000  | 4,532.74       | 55.970<br>12/31/2012     | 5,037.30     |
| 79376W-20-8  | SAIPEM S P A<br>ADR              | 255.000 | 5,334.60       | 19.314<br>12/31/2012     | 4,925.07     |
| 80004C-10-1  | SANDISK CORP                     | 90.000  | 3,047.39       | 43.500<br>12/31/2012     | 3,915.00     |
| 803054-20-4  | SAP AKLENGESELLSCHAFT ADR        | 60.000  | 3,690.00       | 80.380<br>12/31/2012     | 4,822.80     |
| 806857-10-8  | SCHLUMBERGER LIMITED             | 200.000 | 11,845.60      | 69.298<br>12/31/2012     | 13,859.72    |
| 806882-10-6  | SCHNITZER STL INDS               | 80.000  | 3,883.45       | 30.330<br>12/31/2012     | 2,426.40     |

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

| CUSIP NUMBER | SECURITY DESCRIPTION                          | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2012 | MARKET VALUE |
|--------------|-----------------------------------------------|------------|----------------|--------------------------|--------------|
| 808513-10-5  | SCHWAB CHARLES CORP                           | 780.000    | 10,015.12      | 14.360<br>12/31/2012     | 11,200.80    |
| 813113-20-6  | SECOM LTD<br>ADR                              | 470.000    | 5,273.40       | 12.534<br>12/31/2012     | 5,890.98     |
| 82669G-10-4  | SIGNATURE BK NEW YORK N Y                     | 112.000    | 3,552.67       | 71.340<br>12/31/2012     | 7,990.08     |
| 82929R-30-4  | SINGAPORE TELECOMMUNICATNS LSPON ADR<br>NEW06 | 175.000    | 4,341.75       | 27.016<br>12/31/2012     | 4,727.80     |
| 83421A-10-4  | SOLERA HOLDINGS INC                           | 75.000     | 2,152.99       | 53.470<br>12/31/2012     | 4,010.25     |
| 835707-10-0  | SONY FINL HLDGS INC ADR                       | 305.000    | 4,489.60       | 17.811<br>12/31/2012     | 5,432.36     |
| 83616T-10-8  | SOURCEFIRE INC                                | 85.000     | 2,567.35       | 47.220<br>12/31/2012     | 4,013.70     |
| 842400-FM-0  | SOUTHERN CA EDISON CO 4.150% 9/15/14          | 50,000.000 | 50,501.00      | 105.730<br>12/31/2012    | 52,865.00    |
| 858912-10-8  | STERICYCLE INC                                | 145.000    | 12,049.29      | 93.280<br>12/31/2012     | 13,525.60    |
| 867224-10-7  | SUNCOR ENERGY INC NEW                         | 125.000    | 4,537.50       | 32.980<br>12/31/2012     | 4,122.50     |
| 870886-10-8  | SWISS RE LTD                                  | 90.000     | 5,304.60       | 71.994<br>12/31/2012     | 6,479.46     |
| 87160A-10-0  | SYNGENTA AG SPONSORED ADR                     | 60.000     | 3,944.88       | 80.800<br>12/31/2012     | 4,848.00     |
| 878546-20-9  | TECHNIP ADR                                   | 175.000    | 4,161.50       | 28.622<br>12/31/2012     | 5,008.85     |
| 880770-10-2  | TERADYNE INC                                  | 1,970.000  | 29,943.02      | 16.890<br>12/31/2012     | 33,273.30    |
| 881575-30-2  | TESCO PLC ADR SPONSORED                       | 245.000    | 3,753.40       | 16.385<br>12/31/2012     | 4,014.33     |
| 881624-20-9  | TEVA PHARM INDUS ADR                          | 200.000    | 8,005.98       | 37.340<br>12/31/2012     | 7,468.00     |
| 982508-AU-8  | TEXAS INSTRUMENTS INC 1.650% 8/03/19          | 50,000.000 | 50,090.25      | 99.776<br>12/31/2012     | 49,888.00    |



