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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation  
BEMIS-TRUST IN DIVERSITY  
THOMAS E. PECKHAM, TRUSTEE

A Employer identification number

04-6747335

Number and street (or P.O. box number if mail is not delivered to street address)  
BINGHAM MCCUTCHEN, ONE FEDERAL ST.

Room/suite

B Telephone number  
617-951-8954City or town, state, and ZIP code  
BOSTON, MA 02110G Check all that apply  
☐ Initial return  
☐ Final return  
☐ Address change  
☐ Initial return of a former public charity  
☐ Amended return  
☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)  
\$ 10,405,474.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)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 ☐

## 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).)(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" 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	227,574.	227,574.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	851,802.			
	b	Gross sales price for all assets on line 6a	2,817,817.			
	7	Capital gain net income (from Part IV, line 2)		851,802.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit (loss)				
	11	Other income	467.	0.		STATEMENT 2
	12	Total. Add lines 1 through 11	1,079,843.	1,079,376.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	40,490.	20,245.		20,245.
	b	Accounting fees				
	c	Other professional fees STMT 4	44,589.	44,589.		0.
	17	Interest				
	18	Taxes STMT 5	7,890.	1,589.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	229.	159.		70.
	24	Total operating and administrative expenses. Add lines 13 through 23	93,198.	66,582.		20,315.
	25	Contributions, gifts, grants paid	94,000.			94,000.
	26	Total expenses and disbursements. Add lines 24 and 25	187,198.	66,582.		114,315.
	27	Subtract line 26 from line 12	892,645.			
	a	Excess of revenue over expenses and disbursements				
	b	Net investment income (if negative, enter -0-)		1,012,794.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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**BEMIS-TRUST IN DIVERSITY**  
**THOMAS E. PECKHAM, TRUSTEE**

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
<b>Assets</b>			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	8,326,878.	9,217,573.	10,405,474.
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ )			
16 <b>Total assets</b> (to be completed by all filers)	8,326,878.	9,217,573.	10,405,474.
<b>Liabilities</b>			
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			
22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>			
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	8,326,878.	9,164,437.	
30 <b>Total net assets or fund balances</b>	8,326,878.	9,164,437.	
31 <b>Total liabilities and net assets/fund balances</b>	8,326,878.	9,164,437.	

**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	8,326,878.
2 Enter amount from Part I, line 27a	2	892,645.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,219,523.
5 Decreases not included in line 2 (itemize) ▶ <b>REVERSAL OF ERRONEOUS TRANSACTION</b>	5	1,950.
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	9,217,573.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a BOSTON TRUST & INV. MGMT CO. (SEE ATTACHED)	P		
b BOSTON TRUST & INV. MGMT CO. (SEE ATTACHED)	P		
c WILMINGTON TRUST (SEE ATTACHED)	P		
d WILMINGTON TRUST	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,171,773.		1,677,246.	494,527.
b 646,044.		627,436.	18,608.
c			321,992.
d			16,675.
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 col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			494,527.
b			18,608.
c			321,992.
d			16,675.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	851,802.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	113,848.	9,188,393.	.012390
2010	93,239.	9,173,984.	.010163
2009	174,565.	8,480,552.	.020584
2008	399,055.	7,659,802.	.052097
2007	1,089,751.	4,855,163.	.224452

2 Total of line 1, column (d)	2	.319686
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.063937
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,752,371.
5 Multiply line 4 by line 3	5	623,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,128.
7 Add lines 5 and 6	7	633,665.
8 Enter qualifying distributions from Part XII, line 4	8	114,315.

