



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012****Open to Public Inspection**

For calendar year 2012 or tax year beginning

11/01, 2012, and ending

10/31, 2013

Name of foundation

TR U/W MARY J PROCTOR R60694008

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

10 S DEARBORN IL1-0117

City or town, state, and ZIP code

CHICAGO, IL 60603

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

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) ▶ \$ 660,262.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

35-6009070

B Telephone number (see instructions)

866- 888-5157

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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
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 . . . . .	11,500.	11,225.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	19,556.			
b Gross sales price for all assets on line 6a . . . . .	187,944.			
7 Capital gain net income (from Part IV, line 2) . . . . .		19,556.		
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) . . . . .	730.	64.		STMT 1
12 <b>Total</b> Add lines 1 through 11 . . . . .	31,786.	30,845.		
13 Compensation of officers, directors, trustees, etc . . . . .	7,477.	5,608.		1,869.
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) . . . . .				
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) . . . . .	318.	318.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) . . . . .				
24 <b>Total operating and administrative expenses</b> Add lines 13 through 23 . . . . .	7,795.	5,926.	NONE	1,869.
25 Contributions, gifts, grants paid . . . . .	27,500.			27,500.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	35,295.	5,926.	NONE	29,369.
27 Subtract line 26 from line 12 . . . . .	-3,509.			
a Excess of revenue over expenses and disbursements . . . . .				
b Net investment income (if negative, enter -0-) . . . . .		24,919.		
c Adjusted net income (if negative, enter -0-) . . . . .				

JSA For Paperwork Reduction Act Notice, see instructions.

2E1410 1 000

Form **990-PF** (2012)

DBC114 501G 02/18/2014 07:46:05

R60694008

6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	4,410.	287.	287.
	2	Savings and temporary cash investments . . . . .	8,151.	13,331.	13,331.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . . . . .	470,407.	401,378.	513,919.
	c	Investments - corporate bonds (attach schedule) . . . . .	67,936.	51,841.	53,474.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .		80,558.	79,251.
	14	Land, buildings, and equipment basis 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) . . . . .	550,904.	547,395.	660,262.	
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 . . . . .	550,904.	547,395.	
	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) . . . . .	550,904.	547,395.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	550,904.	547,395.	

**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	550,904.
2	Enter amount from Part I, line 27a . . . . .	2	-3,509.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	547,395.
5	Decreases not included in line 2 (itemize) ▶	5	
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	547,395.

Form 990-PF (2012)

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 187,944.		168,388.	19,556.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			19,556.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	19,556.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	29,375.	582,696.	0.050412
2010	29,658.	632,475.	0.046892
2009	26,863.	605,665.	0.044353
2008	33,526.	538,497.	0.062258
2007	34,661.	670,023.	0.051731

<b>2 Total of line 1, column (d)</b>	<b>2</b>	0.255646
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>	<b>3</b>	0.051129
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	623,498.
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	31,879.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	249.
<b>7 Add lines 5 and 6</b>	<b>7</b>	32,128.
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	29,369.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	498.
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 . . . . .			
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	498.
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	498.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	236.	
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	236.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	262.	EFTPS ✓
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"/> NONE 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 the 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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		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? . . . . .		X
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) ► IN		
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

**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 ▶ N/A				
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866) 888-5157			
Located at ▶ 10 S DEARBORN ST IL 1-0117, CHICAGO, IL ZIP+4 ▶ 60603				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .			X
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15				
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
<b>1a</b> 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>b</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	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
<b>3a</b> 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>b</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	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
<b>b</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

Form 990-PF (2012)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	7,477.	- 0 -	- 0 -

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

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

**Total number of other employees paid over \$50,000** ☐ **NONE**

Form 990-PF (2012)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)



**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>	612,872.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	20,121.
<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>	632,993.
<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>	632,993.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	9,495.
<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>	623,498.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	31,175.

