Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: MORTIMER R PROCTOR FOUNDATION 31V120015

A Employer identification number: 03-6020099

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

Room/suite:

B Telephone number (see instructions): 802-872-6852

City or town, state or province, country, and ZIP or foreign postal code: BRIDGEPORT, CT 06604-4913

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,151,960.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	94,292.	94,292.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	389,301.			
	b Gross sales price for all assets on line 6a 3,972,552.				
	7 Capital gain net income (from Part IV, line 2)		389,301.		
	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)	93,101.	93,101.		STMT 10
	12 **Total.** Add lines 1 through 11	576,694.	576,694.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	39,517.	35,565.		3,952.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 11	900.	NONE	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 12	4,184.	890.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 13	518.	518.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	45,119.	36,973.	NONE	3,952.
	25 Contributions, gifts, grants paid	186,406.			186,406.
	26 **Total expenses and disbursements.** Add lines 24 and 25	231,525.	36,973.	NONE	190,358.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	345,169.			
	b **Net investment income** (if negative, enter -0-)		539,721.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	48,982.	246,831.	246,831.
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S. and state government obligations (attach schedule) STMT 14	957,855.	300,688.	337,938.
b	Investments - corporate stock (attach schedule) STMT 15	1,631,592.	1,718,827.	2,130,341.
c	Investments - corporate bonds (attach schedule) STMT 16	444,938.	370,560.	371,278.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 17	249,483.	1,040,711.	1,065,572.
14	Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,332,850.	3,677,617.	4,151,960.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	3,332,850.	3,677,617.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	3,332,850.	3,677,617.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,332,850.	3,677,617.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,332,850.
2	Enter amount from Part I, line 27a	2	345,169.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,678,019.
5	Decreases not included in line 2 (itemize) ▶ POSTING ADJUSTMENT	5	402.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,677,617.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,972,552.		3,583,251.	389,301.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				389,301.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	389,301.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	200,716.	3,681,578.	0.054519
2011	176,664.	3,653,761.	0.048351
2010	149,480.	3,438,439.	0.043473
2009	168,147.	3,195,029.	0.052628
2008	210,177.	3,757,879.	0.055930

2	**Total** of line 1, column (d)	2	0.254901
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050980
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,866,088.
5	Multiply line 4 by line 3	5	197,093.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,397.
7	Add lines 5 and 6	7	202,490.
8	Enter qualifying distributions from Part XII, line 4	8	190,358.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,794.
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	10,794.
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	10,794.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 3,084.		
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	3,084.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	7,710.
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 2014 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ PEOPLES UNITED BANK Telephone no. ▶ (802)872-6852			
	Located at ▶ 850 MAIN STREET, BRIDGEPORT, CT ZIP+4 ▶ 06604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	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 2013?	4b		X

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

		Yes	No
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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] 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
PEOPLES UNITED BANK 850 MAIN STREET, BRIDGEPORT, CT 06604	TRUSTEE	39,517.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 DISTRIBUTIONS TO SUPPORT TOWN OF PROCTOR, AND OTHER LOCAL CHARITABLE INTERESTS, PER TRUST DOCUMENT.	186,406.
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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,700,103.
b	Average of monthly cash balances	1b	224,859.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,924,962.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,924,962.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,874.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,866,088.
6	**Minimum investment return.** Enter 5% of line 5	6	193,304.

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

1	Minimum investment return from Part X, line 6			1	193,304.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,794.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	182,510.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	182,510.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	182,510.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	190,358.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	190,358.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	190,358.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					182,510.
2 Undistributed income, if any, as of the end of 2013.					
a Enter amount for 2012 only				NONE	
b Total for prior years 20 11 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	23,291.				
b From 2009	9,946.				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	22,801.				
f **Total** of lines 3a through e		56,038.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 190,358.					
a Applied to 2012, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					182,510.
e Remaining amount distributed out of corpus		7,848.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		63,886.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		23,291.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		40,595.			
10 Analysis of line 9:					
a Excess from 2009	9,946.				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	22,801.				
e Excess from 2013	7,848.				

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 2013, 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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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 ▶ [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

03-6020099

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PROCTOR HISTORICAL SOC. PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	3,000.
PROCTOR VOLUNTEER FIRE DEPT PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL	7,350.
UNION CHURCH OF PROCTOR 5 CHURCH STREET PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL	18,800.
PROCTOR FREE LIBRARY 4 MAIN STREET PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	PURCHASE BOOKS	2,350.
ST. DOMINIC'S CHURCH 45 SOUTH STREET PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	28,810.
PROCTOR SCHOOL DISTRICT 4 PARK STREET PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL	98,502.
SUNDERLAND FALLS HOSE COMPANY 37 MAIN STREET PROCTOR VT 05759	NONE	EXEMPT	GENERAL	
TOWN OF PROCTOR 45 MAIN STREET PROCTOR VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	23,022.
ST PAUL'S LUTHERAN CHURCH 6 GIBBS STREET VT 05759	NO RELATIONSHIP	EXEMPT	GENERAL	4,572.
Total . . . . ▶ 3a				186,406.
b Approved for future payment				
Total . . . . ▶ 3b				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	94,292.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	93,101.	
8 Gain or (loss) from sales of assets other than inventory			18	389,301.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				576,694.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 576,694.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Peter Ulrushaw (signature) | 04/24/2014 | First V. P.

Signature of officer or trustee | 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 ☐ if self-employed	PTIN
GORDON POWERS	Gordon Powers (signature)	04/24/2014		P00260194

Firm's name ▶ ERNST & YOUNG U.S., LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 200 CLARENDON STREET, 44TH FLOOR BOSTON, MA 02116 — Phone no 617-587-9019