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

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**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 type="checkbox"/> and enter 1% of Part I, line 27b	1	20,256.
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	0.
3	Add lines 1 and 2	3	20,256.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	20,256.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	457.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	20,713.
10	<b>Overpayment.</b> 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 <b>Credited to 2013 estimated tax</b> <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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>THOMAS E. PECKHAM, ESQ.</b> Telephone no <b>617-951-8000</b> Located at <b>BINGHAM MCCUTCHEN, ONE FEDERAL ST., BOSTON, MA</b> ZIP+4 <b>02110</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	X
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	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 <b>N/A</b>	2a	
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) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>N/A</b>	2c	
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	3a	
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.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	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)? ☐ 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  
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

**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). ☐ N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

X

**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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

[illegible]**Total number of others receiving over \$50,000 for professional services**

<b>Part IX-A Summary of Direct Charitable Activities</b>	
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	
2		
3		
4		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Describe the five largest program-related investments made by the institution during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
<b>Total.</b> Add lines 1 through 3		0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,900,884.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	9,900,884.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,900,884.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	148,513.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,752,371.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	487,619.

**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>	487,619.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	20,256.
<b>b</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>	20,256.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	467,363.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	467,363.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	467,363.

**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>	114,315.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	114,315.
<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	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	114,315.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				467,363.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				57,856.
e From 2011				113,848.
f Total of lines 3a through e	171,704.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 114,315.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				114,315.
e Remaining amount distributed out of corpus	0.			
f Total of lines 4a through 4e	171,704.			171,704.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				181,344.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) **N/A**

**1 a** 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>2 a</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) )

**NONE**

**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

**NONE**

**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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
TAMWORTH CONSERVATION FUND 84 MAIN ST. TAMWORTH, NH 03886	NONE	PUBLIC CHARITY	EASTERN FIELD	6,000.
EMERSON UMBRELLA CENTER FOR THE ARTS 40 STOW ST. CONCORD, MA 01742	NONE	PUBLIC CHARITY	GENERAL PURPOSES	38,000.
BOSTON DEBATE LEAGUE 31 STATE ST. BOSTON, MA 02109	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
<b>Total</b>				<b>94,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
		14	227,574.	
		14	467.	
		18	851,802.	
	0.		1,079,843.	0.
		13		1,079,843.

[illegible]

## Part XVII

- [illegible]

[illegible]

- ☐ Yes ☒ No

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

☒ Yes    ☐ No

TRUSTEE

Phone no 617-951-8729

223622  
12-05-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOSTON TRUST & INV. MGMT CO.	179,233.	0.	179,233.
WILMINGTON TRUST	48,341.	0.	48,341.
TOTAL TO FM 990-PF, PART I, LN 4	227,574.	0.	227,574.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	467.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	467.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BINGHAM MCCUTCHEN, LLP	33,185.	16,592.		16,592.
RANSMEIR & SPELMAN	7,305.	3,653.		3,653.
TO FM 990-PF, PG 1, LN 16A	40,490.	20,245.		20,245.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	44,589.	44,589.		0.
TO FORM 990-PF, PG 1, LN 16C	44,589.	44,589.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	6,301.	0.		0.	
FOREIGN TAX PAID ON INVESTMENTS	1,589.	1,589.		0.	
TO FORM 990-PF, PG 1, LN 18	7,890.	1,589.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MA FORM PC FILING FEES	70.	0.		70.	
ADR FEES	159.	159.		0.	
TO FORM 990-PF, PG 1, LN 23	229.	159.		70.	

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 7
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
T.E. PECKHAM BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
E. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
G. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
M. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
A. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ACCT 976F 085807-000  
FROM 08/01/2012  
TO 01/31/2013

WILMINGTON TRUST COMPANY  
STATEMENT OF CAPITAL GAINS AND LOSSES  
BEMIS-TRUST IN DIVERSITY  
C H & J R BEMIS & T E PECKHAM TRUSTEES  
TRUST YEAR ENDING 07/31/2013