**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>	31,175.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	498.
<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>	498.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	30,677.
<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>	30,677.
<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>	30,677.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	29,369.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	29,369.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	29,369.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				30,677.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			27,004.	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>29,369.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . .			27,004.	
<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 . . . . .				2,365.
<b>e</b> Remaining amount distributed out of corpus . . .	NONE			
<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	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				28,312.
<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 . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . .	NONE			
<b>b</b> Excess from 2009 . . .	NONE			
<b>c</b> Excess from 2010 . . .	NONE			
<b>d</b> Excess from 2011 . . .	NONE			
<b>e</b> Excess from 2012 . . .	NONE			

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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:

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
EAST TENTH UNITED METHOD CHILDREN AND YOUTH C 2327 E 10TH STREET INDIANAPOLIS IN 46201	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,500.
DAY NURSERY ASSOCIATION OF INDIANAPOLIS PROGR 615 N ALABAMA ST, SUITE 300 INDIANAPOLIS IN	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,500.
STARFISH INC 114 BLACKSHER STREET BREWTON AL 36426	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,500.
ST MARYS CHILD CENTER, INC 901 DR. MARTIN LUTHER KING JR ST INDIANAPOLI	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,500.
BOYS AND GIRLS CLUBS OF INDIANAPOLIS 2236 EAST 10TH ST, SUITE 200 INDIANAPOLIS IN	NONE	PROGRAM SU	PUBLIC CHARITY	10,000.
ASSISTANCE LEAGUE OF INDIANAPOLIS NORTHBROOK 1475 W 86 TH ST SUITE E INDIANAPOLIS IN 4626	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,500.
<b>Total</b> . . . . .			<b>3a</b>	27,500.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities . . . . .			14	11,500.	
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property . . . . .					
<b>7</b>	Other investment income . . . . .			14	730.	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	19,556.	
<b>9</b>	Net income or (loss) from special events . . . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b>	Other revenue a					
b						
c						
d						
e						
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . . .				31,786.	
<b>13</b>	Total. Add line 12, columns (b), (d), and (e) . . . . .					31,786.

(See worksheet in line 13 instructions to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |  |              |            |           |
|--|--------------|------------|-----------|
| <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>Yes</b> | <b>No</b> |
|  |              |            |           |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |            |           |
| <b>(1)</b> Cash  | <b>1a(1)</b> |            | X         |
| <b>(2)</b> Other assets  | <b>1a(2)</b> |            | X         |
| <b>b</b> Other transactions  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |            | X         |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |            | X         |
| <b>(3)</b> Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |            | X         |
| <b>(4)</b> Reimbursement arrangements  | <b>1b(4)</b> |            | X         |
| <b>(5)</b> Loans or loan guarantees  | <b>1b(5)</b> |            | X         |
| <b>(6)</b> 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>(b)</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 <b>(d)</b> 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**

Anthony Ward  
Signature of officer or trustee

02/18/2014  
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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
IRS REFUND	730.	64.
POWERSHARE DB COMMODITY INDEX TRACKING F		
TOTALS	730.	64.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	276.	276.
FOREIGN TAXES ON NONQUALIFIED	42.	42.
TOTALS	318.	318.
	=====	=====



TR U/W MARY J PROCTOR R60694008  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

35-6009070

RECIPIENT NAME:

JPMORGAN CHASE BANK, NA

ADDRESS:

2200 ROSS AVE, FLOOR 5

DALLAS, TX 75201-2787

RECIPIENT'S PHONE NUMBER: 214-965-2098

FORM, INFORMATION AND MATERIALS:

WRITTEN REQUESTS WITH A SHORT EXPLANATION ABOUT THE USE OF THE FUNDS  
SUBMISSION DEADLINES:

NO

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE FOR THE CARE AND COMFORT OF WORTHY CHILDREN

STATEMENT 3

**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

TR U/W MARY J PROCTOR R60694008

Employer identification number

35-6009070

Note: Form 5227 filers need to complete only Parts I and II

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -1,035.
<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> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . .					<b>5</b> -1,035.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					5,481.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 15,110.
<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>
<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> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . .					<b>12</b> 20,591.