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	300.	300.
ABBVIE INC	76.	76.
ADECCO SA ADR	111.	111.
ADIDAS AG SPONSORED ADR	75.	75.
AETNA U S HEALTHCARE INC	302.	302.
AGILENT TECHNOLOGIES	8.	8.
AGRIUM INC	25.	25.
ALLSTATE CORP	378.	378.
ALSTOM SA UNSPON ADR	56.	56.
AMADEUS IT HLDG S A	93.	93.
AMERICA MOVIL S A DE C V SPONS ADR L	62.	62.
AMERICAN CAMPUS CMNTYS INC	78.	78.
AMERICAN EXPRESS CO	267.	267.
AMERISOURCEBERGEN CORP	134.	134.
AMETEK INC NEW	72.	72.
AMPHENOL CORP NEW CL A	32.	32.
ANALOG DEVICES INC	58.	58.
APACHE CORP	24.	24.
APPLE COMPUTER, INC	450.	450.
APTARGROUP INC	105.	105.
ASHAI KASEI CORP ADR	95.	95.
AUTOMATIC DATA PROCESSING	9.	9.
AXA ADR	140.	140.
BB&T CORP	53.	53.
BANCO BILBAO VIZCAYA ARGENTA ADR SPONSOR	121.	121.
BANK NEW YORK MELLON CORP	99.	99.
BARCLAYS PLC ADR	29.	29.
BARCLAYS BANK MTN 2.750% 8/26/2016	1,375.	1,375.
BARRICK GOLD CORP COM	19.	19.
BAXTER INTERNATIONAL INC	169.	169.
BEAM INC	27.	27.
BECTON DICKINSON & CO.	42.	42.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEMIS CO	176.	176.
BLACKBAUD INC	65.	65.
BLACKROCK INC	445.	445.
BOMBARDIER INC CL B	71.	71.
BORG WARNER AUTOMOTIVE INC	150.	150.
BOTTLING GROUP LLC DTD 06/10/03 4.125% 0	1,031.	1,031.
BROOKFIELD OFFICE PROPERTIES INC	28.	28.
C B S CORP NEW CL B	362.	362.
CLECO CORP NEW COM	235.	235.
CME GROUP INC	50.	50.
CVS CORP	390.	390.
CAMPBELL SOUP CO 3.050% 7/15/2017	805.	805.
CAP GEMINI SA UNSP ADR	106.	106.
CAPITAL ONE FINL CORP	105.	105.
CARDINAL HEALTH INC	189.	189.
CENOVUS ENERGY INC	32.	32.
CENTURYTEL INC	626.	626.
CHEVRONTEXACO CORP	231.	231.
CHUBB CORPORATION	22.	22.
CHURCH & DWIGHT INC	270.	270.
CISCO SYSTEMS INC	188.	188.
COACH INC COM	99.	99.
COCA COLA CO 1.650% 3/14/2018	413.	413.
COCA-COLA ENTERPRISES INC NEW COM	80.	80.
COMPASS MINERALS INTL INC	131.	131.
CONOCOPHILLIPS COM	664.	664.
CORPORATE EXECUTIVE BRD CO	63.	63.
CULLEN FROST BANKERS INC	60.	60.
CUMMINS ENGINE INC	152.	152.
DBS GROUP HLDGS LTD ADR SPONSORED	142.	142.
DTE ENERGY CO COM	322.	322.
DEERE & CO.	166.	166.
DEUTSCHE BOERSE ADR	156.	156.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEVRY INC	53.	53.
DISCOVER FINANCIAL SERVICES	454.	454.
DOMINION RES INC VA NEW	11.	11.
DONALDSON INC	68.	68.
DOVER CORP	109.	109.
DREYFUS INST CASH MGT FD #288	105.	105.
DUPONT E I DE NEMOURS & CO	68.	68.
EMC CORP	89.	89.
EOG RES INC COM	62.	62.
EASTMAN CHEMICAL CO	264.	264.
EMERSON ELECTRIC CO	59.	59.
EUROPEAN AERO DEFENSE SPACE ADR	55.	55.
EUTELSAT COMMUNICATIONS ADR	208.	208.
EXPEDITORS INTL WASH INC	33.	33.
EXPONENT INC	20.	20.
F M C CORP NEW	115.	115.
FED FARM CREDIT BANK 3.050% 12/06/19	907.	907.
FEDERAL FARM CREDIT BANK 3.875% 01/12/21	1,927.	1,927.
FEDERAL FARM CREDIT BANK DTD 12/22/04 4.	4,350.	4,350.
FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2	5,200.	5,200.
FEDERAL HOME LOAN BANKS DTD 7/21/10 3.37	975.	975.
FEDL HOME LOAN BANK 1.700% 11/30/18	519.	519.
FEDL HOME LOAN BANK 1.000% 6/09/2017	293.	293.
FEDERAL HOME LOAN BANK 4.680% 5/21/2013	1,170.	1,170.
FEDERAL HOME LOAN BANK 5.130% 5/24/2013	1,283.	1,283.
FEDERAL HOME LOAN BANK DTD 11/02/04 4.5%	2,938.	2,938.
FEDERAL HOME LOAN BANK 5.000% 12/11/2015	1,451.	1,451.
FEDERAL HOME LOAN BANK 5.000% 12/09/2016	5,000.	5,000.
FEDERAL HOME LOAN BANK 5.625% 6/09/2017	5,625.	5,625.
FEDERAL HOME LOAN BANK 4.250% 3/09/2018	1,777.	1,777.
FIDELITY FLOATING RATE HIGH INC #814	2,254.	2,254.
FIDELITY FINL TR CONVERT SECS	2,025.	2,025.
FIDELITY NATL TITLE GROUP INC CL A	56.	56.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIFTH THIRD BANCORP	514.	514.
FIRST REP BK SAN FRANCISCO	49.	49.
FORD MTR CO DEL COM PAR $0.01	48.	48.
FRANKLIN RESOURCES INC	8.	8.
FREEPORT MCMORAN COPPER & GOLD	108.	108.
GEA GROUP AG ADR	75.	75.
GAP INC	345.	345.
GENERAL ELECTRIC	169.	169.
GENERAL ELECTRIC CC 1.875% 9/16/2013	938.	938.
GENTEX CORP COM	41.	41.
GENUINE PARTS CO	27.	27.
GLACIER BANCORP INC	138.	138.
GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.3	1,094.	1,094.
GOLDMAN SACHS GROUP	62.	62.
GOLDMAN SACHS GROUP 2.375% 01/22/18	16.	16.
GREENHILL & CO INC	90.	90.
GROUP 1 AUTOMOTIVE INC	56.	56.
HALLIBURTON CO	66.	66.
JOHN HANCOCK FINL OPPORTUNITIES FUND	1.	1.
HARMAN INTL INDS INC NEW	42.	42.
HARRIS TEETER SUPERMARKETS INC	63.	63.
HEARTLAND EXPRESS INC	16.	16.
HEINEKEN N V NPV ADR	67.	67.
HELMERICH & PAYNE	124.	124.
HESS CORP	16.	16.
HOME DEPOT INC	378.	378.
HONEYWELL INTL INC	143.	143.
HUMANA INC	162.	162.
IBERIABANK CORP	95.	95.
INFINEON TECHNOLOGIES ADR	55.	55.
INTEL CORP	127.	127.
INTUIT INC	90.	90.
ISHARES FLOATING RATE BOND ETF	327.	327.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ITAU UNIBANCO HOLDING S.A.	80.	80.
J P MORGAN CHASE & CO	651.	651.
JOHNSON & JOHNSON INC	59.	59.
JULIUS BAER GROUP LTD ADR	60.	60.
KAO CORP SPONSORED ADR	111.	111.
KIMBERLY CLARK CORP	4.	4.
KOHLS CORP	46.	46.
KOMATSU LTD	69.	69.
KROGER CORP	216.	216.
L BRANDS INC	123.	123.
LVMH MOET HENNESSY LOU VUITT ADR	39.	39.
LEGGETT & PLATT INC	522.	522.
LINCOLN ELECTRIC HLDGS INC	44.	44.
M & T BANK CORP	70.	70.
MACYS INC	166.	166.
MANNING & NAPIER INC	186.	186.
MARATHON PETE CORP	236.	236.
MARKETAXESS HLDGS INC	76.	76.
MARKS & SPENCER GROUP PLC ADR	73.	73.
MAXIM INTEGRATED PRODS INC COM	371.	371.
MCGRAW HILL INC	24.	24.
MCKESSON HBOC INC	53.	53.
METLIFE INC	312.	312.
MICROSOFT CORP	136.	136.
MICROSOFT CORP 2.950% 6/01/2014	1,475.	1,475.
MID-AMERICA APARTMENT CMNTYS	159.	159.
MITSUBISHI ESTATE ADR	15.	15.
MITSUI & CO LTD ADR	73.	73.
MOLSON COORS BREWING CO CL B	51.	51.
MOSAIC CO NEW	25.	25.
MOTOROLA SOLUTIONS INC	124.	124.
MURPHY OIL CORP	120.	120.
N R G ENERGY INC NEW	182.	182.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL HEALTH INVESTORS INC	200.	200.
NATIONAL OILWELL VARCO INC	77.	77.
NEWELL RUBBERMAID INC	129.	129.
NEXTERA ENERGY INC	185.	185.
NIDEC CORP SPONSORED ADR	26.	26.
NIPPON TELEG & TEL CORP SPONS ADR	58.	58.
NORTHROP CORP	771.	771.
NOVARTIS ADR	146.	146.
OCCIDENTAL PETROLEUM CORP	96.	96.
ORACLE CORPORATION	32.	32.
OPPENHEIMER DEVELOPING MKTS Y #788	963.	963.
PIMCO HIGH YIELD	5,122.	5,122.
PIMCO EMERGING MKTS BOND INSTL #137	2,617.	2,617.
PVH CORP	7.	7.
PEPSICO INC	28.	28.
PERRIGO CO	22.	22.
PFIZER INC	67.	67.
PHILIP MORRIS INTL INC	452.	452.
PIER 1 IMPORTS INC	19.	19.
PIMCO COMMODITY REAL RETURN STRATEGY INS	1,391.	1,391.
PIMCO INVESTMENT GRADE CORP BD INSTL #5	1,289.	1,289.
PORSCHE AUTOMOBIL HLDG SE ADR	71.	71.
POWER INTEGRATIONS INC	29.	29.
PRICESMART INC	26.	26.
PROASSURANCE CORP	120.	120.
PROCTOR & GAMBLE CO	149.	149.
PRUDENTIAL FINL INC COM	288.	288.
PUBLIC SERVICE ENT GROUP INC	578.	578.
QEP RES INC	10.	10.
QUALCOMM INC	412.	412.
QUEST DIAGNOSTICS INC	24.	24.
QUESTAR CORP	145.	145.
RPM INC, OHIO	168.	168.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RANGE RES CORP	2.	2.
RAYTHEON CO NEW	237.	237.
REDWOOD TRUST INC REIT	113.	113.
REPSOL YPF S A SPONSORED ADR	70.	70.
RESMED INC	97.	97.
RITCHIE BROS AUCTIONEERS	91.	91.
ROBERT HALF INTL INC	151.	151.
ROCHE HLDG LTD SPON ADR	136.	136.
ROYAL DSM NV ADR	92.	92.
ROYAL DUTCH SHELL PLC SPON ADR B	121.	121.
RYDER SYSTEM INC	414.	414.
RYLAND GROUP INC	15.	15.
SANDISK CORP	178.	178.
SAP AKLENGESELLSCHAFT ADR SPONS PREF	44.	44.
SCHLUMBERGER LTD	182.	182.
CHARLES SCHWAB CO.	93.	93.
SEALED AIR CORP NEW	42.	42.
SECOM LTD ADR	82.	82.
SHIRE PLC	4.	4.
SILICONWARE PRECISION INDS LTD SPONSORED	128.	128.
SINGAPORE TELECOMMUNICATNS LSPON ADR NEW	97.	97.
SNAP ON INC	226.	226.
SOFTWARE AG ADR	50.	50.
SOLERA HOLDINGS INC	50.	50.
SONY FINL HLDGS INC ADR	58.	58.
SOUTHERN CA EDISON CO 4.150% 9/15/14	2,075.	2,075.
SPECTRA ENERGY CORP	70.	70.
STANLEY BLACK & DECKER INC	3.	3.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	473.	473.
STEPAN CO	42.	42.
STERIS CORP	75.	75.
SUNCOR ENERGY INC NEW	87.	87.
SWISS RE LTD	441.	441.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SYMANTEC CORP	155.	155.
SYNGENTA AG ADR SPONSORED	91.	91.
TJX COS INC NEW	164.	164.
TECHNIP ADR	69.	69.
TELEFLEX INC	34.	34.
TESCO PLC ADR SPONSORED	112.	112.
TEXAS INSTRUMENTS	383.	383.
TEXAS INSTRUMENTS INC 1.650% 8/03/19	733.	733.
THERMO ELECTRON	53.	53.
TIME WARNER INC NEW	6.	6.
TIME WARNER CABLE INC	94.	94.
TOKYO ELECTRON LTD ADR	18.	18.
TORCHMARK CORP	93.	93.
TORO CO	50.	50.
TOTO LIMITED ADR	85.	85.
TRACTOR SUPPLY CO	64.	64.
TRAVELERS COMPANIES INC	601.	601.
TRICAN WELL SVC LTD	8.	8.
TUPPERWARE CORP	130.	130.
US BANCORP DEL NEW	293.	293.
UMPQUA HLDGS CORP	90.	90.
UNION PACIFIC CORP	169.	169.
UNITED PARCEL SERVICE	56.	56.
UNITED TECHNOLOGIES CORP	121.	121.
UNIVERSAL FST PRODS INC	21.	21.
VALERO ENERGY CORP - NEW	129.	129.
VANGUARD REIT ETF	1,674.	1,674.
VERIZON COMMUNICATIONS	496.	496.
VISA INC CLASS A SHARES (V)	155.	155.
VODAFONE GROUP PLC NEW	350.	350.
WPP PLC NEW ADR	58.	58.
WABTEC CORP	15.	15.
WADDELL & REED FINANCIAL CL A	140.	140.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WAL-MART STORES	148.	148.
WASTE MANAGEMENT INC NEW	11.	11.
WELLPOINT INC	217.	217.
WELLS FARGO & CO NEW	362.	362.
WESTLAKE CHEM CORP	108.	108.
WHOLE FOOD MARKET INC	71.	71.
WYNDHAM WORLDWIDE CORP	254.	254.
DAIMLER-CHRYSLER AG	144.	144.
EATON CORP PLC	29.	29.
ENSCO PLC ADR	88.	88.
TE CONNECTIVITY LTD	43.	43.
LYONDELLBASELL INDUSTRIES NV	418.	418.
TOTAL	94,292.	94,292.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	93,101.	93,101.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	695.	695.
FEDERAL TAX PAYMENT - PRIOR YE	210.	
FEDERAL ESTIMATES - PRINCIPAL	3,084.	
FOREIGN TAXES ON QUALIFIED FOR	195.	195.
TOTALS	4,184.	890.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	287.	287.
OTHER NON-ALLOCABLE EXPENSE -	199.	199.
OTHER NON-ALLOCABLE EXPENSE -	32.	32.
TOTALS	518.	518.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S OBLIGATIONS - SEE ATTACHED	300,688.	337,938.
TOTALS	300,688.	337,938.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
STOCK - SEE ATTACHED		1,718,827.	2,130,341.
	TOTALS	1,718,827.	2,130,341.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SEE ATTACHED	370,560.	371,278.
TOTALS	370,560.	371,278.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - SEE ATTACHED	C	1,040,711.	1,065,572.
TOTALS		1,040,711.	1,065,572.

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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2013

Name of estate or trust: MORTIMER R PROCTOR FOUNDATION 31V120015

Employer identification number: 03-6020099

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	2,666,100.	2,497,687.		168,413.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	168,413.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,302,256.	1,085,564.		216,692.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	4,196.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	220,888.