AS OF DATE: 12/31/12

31-V120-01-5 M PROCTOR FBO RESIDENTS

CUSIP NUMBER SECURITY DESCRIPTION

88732J-20-7 TIME WARNER CABLE INC

UNITS CARRYING VALUE

55.000

4,218.50

MARKET VALUE

5,345.45

PRICE DATE

97.190  
12/31/2012889110-10-2 TOKYO ELECTRON LTD  
ADR

400.000

5,052.50

4,550.80

11.377  
12/31/2012891027-10-4 TORCHMARK CORP  
COM

620.000

28,947.49

32,035.40

51.670  
12/31/2012

891092-10-8 TORO CO

120.000

2,955.79

5,157.60

42.980  
12/31/2012891515-20-7 TOTO LIMITED  
ADR

375.000

5,062.50

5,603.63

14.943  
12/31/2012

892356-10-6 TRACTOR SUPPLY CO

55.000

5,413.65

4,859.80

88.360  
12/31/2012

895945-10-3 TRICAN WELL SVC LTD

50.000

790.65

661.05

13.221  
12/31/2012

899896-10-4 TUPPERWARE CORP

70.000

1,580.60

4,487.00

64.100  
12/31/2012

902104-10-8 II VI INC

145.000

1,981.04

2,643.35

18.230  
12/31/2012

902252-10-5 TYLER TECHNOLOGIES INC

80.000

3,199.52

3,875.20

48.440  
12/31/2012

902973-30-4 U S BANCORP DEL NEW

1,115.000

34,798.59

35,613.10

31.940  
12/31/2012

904214-10-3 UMPQUA HLDGS CORP

200.000

4,260.36

2,358.00

11.790  
12/31/2012

904784-70-9 UNILEVER NV NEW YORK SHS N

145.000

3,978.78

5,553.50

38.300  
12/31/2012

907818-10-8 UNION PACIFIC CORP

245.000

27,552.21

30,801.40

125.720  
12/31/2012

913017-10-9 UNITED TECHNOLOGIES CORP

80.000

4,988.42

6,560.80

82.010  
12/31/2012

91307C-10-2 UNITED THERAPEUTICS CORP DEL

80.000

3,871.72

4,273.60

53.420  
12/31/2012

913543-10-4 UNIVERSAL FST PRODS INC

70.000

3,159.40

2,662.80

38.040  
12/31/2012

AS OF DATE: 12/31/12

| CUSIP NUMBER         | SECURITY DESCRIPTION            | UNITS     | CARRYING VALUE | PRICE DATE<br>12/31/2012 | MARKET VALUE |
|----------------------|---------------------------------|-----------|----------------|--------------------------|--------------|
| 92220P-10-5          | VARIAN MED SYS INC              | 155.000   | 9,845.58       | 70.240<br>12/31/2012     | 10,887.20    |
| 922908-55-3          | VANGUARD REIT ETF               | 1,000.000 | 65,288.60      | 65.800<br>12/31/2012     | 65,800.00    |
| 92345Y-10-6          | VERISK ANALYTICS INC            | 210.000   | 10,304.68      | 50.970<br>12/31/2012     | 10,703.70    |
| 92826C-83-9          | VISA INC CLASS A SHARES (V)     | 75.000    | 8,828.24       | 151.580<br>12/31/2012    | 11,368.50    |
| 92857W-20-9          | VODAFONE GROUP PLC NEW          | 299.000   | 7,951.69       | 25.190<br>12/31/2012     | 7,531.81     |
| 929740-10-8          | WABTEC CORP                     | 73.000    | 5,393.65       | 87.540<br>12/31/2012     | 6,390.42     |
| 930059-10-0          | WADDELL & REED FINL INC CL A    | 125.000   | 3,607.44       | 34.820<br>12/31/2012     | 4,352.50     |
| 931142-10-3          | WAL-MART STORES INC             | 105.000   | 6,231.70       | 68.230<br>12/31/2012     | 7,164.15     |
| 942683-10-3          | WATSON PHARMACEUTICAL INC       | 85.000    | 6,123.39       | 86.000<br>12/31/2012     | 7,310.00     |
| 949746-10-1          | WELLS FARGO & CO NEW            | 270.000   | 8,737.20       | 34.180<br>12/31/2012     | 9,228.60     |
| 966837-10-6          | WHOLE FOODS MARKET INC          | 355.000   | 30,778.50      | 91.160<br>12/31/2012     | 32,361.80    |
| 98310W-10-8          | WYNDHAM WORLDWIDE CORP          | 670.000   | 33,533.43      | 53.210<br>12/31/2012     | 35,650.70    |
| 989207-10-5          | ZEBRA TECHNOLOGIES CORP<br>CL A | 120.000   | 4,466.28       | 39.310<br>12/31/2012     | 4,717.20     |
| TOTAL HOLDINGS       |                                 |           | 3,332,850.55   |                          | 3,716,802.50 |
| TOTAL INCOME CASH    |                                 |           | .00            |                          | .00          |
| TOTAL PRINCIPAL CASH |                                 |           | .00            |                          | .00          |
| TOTAL ACCOUNT        |                                 |           | 3,332,850.55   |                          | 3,716,802.50 |