PAGE 38

RUN 01/10/2013  
02 50 37 PM

TAX PREPARER 106  
TRUST ADMINISTRATOR 618  
INVESTMENT OFFICER 1246

LEGEND F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
150000 0000 FNMA		4 375% 9/15/12 - 31359MPF4 - MINOR = 25					
SOLD		09/15/2012	150000 00				
ACQ	100000 0000	11/18/2008	100000 00	102957 40	-2957 40	LT15	Y
	50000 0000	12/30/2008	50000 00	54606 15	-4606 15	LT15	Y
300.0000 BANCOLOMBIA SA SPONS ADR - 05968L102 - MINOR = 44							
SOLD		10/01/2012	18005 08				
ACQ	300 0000	01/10/2012	18005 08	17604.63			
17059 9780 FIDELITY FOCUSED HIGH INCOME FUND - 316146794 - MINOR = 66							
SOLD		10/01/2012	160193 19				
ACQ	10000 0000	01/10/2012	93900 00	90400 00	3500 00	ST	Y
	7000 0000	02/17/2012	65730 00	64470 00	1260 00	ST	Y
	59 9780	06/08/2012	563 19	544 00	19.19	ST	Y
3350 0000 ISHARES MSCI AUSTRALIA INDEX ETF - 464286103 - MINOR = 95							
SOLD		10/01/2012	80608 23				
ACQ	3250.0000	08/05/2009	78202 01	61933.96	16268 05	LT15	Y
	100 0000	05/20/2011	2406 22	2660.24	-254 02	LT15	Y
1350 0000 ISHARES MSCI BRAZIL INDEX ETF - 464286400 - MINOR = 95							
SOLD		10/01/2012	73572 94				
ACQ	1250.0000	12/02/2008	68123 09	39974.63	28148.46	LT15	Y
	100.0000	02/10/2009	5449 85	3777 25	1672.60	LT15	Y
6100 0000 ISHARES MSCI CANADA INDEX ETF - 464286509 - MINOR = 95							
SOLD		10/01/2012	175885.89				
ACQ	4600.0000	12/02/2008	132635.26	74668 58	57966.68	LT15	Y
	1400 0000	05/22/2009	40367.25	29985 34	10381 91	LT15	Y
	100 0000	05/20/2011	2883 38	3235 24	-351 86	LT15	Y
2125 0000 ISHARES MSCI SWEDEN INDEX ETF - 464286756 - MINOR = 95							
SOLD		10/01/2012	60492 08				
ACQ	2125.0000	05/11/2009	60492 08	39742 82	20749 26	LT15	Y
1500.0000 ISHARES BARCLAYS TIPS BOND ETF - 464287176 - MINOR = 633							
SOLD		10/01/2012	182722 15				
ACQ	1300.0000	12/22/2009	158359.20	135555 05	22804.15	LT15	Y
	200.0000	02/09/2010	24362.95	20920.16	3442 79	LT15	Y
3000.0000 ISHARES CORE TOTAL U.S. BOND MKT ETF - 464287226 - MINOR = 68							
SOLD		10/01/2012	336339 86				
ACQ	2000 0000	07/14/2011	224226 57	215084 60	9141 97	LT15	Y
	1000.0000	01/10/2012	112113.29	110070.40	2042.89	ST	Y
1000.0000 ISHARES BARCLAYS 1-3 YEAR TREASURY - 464287457 - MINOR = 633							
SOLD		10/01/2012	84435 60				
ACQ	1000.0000	06/25/2010	84435.60	84092.50	343 10	LT15	Y
2000.0000 MARKET VECTORS AGRIBUSINESS ETF - 57060U605 - MINOR = 63							
SOLD		10/01/2012	104697 65				
ACQ	800.0000	05/20/2011	41879.06	42489.26	-610.20	LT15	Y
	800.0000	01/10/2012	41879.06	39881 92	1997.14	ST	Y
	400 0000	05/11/2012	20939.53	19915.76	1023.77	ST	Y
2128.0600 RS GLOBAL NATURAL RESOURCES FUND - 74972H648 - MINOR = 61							
SOLD		10/01/2012	82057 99				
ACQ	2128 0600	02/01/2012	82057 99	78823.34	3234 65	ST	Y
1200.0000 SPDR GOLD SHARES - 78463V107 - MINOR = 63							
SOLD		10/01/2012	208039 33				
ACQ	1025.0000	12/02/2008	177700.26	79044 51	98655 75	LT28	Y
	175.0000	03/10/2009	30339 07	15421.37	14917.70	LT28	Y
1500.0000 SPDR S&P GLOBAL NAT RESOURCES ETF - 78463X541 - MINOR = 60							
SOLD		10/01/2012	76932 07				
ACQ	1000 0000	01/10/2012	51288 05	51560 08	-272.03	ST	Y
	500 0000	05/11/2012	25644 02	24257 22	1386.80	ST	Y
1330 0000 SECTOR SPDR HEALTH CARE - 81369Y209 - MINOR = 63							
SOLD		10/01/2012	53756 32				
ACQ	1330.0000	06/23/2011	53756 32	46699.62	7056 70	LT15	Y
1500.0000 SPDR CONSUMER STAPLES ETF - 81369Y308 - MINOR = 63							
SOLD		10/01/2012	54020 08				
ACQ	1500.0000	06/23/2011	54020 08	46293.75	7726 33	LT15	Y
150 0000 SYNGENTA AG ADR - 87160A100 - MINOR = 44							
SOLD		10/01/2012	11355 89				
ACQ	150 0000	05/19/2011	11355 89	10032 38	1323 51	LT15	Y
15075 0860 VANGUARD SHORT-TERM BOND IDX CL INV - 921937207 - MINOR = 66							
SOLD		10/01/2012	161001 93				
ACQ	15000 0000	04/25/2011	160200 00	158250 00	1950 00	LT15	Y
	58 0740	12/22/2011	620 23	615 00	5.23	ST	Y
	11 3310	12/22/2011	121 02	120 00	1.02	ST	Y
	4 2610	03/30/2012	45 51	45 21	0 30	ST	Y
	1 4200	03/30/2012	15 17	15 07	0 10	ST	Y
36000 0000 VANGUARD HIGH YIELD CORP CL INV - 922031208 - MINOR = 66							
SOLD		10/01/2012	217080 00				
ACQ	36000.0000	02/09/2010	217080 00	194760 00	22320 00	LT15	Y
30000 0000 VANGUARD SHORT-TERM INV GRADE CL INV - 922031406 - MINOR = 66							
SOLD		10/01/2012	326100 00				
ACQ	25000 0000	03/29/2011	271750 00	268000 00	3750 00	LT15	Y
	5000 0000	01/10/2012	54350 00	53300 00	1050 00	ST	Y
160 0000 CREDITCORP LTD - G2519Y108 - MINOR = 44							
SOLD		10/01/2012	20172 23				
ACQ	100 0000	05/19/2011	12607 64	10455 20	2152 44	LT15	Y
	60 0000	01/10/2012	7564 59	6539 50	1025 09	ST	Y
TOTALS			2637468 51	2298802 14			