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			168,413.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			220,888.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			38.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			389,301.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	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)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www irs gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No. 1545-0074

2013

Attachment Sequence No. **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
70. RALCORP HLDGS INC NEW	05/16/2012	01/30/2013	6,300.00	5,014.00			1,286.00
35. ACTAVIS INC	05/16/2012	02/01/2013	3,066.00	2,521.00			545 00
50. ADIDAS AG SPONSORED AD	05/16/2012	02/01/2013	2,403.00	1,948.00			455.00
50. AGRIUM INC	05/16/2012	02/01/2013	5,676.00	3,942.00			1,734 00
275. AMADEUS IT HLDG S A	05/16/2012	02/01/2013	6,905.00	5,294.00			1,611 00
640. AMERICAN EXPRESS CO	05/16/2012	02/01/2013	38,290.00	36,960.00			1,330.00
205. AMERICAN TOWER CORP	05/16/2012	02/01/2013	15,701.00	13,743.00			1,958.00
405. AMGEN INC	05/16/2012	02/01/2013	34,975.00	28,791.00			6,184.00
50. APPLE COMPUTER, INC	05/16/2012	02/01/2013	22,682 00	27,550.00			-4,868.00
20. BAXTER INTERNATIONAL I	05/16/2012	02/01/2013	1,373.00	1,059.00			314.00
45. BERKSHIRE HATHAWAY INC	05/16/2012	02/01/2013	4,406.00	3,631.00			775.00
435. BOMBARDIER INC CL B	05/16/2012	02/01/2013	1,718.00	1,652.00			66.00
235. C B S CORP NEW CL B	05/16/2012	02/01/2013	9,903.00	7,518.00			2,385 00
105. CVS CORP	05/16/2012	02/01/2013	5,415.00	4,762.00			653.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
65. CAP GEMINI SA UNSP ADR	07/25/2012	02/01/2013	1,594.00	1,078.00			516.00
655. CARDINAL HEALTH INC	05/16/2012	02/01/2013	28,617.00	27,660.00			957.00
35. COCA-COLA ENTERPRISES	05/16/2012	02/01/2013	1,234.00	1,012 00			222.00
40. COGNIZANT TECHNOLOGY S A	05/16/2012	02/01/2013	3,156.00	2,432.00			724.00
50. COVANCE INC	05/16/2012	02/01/2013	3,399.00	2,257.00			1,142 00
250. CUMMINS ENGINE INC	05/16/2012	02/01/2013	29,095.00	25,325 00			3,770.00
40. DBS GROUP HLDGS LTD AD	05/16/2012	02/01/2013	1,962.00	1,714.00			248.00
520. DTE ENERGY CO COM	05/16/2012	02/01/2013	33,213.00	29,119.00			4,094.00
170. DEUTSCHE BOERSE ADR	07/25/2012	02/01/2013	1,103.00	836.00			267.00
340. DEUTSCHE TELEKOM AG A	07/25/2012	02/01/2013	4,158.00	3,662.00			496.00
215. DEUTSCHE POST AG SPON	05/16/2012	02/01/2013	5,106.00	3,644.00			1,462.00
400. DISCOVER FINANCIAL SE	05/16/2012	02/01/2013	15,520.00	13,352.00			2,168.00
80. EASTMAN CHEMICAL CO	05/16/2012	02/01/2013	5,893.00	3,732.00			2,161.00
80. EMERSON ELECTRIC CO	05/16/2012	02/01/2013	4,642.00	3,790.00			852.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No. 12A

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check *only* one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
35. EUROPEAN AERO DEFENSE	05/16/2012	02/01/2013	1,679.00	1,316.00			363.00
40. EXPEDITORS INTL WASH I	05/16/2012	02/01/2013	1,720.00	1,516.00			204.00
25. EXPRESS SCRIPTS HLDG C	05/16/2012	02/01/2013	1,367.00	1,320.00			47.00
425. FISERV INC WISCONSIN	05/16/2012	02/01/2013	34,550.00	28,070.00			6,480.00
25. FREEPORT MCMORAN COPPE	05/16/2012	02/01/2013	891.00	819.00			72.00
95. GEA GROUP AG ADR	05/16/2012	02/01/2013	3,460.00	2,551.00			909.00
20. GARTNER GROUP INC	05/16/2012	02/01/2013	1,049.00	851.00			198.00
230. GILEAD SCIENCES INC	05/16/2012	02/01/2013	9,312.00	5,955.00			3,357.00
140. W W GRAINGER INC	05/16/2012	02/01/2013	30,737.00	26,942.00			3,795 00
95. HEINEKEN N V NPV ADR	05/16/2012	02/01/2013	3,447.00	2,453.00			994.00
445. HELMERICH & PAYNE	05/16/2012	02/01/2013	28,845.00	19,507.00			9,338.00
30. HUMANA INC	05/16/2012	02/01/2013	2,240.00	2,287.00			-47.00
65. INTERNATIONAL BUSINESS	05/16/2012	02/01/2013	13,334.00	13,012.00			322.00
530. INTUIT INC	05/16/2012	02/01/2013	33,358.00	29,383.00			3,975.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on *your Schedule D,* **line 1b** *(if Box A above is checked),* **line 2** *(if* **Box B** *above is checked), or* **line 3** *(if* **Box C** *above is checked)* ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

Department of the Treasury Internal Revenue Service

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013 Attachment Sequence No **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1230. JABIL CIRCUIT INC CO	05/16/2012	02/01/2013	23,788.00	24,243.00			-455.00
315. JULIUS BAER GROUP LTD	05/16/2012	02/01/2013	2,567.00	2,151.00			416.00
70. KAO CORP SPONSORED ADR	05/16/2012	02/01/2013	1,970.00	1,816.00			154.00
70. LINCOLN ELECTRIC HLDGS	05/02/2012	02/01/2013	3,780.00	3,464.00			316.00
30. LULULEMON ATHLETICA IN	05/16/2012	02/01/2013	2,034.00	2,126.00			-92.00
830. MACYS INC	05/16/2012	02/01/2013	32,793.00	31,067.00			1,726 00
935. MARATHON OIL CORP	05/16/2012	02/01/2013	31,808.00	23,188.00			8,620.00
15. MID-AMERICA APARTMENT	05/16/2012	02/01/2013	985.00	1,028.00			-43.00
90. NATIONAL OILWELL VARCO	05/16/2012	02/01/2013	6,377.00	5,747.00			630.00
200. NISSAN MOTORS SPONSOR	05/16/2012	02/01/2013	4,050.00	3,762.00			288.00
25. PERRIGO CO	05/16/2012	02/01/2013	2,635.00	2,553.00			82.00
185. PHILIP MORRIS INTL IN	05/16/2012	02/01/2013	16,245.00	15,825.00			420.00
50. QUESTAR CORP	05/16/2012	02/01/2013	1,173.00	984.00			189.00
45. RPM INC, OHIO	05/16/2012	02/01/2013	1,425.00	1,183.00			242.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No. 1545-0074

2013

Attachment Sequence No. 12A

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
25. RESMED INC	05/16/2012	02/01/2013	1,106.00	833.00			273.00
145. RIVERBED TECHNOLOGY I	05/16/2012	02/01/2013	2,813.00	2,295.00			518.00
125. ROCHE HLDG LTD SPON A	05/16/2012	02/01/2013	6,979.00	5,119.00			1,860.00
525. ROSS STORES INC	05/16/2012	02/01/2013	31,226.00	32,576.00			-1,350.00
255. SAIPEM S P A ADR	05/16/2012	02/01/2013	3,493.00	5,335.00			-1,842.00
20. SAP AKLENGESELLSCHAFT PREF	07/25/2012	02/01/2013	1,669 00	1,230.00			439.00
185. CHARLES SCHWAB CO.	05/16/2012	02/01/2013	3,088.00	2,375.00			713.00
165. SECOM LTD ADR	05/16/2012	02/01/2013	2,033.00	1,851.00			182.00
40. SINGAPORE TELECOMMUNIC ADR NEW06	05/16/2012	02/01/2013	1,133.00	992.00			141.00
80. SONY FINL HLDGS INC AD	05/16/2012	02/01/2013	1,346.00	1,178.00			168.00
30 SOURCEFIRE INC	07/25/2012	02/01/2013	1,275.00	1,383.00			-108.00
40. STERICYCLE INC COM	05/16/2012	02/01/2013	3,809.00	3,324.00			485.00
35. SWISS RE LTD	05/16/2012	02/01/2013	2,632.00	2,063.00			569.00
15 SYNGENTA AG ADR SPONSO	05/16/2012	02/01/2013	1,308.00	986.00			322 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Form **8949** — Department of the Treasury, Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No. 1545-0074 — 2013 — Attachment Sequence No. 12A

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1

(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
50. TECHNIP ADR	05/16/2012	02/01/2013	1,385.00	1,189.00			196.00
1970. TERADYNE INC COM	05/16/2012	02/01/2013	32,741.00	29,943.00			2,798.00
200. TEVA PHARM INDUS ADR	05/16/2012	02/01/2013	7,548.00	8,006.00			-458.00
400. TOKYO ELECTRON LTD AD	05/16/2012	02/01/2013	4,200.00	5,053.00			-853.00
620. TORCHMARK CORP	05/16/2012	02/01/2013	34,775.00	28,947.00			5,828.00
135. TOTO LIMITED ADR	05/16/2012	02/01/2013	2,194.00	1,823.00			371.00
10. TRACTOR SUPPLY CO	05/16/2012	02/01/2013	1,039.00	984.00			55.00
1000. US BANCORP DEL NEW	05/16/2012	02/01/2013	33,349.00	31,210.00			2,139.00
245. UNION PACIFIC CORP	05/16/2012	02/01/2013	32,780.00	27,552.00			5,228.00
20. VARIAN MED SYS INC	05/16/2012	02/01/2013	1,426.00	1,270.00			156.00
75 VERISK ANALYTICS INC	05/16/2012	02/01/2013	4,166.00	3,680.00			486.00
25. VISA INC CLASS A SHARE	05/16/2012	02/01/2013	3,957.00	2,943.00			1,014.00
25. WABTEC CORP	05/16/2012	02/01/2013	2,392.00	1,818.00			574.00
40. WELLS FARGO & CO NEW	05/16/2012	02/01/2013	1,402.00	1,294.00			108.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

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Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No. 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

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You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
355. WHOLE FOOD MARKET INC	05/16/2012	02/01/2013	34,192.00	30,779.00			3,413.00
195. WYNDHAM WORLDWIDE COR	05/16/2012	02/01/2013	10,910.00	9,760.00			1,150.00
130. ACE LIMITED	05/16/2012	02/01/2013	11,106.00	9,799 00			1,307.00
115. ADECCO SA ADR	02/01/2013	04/29/2013	3,074.00	3,401.00			-327.00
70. AGILENT TECHNOLOGIES	02/01/2013	04/29/2013	2,897.00	3,176.00			-279.00
230. ALLSTATE CORP	02/01/2013	04/29/2013	11,304.00	10,302.00			1,002.00
140. AMETEK INC NEW	02/01/2013	04/29/2013	5,680.00	5,817.00			-137.00
65. APACHE CORP	05/16/2012	04/29/2013	4,768.00	5,354.00			-586.00
5. APPLE COMPUTER, INC	05/16/2012	04/29/2013	2,158.00	2,755.00			-597.00
250. ATLANTIA SPA ADR	02/01/2013	04/29/2013	2,205.00	2,353.00			-148.00
10. BERKSHIRE HATHAWAY INC	05/16/2012	04/29/2013	1,067.00	807.00			260.00
15. BLACKROCK INC	02/01/2013	04/29/2013	4,019.00	3,552.00			467 00
140. C B S CORP NEW CL B	05/16/2012	04/29/2013	6,469.00	4,479.00			1,990.00
90. CVS CORP	05/16/2012	04/29/2013	5,168.00	4,081.00			1,087 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your *Schedule D*, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