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>		-1,035.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		20,591.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		1,532.
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		19,556.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

### Part IV Capital Loss Limitation

<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: 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.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<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? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box <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? <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

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0092

2012

► 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

Employer identification number

TR U/W MARY J PROCTOR R60694008

35-6009070

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

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	-1,035.00
---	-----------

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

Schedule D-1 (Form 1041) 2012

JSA  
2F1221 2 000

DBC114 501G 02/18/2014 07:46:05

R60694008

24 -

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

TR U/W MARY J PROCTOR R60694008

35-6009070

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 508.017 JPMORGAN INTERNATI CURRENCY	07/18/2011	11/16/2012	5,664.00	5,777.00	-113.00
119.371 ASTON OPTIMUM MID	03/02/2011	01/23/2013	4,326.00	3,963.00	363.00
101.561 DODGE & INTERNATIO FUND	02/22/2010	01/23/2013	3,643.00	3,616.00	27.00
76.497 HARTFORD CAPITAL AP FUND	01/14/2011	01/23/2013	2,760.00	2,640.00	120.00
137.934 JPMORGAN US LARGE PLUS FUND SEL	07/19/2007	01/23/2013	3,218.00	2,671.00	547.00
89. ISHARES TR S & P MIDCA FD	09/14/2009	02/01/2013	9,784.00	6,052.00	3,732.00
896.345 JPMORGAN GROWTH AD	02/22/2010	02/01/2013	9,564.00	6,391.00	3,173.00
612.516 HIGHBRIDGE DYNAMIC	01/14/2011	04/16/2013	7,754.00	11,540.00	-3,786.00
726.682 VICTORY PORTFOLIOS	01/14/2011	04/19/2013	13,044.00	11,656.00	1,388.00
1.75 JPM TR I MLT SC INCOM	04/25/2011	05/23/2013	18.00	18.00	
799.328 DELAWARE EMERGING	01/14/2011	07/30/2013	11,694.00	12,503.00	-809.00
1495.726 MANNING & NAPIER	VAR	07/30/2013	12,624.00	13,135.00	-511.00
145. VANGUARD EMERGING MAR	09/24/2010	07/30/2013	5,692.00	6,501.00	-809.00
83.006 ASTON OPTIMUM MID C	03/02/2011	09/04/2013	3,590.00	2,756.00	834.00
529.966 JPMORGAN REALTY IN	09/21/2012	09/23/2013	6,296.00	6,190.00	106.00
28. SPDR GOLD TRUST	05/19/2009	10/24/2013	3,642.00	2,541.00	1,101.00
11. SPDR GOLD TRUST	05/19/2009	10/25/2013	1,429.00	998.00	431.00
447.807 EATON VANCE FLOATI	05/10/2012	10/29/2013	5,002.00	4,908.00	94.00
125.567 HARTFORD CAPITAL A FUND	01/14/2011	10/29/2013	5,815.00	4,334.00	1,481.00
528.99 JPMORGAN INTREPID A	04/25/2011	10/29/2013	17,732.00	13,114.00	4,618.00
1525.005 JPMORGAN HIGH YIE	VAR	10/29/2013	12,581.00	9,458.00	3,123.00
<b>6b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .					15,110.00

Schedule D-1 (Form 1041) 2012



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

## Account Summary

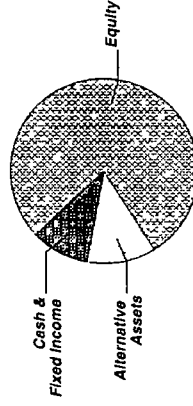
### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	488,014.79	513,918.56	25,903.77	6,815.77	78%
Alternative Assets	78,972.01	79,251.17	279.16	1,387.68	12%
Cash & Fixed Income	89,328.18	66,805.68	(22,522.50)	1,176.01	10%
<b>Market Value</b>	<b>\$656,314.98</b>	<b>\$659,975.41</b>	<b>\$3,660.43</b>	<b>\$9,379.46</b>	<b>100%</b>

### INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	11,682.19	287.69	(11,394.50)
Accruals	369.64	45.24	(324.40)
<b>Market Value</b>	<b>\$12,051.83</b>	<b>\$332.93</b>	<b>(\$11,718.90)</b>

### Asset Allocation



### INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	11,682.19	4,409.81
Additions	15,903.45	15,903.45
Withdrawals & Fees	(27,812.90)	(31,238.40)
<b>Net Additions/Withdrawals</b>	<b>(\$11,909.45)</b>	<b>(\$15,334.95)</b>
Income	514.95	11,212.83
Change In Investment Value	\$287.69	\$287.69
<b>Ending Market Value</b>	<b>45.24</b>	<b>45.24</b>
<b>Accruals</b>	<b>\$332.93</b>	<b>\$332.93</b>

### PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	656,314.98	575,786.48
Additions	730.00	730.00
Withdrawals & Fees	(16,216.34)	(19,641.82)
<b>Net Additions/Withdrawals</b>	<b>(\$16,216.34)</b>	<b>(\$18,911.82)</b>
Income	19,876.77	103,100.75
Change In Investment Value	\$659,975.41	\$659,975.41
<b>Ending Market Value</b>	<b>--</b>	<b>--</b>
<b>Accruals</b>	<b>--</b>	<b>--</b>

Market Value with Accruals

J.P.Morgan



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	514.28	11,086.92
Interest Income	0.67	5.82
<b>Taxable Income</b>	<b>\$514.95</b>	<b>\$11,092.74</b>
Tax-Exempt Income		120.09
<b>Tax-Exempt Income</b>		<b>\$120.09</b>

Cost Summary	Cost
Equity	401,378.11
Cash & Fixed Income	65,173.07
<b>Total</b>	<b>\$466,551.18</b>

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		5,452.14
ST Realized Gain/Loss		(1,037.88)
LT Realized Gain/Loss	10,848.71	15,112.78
<b>Realized Gain/Loss</b>	<b>\$10,848.71</b>	<b>\$19,527.04</b>
<b>Unrealized Gain/Loss</b>		<b>\$112,866.14</b>



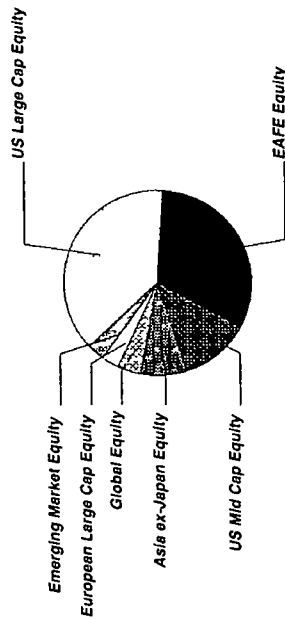
MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	218,476 18	204,621 46	(13,854 72)	31%
US Mid Cap Equity	56,471 15	58,303 01	1,831 86	9%
EAFE Equity	137,265 17	166,384 31	29,119 14	25%
European Large Cap Equity	7,030 50	13,116 18	6,085 68	2%
Asia ex-Japan Equity	36,433 45	37,887 38	1,453 93	6%
Emerging Market Equity	12,259 97	12,709 80	449 83	2%
Global Equity	20,078 37	20,896 42	818 05	3%
<b>Total Value</b>	<b>\$488,014.79</b>	<b>\$513,918.56</b>	<b>\$25,903.77</b>	<b>78%</b>

Market Value/Cost	Current Period Value
Market Value	513,918 56
Tax Cost	401,378 11
Unrealized Gain/Loss	112,540 45
Estimated Annual Income	6,815 77
Yield	1 32%

### Asset Categories



Equity as a percentage of your portfolio - 78 %





MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

Note: P indicates position adjusted for Pending Trade Activity

## Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
<b>US Large Cap Equity</b>							
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	17.46	1,012.503	17,678.30	11,826.04	5,852.26	26.32	0.15%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	21.20	700.075	14,841.59	7,595.81	7,245.78	137.21	0.92%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	46.01	718.865	33,074.98	24,810.27	8,264.71	248.72	0.75%
JPM TRI US LG CAP CORE PLUS FD -SEL FUND 1002 4812A2-38-9 JLPS X	28.35	786.497	22,297.19	15,229.34	7,067.85	132.91	0.60%
JPM TRI GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13.52	1,170.145	15,820.36	8,343.13	7,477.23	28.08	0.18%
MANNING & NAPIER EQUITY SERI 563821-60-2 EXEY X	21.60	1,248.966	26,977.67	24,692.05	2,285.62	42.46	0.16%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	14.78	1,469.671	21,721.74	15,992.48	5,729.26	198.40	0.91%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	175.79	297.000	52,209.63	35,604.86	16,604.77	1,007.72	1.93%
Total US Large Cap Equity			\$204,621.46	\$144,093.98	\$60,527.48	\$1,821.82	0.89%