BEMIS TR IN DIVERSITY & EXCHANGE IMA 1-08748  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000. ALLERGAN INC	VAR	11/14/2012	89,640.79	52,257.31	37,383.48
2770. ANALOG DEVICES INC	VAR	11/14/2012	111,160.09	88,646.73	22,513.36
820. ANHEUSER BUSCH INBEV SA/NV-SP ADR	06/23/2011	11/14/2012	67,731.55	46,313.93	21,417.62
100. APPLE COMPUTER INC COM	02/09/2011	11/14/2012	54,364.23	35,729.28	18,634.95
1500. BRISTOL MYERS SQUIBB CO	06/27/2011	11/14/2012	47,384.09	42,864.15	4,519.94
1600. CVS/CAREMARK CORP	VAR	11/14/2012	73,134.52	42,885.62	30,248.90
2110. DISNEY WALT CO COM	02/09/2009	11/14/2012	100,623.85	40,754.02	59,869.83
1150. DR PEPPER SNAPPLE GROUP INC	06/23/2011	11/14/2012	49,989.49	46,092.81	3,896.68
775. FLUOR CORP	04/30/2009	11/14/2012	40,624.58	29,707.76	10,916.82
200. GENERAL DYNAMICS CORP	05/19/2011	11/14/2012	12,671.92	14,784.48	-2,112.57
230. GOOGLE INC-A	VAR	11/14/2012	151,130.76	101,149.33	49,981.43
450. MCDONALDS CORP COM	06/12/2009	11/14/2012	38,384.36	25,991.01	12,393.35
500. MICROSOFT CORP COM	04/20/2009	11/14/2012	13,494.74	9,366.25	4,128.49
2000. ORACLE CORP COM	12/02/2008	11/14/2012	59,718.86	31,124.80	28,594.06
500. PROCTER & GAMBLE CO COM	01/01/2008	11/14/2012	33,335.25	33,280.00	55.25
1750. PUBLIC SERVICE ENTERPRISE GROUP	02/05/2009	11/14/2012	51,816.51	55,269.03	-3,452.52
1125. UNITED TECHNOLOGIES CORP	01/22/2009	11/14/2012	85,194.45	54,048.59	31,145.86
3000. VANGUARD SMALL CAP VIPERS FUND	VAR	11/14/2012	227,701.19	113,992.63	113,708.56
1200. VERIZON COMMUNICATIONS INC	VAR	11/14/2012	50,962.97	36,798.12	14,164.85
1420. ACE LTD	VAR	11/14/2012	109,082.09	63,995.18	45,086.91
50000. FHLB (FED HM LN BK) 4.5%					
11/15/12	12/30/2008	11/15/2012	50,000.00	55,039.10	-5,039.10
1200. VERIZON COMMUNICATIONS INC	12/11/2008	02/05/2013	53,626.91	36,629.22	16,997.69
200000. FHLB (FED HM LN BK) 3.375%	VAR	02/27/2013	200,000.00	205,023.30	-5,023.30
200000. FHLB (FED HM LN BK) 1.625%	03/29/2011	03/20/2013	200,000.00	202,993.40	-2,993.40
200000. FHLB (FED HM LN BK) 3.875%	03/29/2011	06/14/2013	200,000.00	212,509.80	-12,509.80
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			2171773.20	1677245.85	494,527.34
Totals			2171773.20	1677245.85	494,527.34