Department of the Treasury Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013 Attachment Sequence No. **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
140. CENTURYTEL INC	02/01/2013	04/29/2013	5,239 00	5,783.00			-544.00
60. CHURCH & DWIGHT INC	02/01/2013	04/29/2013	3,827.00	3,513.00			314.00
85. COACH INC COM	07/25/2012	04/29/2013	4,962 00	4,902 00			60.00
390. CONOCOPHILLIPS COM	02/01/2013	04/29/2013	23,326.00	22,834.00			492.00
105 DISCOVER FINANCIAL SE	05/16/2012	04/29/2013	4,618.00	3,505.00			1,113.00
80. EASTMAN CHEMICAL CO	05/16/2012	04/29/2013	5,438.00	3,732.00			1,706.00
85. EXPEDITORS INTL WASH I	05/16/2012	04/29/2013	3,027.00	3,222.00			-195.00
380. F M C CORP NEW	02/01/2013	04/29/2013	23,054.00	19,774.00			3,280.00
345. FIFTH THIRD BANCORP	02/01/2013	04/29/2013	5,789.00	5,710.00			79 00
160. FREEPORT MCMORAN COPP	05/16/2012	04/29/2013	4,777.00	5,242.00			-465.00
125. GAP INC	02/01/2013	04/29/2013	4,680.00	4,117.00			563.00
290. ICAP PLC ADR	02/01/2013	04/29/2013	2,614.00	3,042.00			-428.00
30. IMPERIAL TOB GROUP PLC	02/01/2013	04/29/2013	2,152.00	2,234.00			-82.00
170. ITAU UNIBANCO HOLDING	02/01/2013	04/29/2013	2,803.00	2,930.00			-127.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your *Schedule D, **line 1b*** (if **Box A** above is checked), ***line 2*** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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OMB No. 1545-0074

2013

Attachment Sequence No. **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

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[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
155. J P MORGAN CHASE & CO	02/01/2013	04/29/2013	7,573.00	7,428.00			145.00
130. LEGGETT & PLATT INC	02/01/2013	04/29/2013	4,198.00	3,847.00			351.00
35. LULULEMON ATHLETICA IN	05/16/2012	04/29/2013	2,619.00	2,480 00			139.00
115. MARATHON PETE CORP	02/01/2013	04/29/2013	9,455.00	8,760.00			695.00
185. MAXIM INTEGRATED PROD	02/01/2013	04/29/2013	5,659.00	5,875.00			-216.00
265. MCKESSON HBOC INC	02/01/2013	04/29/2013	27,702.00	27,345.00			357.00
475 MOTOROLA SOLUTIONS IN	02/01/2013	04/29/2013	27,292.00	28,068.00			-776.00
210. MYLAN LABORATORS INC	02/01/2013	04/29/2013	6,096.00	6,075.00			21.00
185. N R G ENERGY INC NEW	02/01/2013	04/29/2013	5,163 00	4,457.00			706.00
45. NORTHROP CORP	02/01/2013	04/29/2013	3,367.00	2,943.00			424.00
770. ORACLE CORPORATION	02/01/2013	04/29/2013	24,755.00	27,959.00			-3,204.00
355. PETSMART INC	02/01/2013	04/29/2013	23,746.00	22,880.00			866.00
270. PORSCHE AUTOMOBIL HLD	02/01/2013	04/29/2013	2,009.00	2,444.00			-435.00
125. QUALCOMM INC	02/01/2013	04/29/2013	7,730 00	8,337.00			-607.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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OMB No. 1545-0074

2013

Attachment Sequence No. **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
925. QUANTA SVCS INC COM	02/01/2013	04/29/2013	25,510.00	26,686.00			-1,176 00
40. QUEST DIAGNOSTICS INC	05/16/2012	04/29/2013	2,248.00	2,298.00			-50.00
60. RANGE RES CORP	05/16/2012	04/29/2013	4,435.00	3,861.00			574.00
945. ROBERT HALF INTL INC	02/01/2013	04/29/2013	30,923.00	33,462.00			-2,539.00
135. SINGAPORE TELECOMMUNI ADR NEW06	05/16/2012	04/29/2013	4,211.00	3,349.00			862.00
225. SONY FINL HLDGS INC A	05/16/2012	04/29/2013	3,053.00	3,312.00			-259.00
365. SYMANTEC CORP	02/01/2013	04/29/2013	8,957.00	8,092.00			865.00
75. TJX COS INC NEW	02/01/2013	04/29/2013	3,652.00	3,409.00			243.00
45. TRAVELERS COMPANIES IN	02/01/2013	04/29/2013	3,837.00	3,596.00			241.00
645. VALERO ENERGY CORP -	02/01/2013	04/29/2013	26,479.00	28,851.00			-2,372.00
75. WYNDHAM WORLDWIDE CORP	05/16/2012	04/29/2013	4,537.00	3,754.00			783.00
525. ADOBE SYS INC	04/29/2013	07/03/2013	24,344.00	23,672.00			672.00
420. ALLSTATE CORP	02/01/2013	07/03/2013	20,403.00	18,812.00			1,591.00
95. AMERICAN INTL GROUP IN	04/29/2013	07/03/2013	4,211.00	3,927.00			284.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

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Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check **Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
530. AMETEK INC NEW	02/01/2013	07/03/2013	22,864.00	22,021.00			843.00
20. ANSYS INC	04/29/2013	07/03/2013	1,459.00	1,580.00			-121.00
510. CENTURYTEL INC	02/01/2013	07/03/2013	17,972.00	21,068.00			-3,096.00
355. CHURCH & DWIGHT INC	02/01/2013	07/03/2013	21,862.00	20,786.00			1,076.00
280. DEERE & CO.	04/29/2013	07/03/2013	22,755.00	25,256.00			-2,501.00
60. GAP INC	02/01/2013	07/03/2013	2,579 00	1,976.00			603.00
190. GENERAL ELECTRIC	02/01/2013	07/03/2013	4,345.00	4,299.00			46.00
115. GULFPORT ENERGY CORP	04/29/2013	07/03/2013	5,691.00	6,027.00			-336.00
190. HARMONIC INC COM	02/01/2013	07/03/2013	1,222.00	1,028 00			194.00
25. HESS CORP	02/01/2013	07/03/2013	1,680.00	1,701.00			-21.00
2995. ISHARES GOLD TRUST	07/25/2012	07/03/2013	36,390.00	46,902.00			-10,512.00
645. LEGGETT & PLATT INC	02/01/2013	07/03/2013	19,906.00	19,085.00			821.00
280. MARATHON PETE CORP	02/01/2013	07/03/2013	19,350.00	21,328.00			-1,978.00
680 MAXIM INTEGRATED PROD	02/01/2013	07/03/2013	18,856.00	21,595.00			-2,739.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs.gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No. 12A

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
60. MICROS SYS INC	04/29/2013	07/03/2013	2,627.00	2,552.00			75.00
50. MOSAIC CO NEW	02/01/2013	07/03/2013	2,681.00	3,103.00			-422.00
880. N R G ENERGY INC NEW	02/01/2013	07/03/2013	22,976.00	21,199.00			1,777.00
6363.859 PIMCO COMMODITY R STRATEGY INSTL #45	07/25/2012	07/03/2013	35,956.00	43,402.00			-7,446.00
10. STERICYCLE INC COM	04/29/2013	07/03/2013	1,115.00	1,084.00			31.00
1030. SYMANTEC CORP	02/01/2013	07/03/2013	22,958.00	22,835.00			123.00
430. TJX COS INC NEW	02/01/2013	07/03/2013	21,642.00	19,543.00			2,099.00
250. THERMO ELECTRON	04/29/2013	07/03/2013	21,257.00	20,237.00			1,020.00
105. II VI INC	04/29/2013	07/03/2013	1,737.00	1,634.00			103.00
35. UNIVERSAL FST PRODS IN	04/29/2013	07/03/2013	1,404.00	1,346.00			58.00
470. VANGUARD REIT ETF	02/01/2013	07/03/2013	32,138.00	31,124.00			1,014.00
50000. FEDL HOME LOAN BANK 11/30/18	08/24/2012	07/09/2013	48,893.00	51,680.00			-2,787.00
50000. FEDL HOME LOAN BANK 6/09/2017	08/24/2012	07/09/2013	49,288.00	50,428.00			-1,140.00
315. AMPHENOL CORP NEW CL	07/03/2013	08/05/2013	24,948.00	23,694.00			1,254.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