J.P.Morgan



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
<b>US Mid Cap Equity</b>							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	46.10	595,542	27,454.49	19,770.57	7,683.92	231.07	0.84%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	128.54	113,000	14,525.02	10,129.48	4,395.54	206.90	1.42%
JPM TR II MKT EXP ENH INDX FD-SEL 4812C1-63-7 PGMI X	13.69	1,192,367	16,323.50	8,084.25	8,239.25	168.12	1.03%
Total US Mid Cap Equity			\$58,303.01	\$37,984.30	\$20,318.71	\$606.09	1.04%
<b>EAFE Equity</b>							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	42.42	842,891	35,755.44	30,011.11	5,744.33	629.63	1.76%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	65.88	798,000	52,572.24	50,988.86	1,583.38	1,405.27	2.67%
JPM TR I INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	15.19	1,475,603	22,414.41	18,263.66	4,150.75	467.76	2.09%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.07	788,667	27,658.55	20,405.00	7,253.55	405.37	1.47%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26.72	1,047,293	27,983.67	25,732.00	2,251.67	459.76	1.64%
Total EAFE Equity			\$166,384.31	\$145,400.63	\$20,983.68	\$3,367.79	2.02%



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
European Large Cap Equity							
P VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	56.78	231 000	13,116.18	12,099.93	1,016.25	411.87	3.14%
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.80	1,386 386	19,132.13	16,282.00	2,850.13	354.91	1.86%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.81	1,115 720	18,755.25	15,510.62	3,244.63	178.51	0.95%
Total Asia ex-Japan Equity			\$37,887.38	\$31,792.62	\$6,094.76	\$533.42	1.41%
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.49	431,847	7,121.16	6,754.65	366.51	61.32	0.86%
JPM TRI CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	20.75	269 332	5,588.64	4,918.00	670.64	13.46	0.24%
Total Emerging Market Equity			\$12,709.80	\$11,672.65	\$1,037.15	\$74.78	0.59%

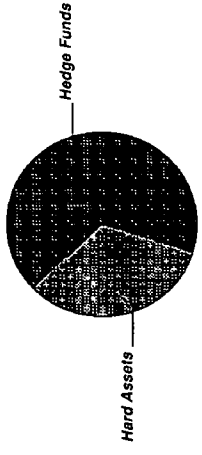


MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
<b>Global Equity</b>							
JPM TR I GLBL RES ENH IDX FD FUND 3457 46637K-51-3 JEIT X	17 37	1,203 018	20,896 42	18,334 00	2,562 42		

# Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	57,538.11	52,986.17	(4,551.94)	8%
Hard Assets	21,433.90	26,265.00	4,831.10	4%
<b>Total Value</b>	<b>\$78,972.01</b>	<b>\$79,251.17</b>	<b>\$279.16</b>	<b>12%</b>



Alternative Assets as a percentage of your portfolio - 12 %



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

Note: P indicates position adjusted for Pending Trade Activity

## Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.18	592 751	6,626.96	6,496 55
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.41	1,176.317	11,069 14	12,192 34
GATEWAY FUND-Y 367829-88-4 GTEY X	28.56	441 965	12,622.52	12,238 00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.99	914.019	11,873 11	11,279.00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.25	959.506	10,794 44	11,255.00
<b>Total Hedge Funds</b>			<b>\$52,986.17</b>	<b>\$53,460.89</b>
<b>Hard Assets</b>				
P POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	25.75	1,020 000	26,265 00	27,097 20

J.P.Morgan



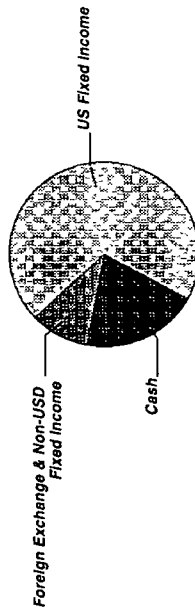
MARY J PROCTOR ACCT. R60694008  
For the Period 10/1/13 to 10/31/13

## Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	23,742.77	13,331.58	(10,411.19)	2%
US Fixed Income	59,880.61	47,672.54	(12,208.07)	7%
Foreign Exchange & Non-USD Fixed Income	5,704.80	5,801.56	96.76	1%
<b>Total Value</b>	<b>\$89,328.18</b>	<b>\$66,805.68</b>	<b>(\$22,522.50)</b>	<b>10%</b>