**BEMIS TR IN DIVERSITY & EXCHANGE IMA 1-08748**  
**Schedule D Detail of Short-term Capital Gains and Losses**

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
600. BRISTOL MYERS SQUIBB CO	01/10/2012	11/14/2012	18,953.63	20,776.98	-1,823.35
740. COMCAST CORP-A	VAR	11/14/2012	26,350.87	22,018.92	4,331.95
500. DU PONT E I DE NEMOURS & CO	01/10/2012	11/14/2012	21,374.57	23,606.25	-2,231.68
540. EXPRESS SCRIPTS HOLDING CO	02/02/2012	11/14/2012	27,242.43	27,871.78	-629.35
200. GENERAL DYNAMICS CORP	01/10/2012	11/14/2012	12,671.92	14,016.46	-1,344.55
4600. ISHARES DJ SELECT DIVIDEND INDEX	VAR	11/14/2012	254,708.25	254,103.50	604.75
150. ISHARES DOW JONES US TRANSN INDEX	01/10/2012	11/14/2012	13,229.72	13,822.82	-593.10
1090. JOHNSON CONTROLS INC COM	02/02/2012	11/14/2012	27,423.89	35,296.71	-7,872.82
1590. MERCK & CO INC	02/02/2012	11/14/2012	68,718.25	60,590.15	8,128.10
300. TARGET CORP	01/10/2012	11/14/2012	18,650.61	14,619.72	4,030.89
100. UNION PACIFIC CORP	04/26/2012	11/14/2012	11,861.73	11,298.73	563.00
1220. WELLS FARGO & CO	VAR	11/14/2012	38,697.54	36,900.59	1,796.95
500. MCCORMICK & CO NON VOTING COM	11/14/2012	12/19/2012	32,514.32	31,559.50	954.82
800. NETAPP INC	VAR	06/12/2013	30,942.51	23,283.92	7,658.58
105. BARD C R CO COM	11/14/2012	06/17/2013	11,585.03	10,004.19	1,580.84
310. WATERS CORP COM	VAR	06/17/2013	31,118.89	27,665.63	3,453.26
Totals			646,044.16	627,435.85	18,608.29