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Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
55. BARRICK GOLD CORP COM	07/03/2013	08/05/2013	899.00	805.00			94.00
515. BEMIS CO	07/03/2013	08/05/2013	21,559.00	20,115.00			1,444.00
75. BLACKROCK INC	02/01/2013	08/05/2013	21,390.00	17,759.00			3,631.00
15. COMPASS MINERALS INTL	07/03/2013	08/05/2013	1,120.00	1,313.00			-193.00
85. DENBURY RES INC NEW	04/29/2013	08/05/2013	1,527 00	1,510.00			17.00
340. FRANKLIN RESOURCES IN	07/03/2013	08/05/2013	17,027.00	15,682.00			1,345.00
20. GAP INC	02/01/2013	08/05/2013	924.00	659.00			265.00
45. GARTNER GROUP INC	07/03/2013	08/05/2013	2,542.00	2,590.00			-48.00
175. GENTEX CORP COM	04/29/2013	08/05/2013	4,029.00	3,568.00			461.00
330. HELMERICH & PAYNE	04/29/2013	08/05/2013	21,826.00	19,305.00			2,521.00
30. HUMANA INC	04/29/2013	08/05/2013	2,737.00	2,200.00			537.00
20. J P MORGAN CHASE & CO	07/03/2013	08/05/2013	1,120.00	1,055.00			65.00
15. NORTHROP CORP	02/01/2013	08/05/2013	1,431.00	981.00			450.00
270. QUALCOMM INC	07/03/2013	08/05/2013	17,744.00	17,821.00			-77.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if Box A above is checked), **line 2** (if Box B above is checked), or **line 3** (if Box C above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
40. QUESTAR CORP	04/29/2013	08/05/2013	984.00	1,014.00			-30.00
75. RYLAND GROUP INC	04/29/2013	08/05/2013	2,996.00	3,234.00			-238.00
330. SOFTWARE AG ADR	02/01/2013	08/05/2013	2,538.00	3,313.00			-775.00
60. SUPERIOR ENERGY SVCS I	04/29/2013	08/05/2013	1,556.00	1,604.00			-48.00
45. URBAN OUTFITTERS INC C	02/01/2013	08/05/2013	1,956.00	1,948.00			8.00
30 VERIZON COMMUNICATIONS	07/03/2013	08/05/2013	1,502.00	1,539.00			-37.00
35. WELLPOINT INC	07/03/2013	08/05/2013	3,075.00	2,844.00			231.00
25. ZEBRA TECHNOLOGIES COR	04/29/2013	08/05/2013	1,196.00	1,159.00			37.00
.25 MURPHY USA INC	08/05/2013	09/18/2013	10.00	10.00			
95. BEMIS CO	04/29/2013	10/09/2013	3,638.00	3,710.00			-72.00
105. BROOKFIELD OFFICE PRO	07/03/2013	10/09/2013	1,956.00	1,759.00			197.00
65. CHURCH & DWIGHT INC	02/01/2013	10/09/2013	3,886 00	3,806.00			80.00
930. CISCO SYSTEMS INC	08/05/2013	10/09/2013	20,953.00	24,589.00			-3,636.00
60. DENBURY RES INC NEW	04/29/2013	10/09/2013	1,079.00	1,066.00			13.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on *your Schedule D, **line 1b*** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
30. EOG RES INC COM	07/03/2013	10/09/2013	5,173.00	4,151.00			1,022.00
1165. FIFTH THIRD BANCORP	07/03/2013	10/09/2013	20,690.00	19,444.00			1,246.00
30. GAP INC	02/01/2013	10/09/2013	1,188 00	988.00			200.00
45. HIBBETT SPORTS INC	04/29/2013	10/09/2013	2,470.00	2,437.00			33.00
45. HOME DEPOT INC	07/03/2013	10/09/2013	3,351.00	3,464.00			-113.00
180. ISHARES GOLD TRUST	02/01/2013	10/09/2013	2,273.00	2,932.00			-659.00
490. J P MORGAN CHASE & CO	02/01/2013	10/09/2013	24,980.00	23,481.00			1,499.00
125. LEGGETT & PLATT INC	02/01/2013	10/09/2013	3,631.00	3,699.00			-68.00
65. MCGRAW HILL INC	07/03/2013	10/09/2013	4,289.00	3,533.00			756.00
385. MURPHY OIL CORP	08/05/2013	10/09/2013	23,315.00	23,611.00			-296.00
96. MURPHY USA INC	08/05/2013	10/09/2013	3,834.00	3,799.00			35.00
15. NORTHROP CORP	02/01/2013	10/09/2013	1,417.00	981.00			436.00
2360.002 OPPENHEIMER DEVEL #788	08/05/2013	10/09/2013	86,659.00	82,628.00			4,031.00
4837.114 PIMCO EMERGING MK INSTL #137	07/09/2013	10/09/2013	54,466.00	54,079.00			387 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an *adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.*

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No. 12A

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and *combine the result with column (g)*
190. PVH CORP	07/03/2013	10/09/2013	22,458.00	24,069.00			-1,611.00
207 341 PIMCO COMMODITY RE STRATEGY INSTL #45	02/01/2013	10/09/2013	1,186.00	1,414.00			-228.00
25. RAYTHEON CO NEW	08/05/2013	10/09/2013	1,857.00	1,794.00			63.00
30. RYDER SYSTEM INC	07/03/2013	10/09/2013	1,727.00	1,778.00			-51.00
20. SOLERA HOLDINGS INC	04/29/2013	10/09/2013	1,062 00	1,131.00			-69.00
25. SOURCEFIRE INC	04/29/2013	10/09/2013	1,900.00	1,278.00			622.00
300. TOKYO ELECTRON LTD AD	04/29/2013	10/09/2013	4,014.00	3,882.00			132.00
35. TRAVELERS COMPANIES IN	02/01/2013	10/09/2013	2,887.00	2,797.00			90.00
15. VISA INC CLASS A SHARE	07/03/2013	10/09/2013	2,759.00	2,807.00			-48.00
56.25 BARCLAYS PLC RIGHTS 10/01/2013	07/03/2013	10/15/2013	299.00				299.00
5. ALLSTATE CORP	02/01/2013	12/18/2013	261.00	224.00			37.00
185. BARRICK GOLD CORP COM	07/03/2013	12/18/2013	3,176.00	2,708.00			468.00
25. BLACKROCK INC	02/01/2013	12/18/2013	7,634.00	5,920.00			1,714.00
125. BORG WARNER AUTOMOTIV	07/03/2013	12/18/2013	6,911.00	4,889.00			2,022.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if Box A above is checked), **line 2** (if Box B above is checked), or **line 3** (if Box C above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ *File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.*

2013

Department of the Treasury Internal Revenue Service

Attachment Sequence No. **12A**

Name(s) shown on return: MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number: 03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
50. BROOKFIELD OFFICE PROP	07/03/2013	12/18/2013	972.00	838.00			134.00
135. CENOVUS ENERGY INC	07/03/2013	12/18/2013	3,791.00	3,864.00			-73.00
450. COMPUTER SCIENCES COR	10/09/2013	12/18/2013	23,899.00	22,487.00			1,412.00
15. CONOCOPHILLIPS COM	07/03/2013	12/18/2013	1,038.00	929 00			109.00
1250. DENBURY RES INC NEW	04/29/2013	12/18/2013	20,137.00	22,212.00			-2,075.00
10. EOG RES INC COM	07/03/2013	12/18/2013	1,614.00	1,384.00			230.00
20. EMERSON ELECTRIC CO	07/03/2013	12/18/2013	1,347.00	1,105.00			242.00
250. FIFTH THIRD BANCORP	02/01/2013	12/18/2013	5,090.00	4,137.00			953.00
80. FRANKLIN RESOURCES INC	07/03/2013	12/18/2013	4,432.00	3,690.00			742.00
605. GAP INC	02/01/2013	12/18/2013	23,304.00	19,929.00			3,375.00
270. HUMANA INC	04/29/2013	12/18/2013	27,059.00	19,796.00			7,263.00
505. INFINEON TECHNOLOGIES	04/29/2013	12/18/2013	5,141 00	4,530.00			611.00
320. ITAU UNIBANCO HOLDING	07/03/2013	12/18/2013	4,352.00	3,852 00			500.00
20. KRAFT FOODS GROUP INC	10/09/2013	12/18/2013	1,062.00	1,040.00			22.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your *Schedule D,* **line 1b** (*if* **Box A** *above is checked),* **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No. **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
40. KROGER CORP	07/03/2013	12/18/2013	1,588.00	1,434.00			154.00
410. L BRANDS INC	10/09/2013	12/18/2013	25,074.00	24,346.00			728.00
225. MARKS & SPENCER GROUP	02/01/2013	12/18/2013	3,256 00	2,716.00			540.00
420. METLIFE INC	08/05/2013	12/18/2013	21,646.00	21,353.00			293.00
30. MONSTER BEVERAGE CORP	02/01/2013	12/18/2013	1,941.00	1,436 00			505.00
770. MYLAN LABORATORS INC	07/03/2013	12/18/2013	32,609.00	22,333.00			10,276.00
150. N R G ENERGY INC NEW	02/01/2013	12/18/2013	4,186.00	3,613.00			573.00
235. NIDEC CORP SPONSORED	04/29/2013	12/18/2013	5,598.00	3,962.00			1,636.00
30. NORTHROP CORP	02/01/2013	12/18/2013	3,322.00	1,962 00			1,360.00
7. PRICELINE GROUP INC	04/29/2013	12/18/2013	8,181.00	4,846.00			3,335 00
15. PRUDENTIAL FINL INC CO	08/05/2013	12/18/2013	1,347.00	1,232.00			115.00
60. RAYTHEON CO NEW	07/03/2013	12/18/2013	5,282.00	3,913.00			1,369.00
30. SANDISK CORP	08/05/2013	12/18/2013	2,051.00	1,748.00			303.00
30. SEALED AIR CORP NEW	07/03/2013	12/18/2013	964.00	745.00			219 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
40. SHIRE PLC	07/03/2013	12/18/2013	5,511.00	3,858.00			1,653.00
565. SILICONWARE PRECISION SPONSORED ADR - SPIL	02/01/2013	12/18/2013	3,311.00	2,967.00			344.00
15. SNAP ON INC	07/03/2013	12/18/2013	1,599 00	1,364.00			235.00
25. STARWOOD HOTELS & RESO WORLDWIDE INC	07/03/2013	12/18/2013	1,931.00	1,580.00			351.00
80. TJX COS INC NEW	02/01/2013	12/18/2013	4,964.00	3,636.00			1,328.00
50. TELEFLEX INC	07/03/2013	12/18/2013	4,716.00	3,945.00			771.00
660. TEXAS INSTRUMENTS	07/03/2013	12/18/2013	28,208.00	23,371.00			4,837.00
50. THERMO ELECTRON	04/29/2013	12/18/2013	5,268.00	4,047.00			1,221.00
20. TYLER TECHNOLOGIES INC	02/01/2013	12/18/2013	2,047.00	1,083.00			964.00
75. VISA INC CLASS A SHARE	07/03/2013	12/18/2013	16,034.00	14,036.00			1,998.00
15. WELLPOINT INC	07/03/2013	12/18/2013	1,329.00	1,219.00			110.00
400. WELLS FARGO & CO NEW	10/09/2013	12/18/2013	17,804.00	16,200.00			1,604.00
20. WESTLAKE CHEM CORP	08/05/2013	12/18/2013	2,316.00	2,067.00			249.00
900. YAHOO INC	07/03/2013	12/18/2013	35,729.00	22,860.00			12,869.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
20. LYONDELLBASELL INDUSTR	07/03/2013	12/18/2013	1,557.00	1,330.00			227.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if Box A above is checked), **line 2** (if Box B above is checked), or **line 3** (if Box C above is checked) ▶			2,666,100.	2,497,687.			168,413.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number

03-6020099

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
50000. CAMPBELL SOUP CO 3. 7/15/2017	08/17/2010	01/22/2013	53,839.00	52,305.00			1,534.00
40. AT&T INC	12/28/2006	02/01/2013	1,420.00	1,423.00			-3.00
262 AMERICAN TOWER CORP	10/04/2011	02/01/2013	20,066.00	13,751.00			6,315.00
15. ANSYS INC	12/10/2010	02/01/2013	1,114.00	784.00			330.00
15. CHEVRONTEXACO CORP	12/28/2006	02/01/2013	1,743 00	1,115.00			628.00
55. DIAGEO PLC ADR SPONSOR	01/05/2007	02/01/2013	6,591.00	4,251.00			2,340.00
70. EMC CORP	10/02/2009	02/01/2013	1,737.00	1,164.00			573.00
40. FINNING INTL INC COM N	12/29/2010	02/01/2013	1,028.00	1,097.00			-69.00
8. GOOGLE INC CL A	01/28/2011	02/01/2013	6,188.00	4,816.00			1,372.00
16. W W GRAINGER INC	10/20/2009	02/01/2013	3,513.00	1,518.00			1,995 00
45. GULFPORT ENERGY CORP	10/05/2010	02/01/2013	1,856.00	635.00			1,221.00
54. HMS HLDGS CORP	07/08/2010	02/01/2013	1,499.00	943.00			556.00
30. HIBBETT SPORTS INC	01/17/2007	02/01/2013	1,594 00	1,017.00			577.00
125. INTEL CORP	11/24/2009	02/01/2013	2,656.00	2,413.00			243.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (*subtract negative amounts*). *Enter each total here and include on your Schedule D,* **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015 | 03-6020099