### Market Value/Cost

	Current Period Value
Market Value	66,805.68
Tax Cost	65,173.07
Unrealized Gain/Loss	1,632.61
Estimated Annual Income	1,176.01
Accrued Interest	45.24
Yield	1.76%



Cash & Fixed Income as a percentage of your portfolio - 10 %

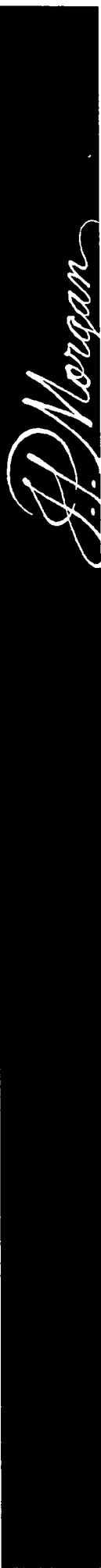
### SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months <sup>1</sup>	66,805.68	100%

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

### SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	13,331.58	12%
International Bonds	5,801.56	5%
Mutual Funds	47,672.54	83%
<b>Total Value</b>	<b>\$66,805.68</b>	<b>100%</b>



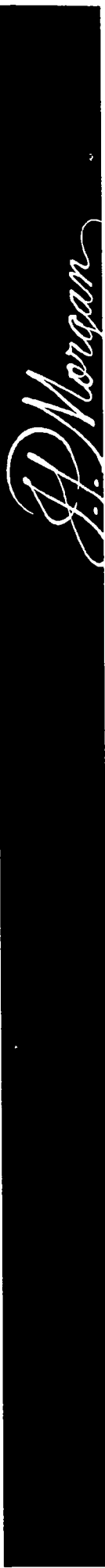
MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

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

## Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	53,727 16	53,727 16	53,727 16		16.11	0 03 % <sup>1</sup>
COST OF PENDING PURCHASES	1.00	(40,395 58)	(40,395 58)	(40,395 58)			
Total Cash			\$13,331.58	\$13,331.58	\$0.00	\$16.11	0.12 %
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 98	493 39	5,417.39	5,521.00	(103 61)	277.28	5 12 %
JPM TR I STRG INCM OPPTY FD - SEL FUND 3844 4812A4-35-1	11 90	1,021 51	12,155 96	10,386 58	1,769 38	340 16 20 43	2 80 %
JPM TR II SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.92	2,756.34	30,099.19	30,096 06	3 13	294 92 24 81	0 98 %
Total US Fixed Income			\$47,672.54	\$46,003.64	\$1,668.90	\$912.36 \$45.24	1.91 %





MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income								
DREYFUS EMG MKT DEBT LOC C-I		14.39	403.17	5,801.56	5,837.85	(36.29)	247.54	4.27%
261980-49-4								



MARY J PROCTOR ACCT R60694008  
For the Period 10/1/13 to 10/31/13

## Portfolio Activity Summary

	PRINCIPAL		INCOME	
Transactions	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
<b>Beginning Cash Balance</b>	23,742.77	--	11,682.19	--
<b>INFLOWS</b>				
Income			514.95	11,212.83
Contributions		730.00	15,903.45	15,903.45
<b>Total Inflows</b>	\$0.00	\$730.00	\$16,418.40	\$27,116.28
<b>OUTFLOWS **</b>				
Withdrawals	(15,903.45)	(15,903.45)	(27,500.00)	(27,500.00)
Fees & Commissions	(312.89)	(3,738.37)	(312.90)	(3,738.40)
<b>Total Outflows</b>	(\$16,216.34)	(\$19,641.82)	(\$27,812.90)	(\$31,238.40)
<b>TRADE ACTIVITY</b>				
Settled Sales/Maturities/Redemptions	46,200.73	187,915.30		
Settled Securities Purchased		(123,427.57)		
<b>Total Trade Activity</b>	\$46,200.73	\$64,487.73	\$0.00	\$0.00
<b>Ending Cash Balance</b>	\$53,727.16	--	\$287.69	--

\* Year to date information is calculated on a fiscal year basis, beginning Nov 1, 2012

\*\* Your account's standing instructions use a FIRST IN, FIRST OUT method for relieving assets from your position

Mutual Funds are maintained at Average Cost for gain/loss reporting and delivered on a First In First Out basis to determine holding period