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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[ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
78. INTERNATIONAL BUSINESS	05/14/2009	02/01/2013	16,001.00	7,879.00			8,122 00
80. KAYNE ANDERSON MLP INV	10/09/2007	02/01/2013	2,673.00	2,480.00			193.00
75. MARKETAXESS HLDGS INC	06/22/2011	02/01/2013	2,884.00	1,797.00			1,087.00
30. MICROS SYS INC	02/13/2008	02/01/2013	1,377.00	1,070.00			307.00
100. MICROSOFT CORP	07/26/2011	02/01/2013	2,786.00	2,808.00			-22.00
15. MID-AMERICA APARTMENT	04/14/2010	02/01/2013	985.00	782.00			203.00
15. MIDDLEBY CORP	01/03/2007	02/01/2013	2,186.00	799.00			1,387.00
241. NATIONAL OILWELL VARC	01/11/2011	02/01/2013	17,077.00	15,998.00			1,079.00
20. NEXTERA ENERGY INC	02/20/2009	02/01/2013	1,447.00	974.00			473.00
162. PHILIP MORRIS INTL IN	05/18/2007	02/01/2013	14,225 00	7,494.00			6,731.00
50. PHILLIPS 66	10/29/2009	02/01/2013	3,118.00	1,224 00			1,894.00
25. RBC BEARINGS INC	09/28/2011	02/01/2013	1,338.00	848.00			490.00
120. RIO TINTO PLC SPON AD	01/05/2007	02/01/2013	6,966.00	5,828.00			1,138.00
65. ROFIN SINAR TECHNOLOGI	02/11/2008	02/01/2013	1,665.00	2,396.00			-731.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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MORTIMER R PROCTOR FOUNDATION 31V120015	03-6020099

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
62. ROSS STORES INC	06/09/2010	02/01/2013	3,688.00	1,749.00			1,939.00
50. ROYAL DUTCH SHELL PLC	03/23/2011	02/01/2013	3,635.00	3,511 00			124.00
65. SCHLUMBERGER LTD	01/05/2007	02/01/2013	5,164.00	3,850.00			1,314.00
80. SCHNITZER STL INDS	12/09/2010	02/01/2013	2,367.00	3,883 00			-1,516 00
27. SIGNATURE BK NEW YORK	09/23/2008	02/01/2013	2,018.00	923.00			1,095.00
50. TRICAN WELL SVC LTD	01/05/2007	02/01/2013	697.00	791.00			-94.00
145. UNILEVER NV NEW	12/28/2006	02/01/2013	5,899.00	3,979.00			1,920.00
25. UNITED TECHNOLOGIES CO	01/08/2007	02/01/2013	2,244.00	1,559.00			685.00
25. UNITED THERAPEUTICS CO	09/22/2008	02/01/2013	1,342.00	1,292 00			50.00
115. VODAFONE GROUP PLC NE	05/02/2007	02/01/2013	3,133 00	3,302.00			-169.00
93. CONOCOPHILLIPS COM	10/29/2009	04/29/2013	5,562.00	3,468.00			2,094.00
72. F M C CORP NEW	11/08/2010	04/29/2013	4,368.00	2,775.00			1,593.00
55. UNITED THERAPEUTICS CO	03/28/2012	04/29/2013	3,568.00	2,579.00			989.00
50000. FEDERAL HOME LOAN B 5/21/2013	01/13/2005	05/21/2013	50,000.00	51,104.00			-1,104.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
50000. FEDERAL HOME LOAN B 5/24/2013	07/15/2004	05/24/2013	50,000.00	50,758.00			-758.00
85. AT&T INC	08/05/2008	07/03/2013	3,030.00	2,953.00			77.00
545. AETNA U S HEALTHCARE	05/16/2012	07/03/2013	33,844.00	22,007.00			11,837.00
125. AMERICAN EXPRESS CO	05/16/2012	07/03/2013	9,336.00	7,219.00			2,117.00
5. ANSYS INC	05/16/2012	07/03/2013	365.00	312.00			53.00
60. BEAM INC	05/16/2012	07/03/2013	3,822.00	3,460.00			362.00
135. C B S CORP NEW CL B	05/16/2012	07/03/2013	6,705.00	4,319.00			2,386 00
25. CHEVRONTEXACO CORP	12/28/2006	07/03/2013	2,975.00	1,859.00			1,116.00
310. EASTMAN CHEMICAL CO	05/16/2012	07/03/2013	22,010.00	14,461.00			7,549.00
40. EBAY INC COM	05/16/2012	07/03/2013	2,133.00	1,599.00			534.00
110. EXPEDITORS INTL WASH	05/16/2012	07/03/2013	4,184.00	4,170.00			14.00
195. EXPRESS SCRIPTS HLDG	05/16/2012	07/03/2013	12,164.00	10,298.00			1,866.00
55. HESS CORP	05/16/2012	07/03/2013	3,696.00	2,460 00			1,236.00
65. KOHLS CORP	05/16/2012	07/03/2013	3,384.00	3,060.00			324.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side.) MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number 03-6020099

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20. MICROS SYS INC	02/13/2008	07/03/2013	876.00	714.00			162.00
90. SANDISK CORP	05/16/2012	07/03/2013	5,535.00	3,047.00			2,488.00
45 CHARLES SCHWAB CO.	05/16/2012	07/03/2013	965.00	578.00			387.00
55. STERICYCLE INC COM	05/16/2012	07/03/2013	6,131.00	4,570.00			1,561 00
20 TIME WARNER CABLE INC	05/16/2012	07/03/2013	2,237.00	1,534.00			703.00
145. II VI INC	06/22/2007	07/03/2013	2,398.00	1,981.00			417.00
70. UNIVERSAL FST PRODS IN	02/14/2008	07/03/2013	2,808.00	3,159.00			-351.00
75. VARIAN MED SYS INC	05/16/2012	07/03/2013	4,992.00	4,764.00			228.00
45. VODAFONE GROUP PLC NEW	05/02/2007	07/03/2013	1,292.00	1,292.00			
25. WELLS FARGO & CO NEW	05/16/2012	07/03/2013	1,029 00	809.00			220.00
400. WYNDHAM WORLDWIDE COR	05/16/2012	07/03/2013	22,914.00	20,020.00			2,894.00
50000. FED FARM CREDIT BAN 12/06/19	11/29/2010	07/09/2013	51,609.00	50,000.00			1,609.00
50000. FEDERAL FARM CREDIT 01/12/21	03/02/2011	07/09/2013	53,132.00	50,214.00			2,918.00
100000. FEDERAL FARM CREDI 12/22/04 4.5% 01/22/15	01/13/2005	07/09/2013	106,070.00	99,873.00			6,197.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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50000. FEDERAL HOME LOAN B 7/21/10 3.375% 06/12/20	08/17/2010	07/09/2013	52,291.00	51,714.00			577.00
100000. FEDERAL HOME LOAN 11/02/04 4.5% 11/14/14	01/13/2005	07/09/2013	105,511.00	99,686.00			5,825.00
50000 FEDERAL HOME LOAN B 12/11/2015	11/17/2005	07/09/2013	55,110.00	50,337.00			4,773.00
50000. FEDERAL HOME LOAN B 3/09/2018	02/09/2010	07/09/2013	55,536.00	51,374 00			4,162.00
80. JOHN HANCOCK FINL OPPO FUND	05/16/2012	07/09/2013	1,856.00	1,298.00			558.00
10 COMPASS MINERALS INTL	05/16/2012	08/05/2013	747.00	761.00			-14.00
75. EBAY INC COM	05/16/2012	08/05/2013	3,942.00	2,998.00			944.00
10. GOOGLE INC CL A	01/28/2011	08/05/2013	9,021.00	6,021.00			3,000.00
40. LABORATORY CORP AMER H	05/16/2012	08/05/2013	3,917.00	3,475.00			442.00
120. QUALCOMM INC	07/08/2008	08/05/2013	7,886.00	5,549.00			2,337.00
60. QUESTAR CORP	05/16/2012	08/05/2013	1,475.00	1,181.00			294.00
69. ROYAL DUTCH SHELL PLC	02/05/2010	08/05/2013	4,618.00	3,563.00			1,055.00
370. CHARLES SCHWAB CO.	05/16/2012	08/05/2013	8,359.00	4,751.00			3,608.00
115. WELLS FARGO & CO NEW	05/16/2012	08/05/2013	5,088.00	3,721.00			1,367.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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35. ZEBRA TECHNOLOGIES COR	05/16/2012	08/05/2013	1,675.00	1,303.00			372.00
50000. GENERAL ELECTRIC CC 9/16/2013	02/07/2011	09/16/2013	50,000.00	49,940.00			60.00
25. C B S CORP NEW CL B	05/16/2012	10/09/2013	1,349.00	800.00			549.00
390. CVS CORP	05/16/2012	10/09/2013	22,629.00	17,686.00			4,943.00
45. CUMMINS ENGINE INC	05/16/2012	10/09/2013	5,835.00	4,559.00			1,276.00
25 DISCOVER FINANCIAL SER	05/16/2012	10/09/2013	1,226.00	834.00			392.00
35. GILEAD SCIENCES INC	05/16/2012	10/09/2013	2,073.00	906.00			1,167.00
155. INTEL CORP	11/24/2009	10/09/2013	3,503.00	2,992.00			511.00
135. ORACLE CORPORATION	05/16/2012	10/09/2013	4,347.00	3,653.00			694.00
65. PROASSURANCE CORP	05/16/2012	10/09/2013	2,778.00	2,387.00			391 00
45. PUBLIC SERVICE ENT GRO	05/16/2012	10/09/2013	1,495.00	1,425.00			70.00
55. SOURCEFIRE INC	07/25/2012	10/09/2013	4,180.00	1,184.00			2,996.00
35. TIME WARNER CABLE INC	05/16/2012	10/09/2013	3,879.00	2,685.00			1,194 00
114. AT&T INC	11/11/2011	12/18/2013	3,893.00	3,401.00			492.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015 | 03-6020099

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
85 ADIDAS AG SPONSORED AD	05/16/2012	12/18/2013	5,104.00	3,311 00			1,793.00
105. AETNA U S HEALTHCARE	05/16/2012	12/18/2013	7,011.00	4,240.00			2,771.00
105. ALLSTATE CORP	05/16/2012	12/18/2013	5,487.00	3,524.00			1,963.00
155. AMERISOURCEBERGEN COR	05/16/2012	12/18/2013	10,740.00	5,692.00			5,048.00
170. BANK NEW YORK MELLON	05/16/2012	12/18/2013	5,709.00	3,548.00			2,161.00
40. BAXTER INTERNATIONAL I	05/16/2012	12/18/2013	2,681.00	2,119.00			562.00
45. BERKSHIRE HATHAWAY INC	05/16/2012	12/18/2013	5,189.00	3,631.00			1,558.00
45. C B S CORP NEW CL B	05/16/2012	12/18/2013	2,662.00	1,440.00			1,222.00
70. CVS CORP	05/16/2012	12/18/2013	4,860.00	3,174.00			1,686.00
20. CHEVRONTEXACO CORP	12/28/2006	12/18/2013	2,417.00	1,487.00			930.00
100 COCA-COLA ENTERPRISES	05/16/2012	12/18/2013	4,191 00	2,891.00			1,300.00
15. COSTAR GROUP INC	05/13/2011	12/18/2013	2,701.00	1,074.00			1,627.00
40. DISCOVER FINANCIAL SER	05/16/2012	12/18/2013	2,153.00	1,335.00			818.00
75. DOVER CORP	05/16/2012	12/18/2013	6,844.00	4,279.00			2,565.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number

03-6020099

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
60. EASTMAN CHEMICAL CO	05/16/2012	12/18/2013	4,457.00	2,799.00			1,658.00
45. GILEAD SCIENCES INC	05/16/2012	12/18/2013	3,248.00	1,165.00			2,083.00
30. GOLDMAN SACHS GROUP	05/16/2012	12/18/2013	5,206.00	2,961.00			2,245 00
35. GULFPORT ENERGY CORP	05/16/2012	12/18/2013	1,939.00	597.00			1,342.00
190. HMS HLDGS CORP	01/03/2007	12/18/2013	4,068.00	952.00			3,116.00
125. HALLIBURTON CO	05/16/2012	12/18/2013	6,205.00	3,792.00			2,413.00
105. HARRIS TEETER SUPERMA	12/30/2010	12/18/2013	5,174.00	3,777.00			1,397.00
85. HONEYWELL INTL INC	05/16/2012	12/18/2013	7,466.00	4,865.00			2,601.00
5. MIDDLEBY CORP	01/03/2007	12/18/2013	1,131.00	266 00			865.00
70. NEXTERA ENERGY INC	02/20/2009	12/18/2013	5,841.00	3,409.00			2,432.00
45. PHILIP MORRIS INTL INC	12/28/2006	12/18/2013	3,834.00	2,032.00			1,802.00
20. POWER INTEGRATIONS INC	10/17/2008	12/18/2013	1,086.00	386.00			700.00
63. PROCTOR & GAMBLE CO	05/16/2012	12/18/2013	5,145.00	3,673.00			1,472.00
180. CHARLES SCHWAB CO.	05/16/2012	12/18/2013	4,565.00	2,311.00			2,254.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number 03-6020099

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1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
45. SYNGENTA AG ADR SPONSO	05/16/2012	12/18/2013	3,521.00	2,959.00			562.00
240. TOTO LIMITED ADR	05/16/2012	12/18/2013	7,334.00	3,240.00			4,094 00
10. TYLER TECHNOLOGIES INC	04/30/2012	12/18/2013	1,023.00	400.00			623.00
55. UNITED TECHNOLOGIES CO	01/08/2007	12/18/2013	5,982.00	3,430.00			2,552.00
50. VISA INC CLASS A SHARE	05/16/2012	12/18/2013	10,689.00	5,885.00			4,804.00
105. WAL-MART STORES	05/16/2012	12/18/2013	8,146.00	6,232.00			1,914.00
90. WELLS FARGO & CO NEW	05/16/2012	12/18/2013	4,006 00	2,912.00			1,094.00
50. ACTAVIS PLC	05/16/2012	12/18/2013	8,196.00	3,602.00			4,594 00
60. PERRIGO CO	05/16/2012	12/19/2013	9,133.00	6,126.00			3,007.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,302,256	1,085,564.			216,692.

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31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
D1668R-12-3	DAIMLER AG ORD	120.000	8,356.01	86.920 12/31/2013	10,430.40
G29183-10-3	EATON CORP PLC	60.000	3,987.60	76.120 12/31/2013	4,567.20
G3157S-10-6	ENSCO PLC ADR	70.000	3,978.10	57.180 12/31/2013	4,002.60
G60754-10-1	MICHAEL KORS HLDGS LTD	310.000	26,036.90	81.190 12/31/2013	25,168.90
G97822-10-3	PERRIGO CO PLC	60.000	9,132.30	153.460 12/31/2013	9,207.60
H84989-10-4	TE CONNECTIVITY LTD	105.000	4,999.95	55.110 12/31/2013	5,786.55
M22465-10-4	CHECK POINT SOFTWARE TECHNOLOGIES	115.000	6,162.45	64.499 12/31/2013	7,417.39
N53745-10-0	LYONDELLBASELL INDUSTRIES NV	360.000	23,938.30	80.280 12/31/2013	28,900.80
00287Y-10-9	ABBVIE INC	95.000	4,011.85	52.810 12/31/2013	5,016.95
00435F-20-0	ACCOR SA	765.000	5,945.29	9.453 12/31/2013	7,231.55
009128-30-7	AIR METHODS CORP	115.000	3,915.74	58.260 12/31/2013	6,699.90
00956Q-10-6	AISIN SEIKI CO LTD ADR	105.000	4,221.00	40.626 12/31/2013	4,265.73
00971T-10-1	AKAMAI TECHNOLOGIES INC	90.000	3,061.59	47.180 12/31/2013	4,246.20
021244-20-7	ALSTOM SA UNSPON ADR	520.000	2,394.40	3.648 12/31/2013	1,896.96
02209S-10-3	ALTRIA GROUP INC	635.000	24,149.05	38.390 12/31/2013	24,377.65
02364W-10-5	AMERICA MOVIL SAB DE CV NVP ADR	310.000	6,803.59	23.370 12/31/2013	7,244.70
024835-10-0	AMERICAN CAMPUS CMNTYS INC	155.000	6,493.20	32.210 12/31/2013	4,992.55

31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
025816-10-9	AMERICAN EXPRESS CO	70.000	4,042.49	90.730 12/31/2013	6,351.10
032654-10-5	ANALOG DEVICES INC	85.000	3,903.20	50.930 12/31/2013	4,329.05
03662Q-10-5	ANSYS INC	100.000	6,536.26	87.200 12/31/2013	8,720.00
037833-10-0	APPLE INC	37.000	4,814.63	561.020 12/31/2013	20,757.74
038336-10-3	APTARGROUP INC	105.000	5,186.21	67.810 12/31/2013	7,120.05
043400-10-0	ASHAI KASEI CORP ADR	430.000	5,269.80	15.680 12/31/2013	6,742.40
046353-AF-5	ASTRAZENECA 1.950% 9/18/2019	25,000.000	24,625.00	97.162 12/31/2013	24,290.50
053015-10-3	AUTOMATIC DATA PROCESSING	20.000	1,425.35	80.799 12/31/2013	1,615.98
054536-10-7	A X A ADR	190.000	3,890.96	27.848 12/31/2013	5,291.12
054937-10-7	B B & T CORP	115.000	3,947.94	37.320 12/31/2013	4,291.80
055622-10-4	B P PLC SPONSORED ADR	90.000	4,148.99	48.610 12/31/2013	4,374.90
05946K-10-1	BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR	460.000	3,887.00	12.390 12/31/2013	5,699.40
06051G-ET-2	BANK OF AMERICA CORP 2% 01/11/18	35,000.000	34,055.00	99.823 12/31/2013	34,938.05
06738E-20-4	BARCLAYS PLC ADR	415.000	7,085.59	18.130 12/31/2013	7,523.95
06738J-DW-1	BARCLAYS BANK MTN 2.750% 8/26/2016	50,000.000	50,000.00	101.239 12/31/2013	50,619.50
071813-10-9	BAXTER INTERNATIONAL INC	45.000	2,383.63	69.550 12/31/2013	3,129.75
075887-10-9	BECTON DICKINSON & CO	40.000	3,925.20	110.490 12/31/2013	4,419.60

31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
084670-70-2	BERKSHIRE HATHAWAY INC DEL CL B	120.000	9,681.59	118.560 12/31/2013	14,227.20
09062X-10-3	BIOGEN IDEC INC	85.000	23,450.64	279.572 12/31/2013	23,763.62
09227Q-10-0	BLACKBAUD INC	165.000	4,215.20	37.650 12/31/2013	6,212.25
097751-20-0	BOMBARDIER INC CL B	960.000	3,645.69	4.350 12/31/2013	4,176.00
099724-10-6	BORG WARNER INC	475.000	20,147.13	55.910 12/31/2013	26,557.25
10138M-AD-7	BOTTLING GROUP LLC DTD 06/10/03 4.125% 06/15/15	25,000.000	24,643.25	104.882 12/31/2013	26,220.50
112900-10-5	BROOKFIELD OFFICE PROPERTIES INC	75.000	1,256.24	19.250 12/31/2013	1,443.75
124857-20-2	C B S CORP NEW CL B	455.000	14,555.22	63.740 12/31/2013	29,001.70
125509-10-9	CIGNA CORP	300.000	25,343.97	87.480 12/31/2013	26,244.00
12561W-10-5	CLECO CORP NEW	165.000	4,215.99	46.620 12/31/2013	7,692.30
12572Q-10-5	CME GROUP INC	55.000	4,174.50	78.460 12/31/2013	4,315.30
139098-10-7	CAP GEMINI SA UNSP ADR	225.000	4,749.66	33.849 12/31/2013	7,616.03
14040H-10-5	CAPITAL ONE FINL CORP	350.000	23,908.50	76.610 12/31/2013	26,813.50
14149Y-10-8	CARDINAL HEALTH INC	30.000	1,504.70	66.810 12/31/2013	2,004.30
14161H-10-8	CARDTRONICS INC	190.000	4,794.01	43.450 12/31/2013	8,255.50
15670R-10-7	CEPHEID	150.000	6,869.98	46.672 12/31/2013	7,000.80
163086-10-1	CHEFS WHSE INC	175.000	3,918.25	29.160 12/31/2013	5,103.00

31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
166764-10-0	CHEVRON CORP	27.000	1,799.46	124.910 12/31/2013	3,372.57
171232-10-1	CHUBB CORPORATION	50.000	4,261.00	96.630 12/31/2013	4,831.50
17275R-10-2	CISCO SYSTEMS INC	175.000	4,345.38	22.430 12/31/2013	3,925.25
189754-10-4	COACH INC	150.000	7,978.54	56.130 12/31/2013	8,419.50
191216-AY-6	COCA COLA CO 1.650% 3/14/2018	25,000.000	24,941.75	99.210 12/31/2013	24,802.50
192446-10-2	COGNIZANT TECHNOLOGY SOLUTIONS CL A	375.000	30,933.37	100.980 12/31/2013	37,867.50
20451N-10-1	COMPASS MINERALS INTL INC	80.000	5,649.43	80.050 12/31/2013	6,404.00
20825C-10-4	CONOCOPHILLIPS	420.000	29,060.90	70.650 12/31/2013	29,673.00
21988R-10-2	CORPORATE EXECUTIVE BRD CO	75.000	3,951.95	77.430 12/31/2013	5,807.25
22160N-10-9	COSTAR GROUP INC	40.000	3,852.55	184.580 12/31/2013	7,383.20
229678-10-7	CUBIST PHARMACEUTICALS INC	155.000	6,874.14	68.870 12/31/2013	10,674.85
229899-10-9	CULLEN FROST BANKERS INC	60.000	4,195.20	74.430 12/31/2013	4,465.80
231021-10-6	CUMMINS INC	65.000	7,614.16	140.970 12/31/2013	9,163.05
23304Y-10-0	DBS GROUP HLDGS ADR	115.000	5,285.45	54.174 12/31/2013	6,230.01
251542-10-6	DEUTSCHE BOERSE ADR	795.000	4,528.85	8.295 12/31/2013	6,594.53
251893-10-3	DEVRY INC	155.000	4,364.78	35.500 12/31/2013	5,502.50
254709-10-8	DISCOVER FINANCIAL SERVICES	460.000	15,354.57	55.950 12/31/2013	25,737.00

31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
25746U-10-9	DOMINION RES INC VA	10.000	564.20	64.690 12/31/2013	646.90
257651-10-9	DONALDSON INC	136.000	3,481.63	43.460 12/31/2013	5,910.56
26188J-20-6	DREYFUS INST CASH MGT FD #288	246,831.290	246,831.29	1.000 12/31/2013	246,831.29
262037-10-4	DRIL-QUIP INC	85.000	3,634.10	109.930 12/31/2013	9,344.05
263534-10-9	DUPONT E I DE NEMOURS & CO	75.000	3,939.00	64.970 12/31/2013	4,872.75
268648-10-2	E M C CORP	445.000	7,402.71	25.150 12/31/2013	11,191.75
26875P-10-1	EOG RESOURCES INC	140.000	19,373.20	167.840 12/31/2013	23,497.60
291011-10-4	EMERSON ELECTRIC CO	50.000	2,761.50	70.180 12/31/2013	3,509.00
29875W-10-0	EUROPEAN AERO DEFENSE SPACE ADR	380.000	4,536.30	19.226 12/31/2013	7,305.88
29888Q-10-8	EUTELSAT COMMUNICATIONS ADR	575.000	4,142.46	7.808 12/31/2013	4,489.60
30214U-10-2	EXPONENT INC	65.000	3,935.75	77.274 12/31/2013	5,022.81
30219G-10-8	EXPRESS SCRIPTS HLDG CO	155.000	9,136.50	70.240 12/31/2013	10,887.20
3133XH-VS-8	FEDERAL HOME LOAN BANK 5.000% 12/09/2016	100,000.000	100,452.00	112.125 12/31/2013	112,125.00
3133XL-F8-1	FEDERAL HOME LOAN BANK 5.625% 6/09/2017	100,000.000	100,119.80	115.379 12/31/2013	115,379.00
31331V-TZ-9	FEDERAL FARM CREDIT BANK DTD 3/21/06 5.2% 03/21/16	100,000.000	100,116.00	110.434 12/31/2013	110,434.00
315616-10-2	F5 NETWORKS INC COM	50.000	5,228.95	90.860 12/31/2013	4,543.00
315916-78-3	FIDELITY FLOATING RATE HIGH INC #814	12,457.581	123,587.35	9.960 12/31/2013	124,077.51

31-V120-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
316145-20-0	FIDELITY CONVERTIBLE SECURITIES #308	4,216.563	122,138.67	31.110 12/31/2013	131,177.27
31620R-10-5	FIDELITY NATL TITLE GROUP INC CL A	165.000	3,935.23	32.450 12/31/2013	5,354.25
33616C-10-0	FIRST REP BK SAN FRANCISCO	135.000	4,544.09	52.350 12/31/2013	7,067.25
339041-10-5	FLEETCOR TECHNOLOGIES INC	195.000	23,099.68	117.170 12/31/2013	22,848.15
345370-86-0	FORD MOTOR CO	240.000	3,959.88	15.430 12/31/2013	3,703.20
361592-10-8	GEA GROUP AG ADR	105.000	2,819.25	47.677 12/31/2013	5,006.09
366651-10-7	GARTNER GROUP INC	145.000	6,855.59	71.050 12/31/2013	10,302.25
369604-10-3	GENERAL ELECTRIC	170.000	3,846.25	28.030 12/31/2013	4,765.10
372460-10-5	GENUINE PARTS CO	50.000	4,185.50	83.190 12/31/2013	4,159.50
375558-10-3	GILEAD SCIENCES INC	90.000	2,330.09	75.100 12/31/2013	6,759.00
37637Q-10-5	GLACIER BANCORP INC	230.000	3,481.71	29.790 12/31/2013	6,851.70
377372-AA-5	GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.375% 04/15/14	25,000.000	25,333.50	101.117 12/31/2013	25,279.25
380956-40-9	GOLDCORP INC	115.000	2,490.89	21.670 12/31/2013	2,492.05
38141G-RC-0	GOLDMAN SACHS GROUP 2.375% 01/22/18	35,000.000	34,475.00	100.380 12/31/2013	35,133.00
38259P-50-8	GOOGLE INC CL A	8.000	5,765.93	1,120.710 12/31/2013	8,965.68
395259-10-4	GREENHILL & CO INC	50.000	1,708.00	57.940 12/31/2013	2,897.00
398905-10-9	GROUP 1 AUTOMOTIVE INC	90.000	4,088.70	71.020 12/31/2013	6,391.80

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
402635-30-4	GULFPORT ENERGY CORP	195.000	5,068.37	63.130 12/31/2013	12,310.35
413086-10-9	HARMAN INTL INDS INC NEW	85.000	5,441.25	81.850 12/31/2013	6,957.25
413875-10-5	HARRIS CORP	25.000	1,680.50	69.810 12/31/2013	1,745.25
422347-10-4	HEARTLAND EXPRESS INC	275.000	3,843.38	19.620 12/31/2013	5,395.50
423012-30-1	HEINEKEN N V NPV ADR	180.000	5,102.60	33.815 12/31/2013	6,086.70
423452-10-1	HELMERICH & PAYNE	310.000	23,716.07	84.080 12/31/2013	26,064.80
428567-10-1	HIBBETT SPORTS INC	100.000	3,906.81	67.152 12/31/2013	6,715.20
433578-50-7	HITACHI LIMITED ADR 10 COM	140.000	9,892.00	75.734 12/31/2013	10,602.76
43365Y-10-4	HITTITE MICROWAVE CORP	35.000	1,114.75	61.730 12/31/2013	2,160.55
437076-10-2	HOME DEPOT INC	305.000	22,524.22	82.340 12/31/2013	25,113.70
44930G-10-7	ICU MED INC	50.000	1,691.16	63.710 12/31/2013	3,185.50
450828-10-8	IBERIABANK CORP	70.000	4,051.43	62.850 12/31/2013	4,399.50
450936-10-9	ICAP PLC ADR	485.000	6,075.20	14.959 12/31/2013	7,255.12
458140-10-0	INTEL CORP	70.000	1,609.75	25.955 12/31/2013	1,816.85
461202-10-3	INTUIT INC	325.000	24,472.50	76.320 12/31/2013	24,804.00
462629-20-5	IPSEN SA SPONSORED ADR	495.000	5,674.07	11.838 12/31/2013	5,859.81
464285-10-5	ISHARES GOLD TRUST	3,440.000	49,104.19	11.680 12/31/2013	40,179.20

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
46429B-65-5	ISHARES FLOATING RATE BOND ETF	3,904.000	197,670.87	50.720 12/31/2013	198,010.88
46625H-10-0	JPMORGAN CHASE & CO	80.000	3,833.59	58.480 12/31/2013	4,678.40
469814-10-7	JACOBS ENGR GROUP INC DEL	120.000	4,798.58	62.990 12/31/2013	7,558.80
478160-10-4	JOHNSON & JOHNSON INC	45.000	3,912.75	91.590 12/31/2013	4,121.55
48137C-10-8	JULIUS BAER GROUP LTD ADR	465.000	3,175.95	9.634 12/31/2013	4,479.81
485537-30-2	KAO CORP SPONSORED ADR	190.000	5,239.35	31.492 12/31/2013	5,983.48
494368-10-3	KIMBERLY CLARK CORP	5.000	486.30	104.460 12/31/2013	522.30
497266-10-6	KIRBY CORP	91.000	5,371.08	99.250 12/31/2013	9,031.75
500458-40-1	KOMATSU LTD	350.000	8,169.80	20.332 12/31/2013	7,116.20
500472-30-3	KONINKLIJKE PHILIPS ELECTRS SPONS ADR NEW	180.000	5,894.18	36.970 12/31/2013	6,654.60
50076Q-10-6	KRAFT FOODS GROUP INC	410.000	21,311.80	53.910 12/31/2013	22,103.10
501044-10-1	KROGER CORP	645.000	23,116.73	39.530 12/31/2013	25,496.85
502441-30-6	LVMH MOET HENNESSY LOU VUITT ADR	200.000	6,803.97	36.543 12/31/2013	7,308.60
53217R-20-7	LIFE TIME FITNESS INC	110.000	4,010.40	47.000 12/31/2013	5,170.00
533900-10-6	LINCOLN ELECTRIC HLDGS INC	74.000	3,590.70	71.340 12/31/2013	5,279.16
534187-10-9	LINCOLN NATIONAL CORP	500.000	25,430.00	51.620 12/31/2013	25,810.00
55261F-10-4	M & T BK CORP	115.000	13,088.77	116.420 12/31/2013	13,388.30

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
56382Q-10-2	MANNING & NAPIER INC	290.000	3,961.48	17.650 12/31/2013	5,118.50
57060D-10-8	MARKETAXESS HLDGS INC	160.000	5,186.00	66.928 12/31/2013	10,708.48
580645-10-9	MCGRAW HILL FINANCIAL INC	10.000	543.50	78.200 12/31/2013	782.00
58502B-10-6	MEDNAX INC	188.000	6,657.08	53.380 12/31/2013	10,035.44
59156R-10-8	METLIFE INC	160.000	8,043.24	53.920 12/31/2013	8,627.20
594901-10-0	MICROS SYS INC	35.000	1,644.36	57.370 12/31/2013	2,007.95
594918-AB-0	MICROSOFT CORP 2.950% 6/01/2014	50,000.000	51,895.00	101.049 12/31/2013	50,524.50
594918-10-4	MICROSOFT CORP	140.000	3,333.85	37.410 12/31/2013	5,237.40
595017-10-4	MICROCHIP TECHNOLOGY INC	760.000	30,465.78	44.750 12/31/2013	34,010.00
59522J-10-3	MID-AMER APT CMNTYS INC	80.000	3,778.79	60.740 12/31/2013	4,859.20
596278-10-1	MIDDLEBY CORP	60.000	3,730.17	239.724 12/31/2013	14,383.44
606783-20-7	MITSUBISHI ESTATE ADR	245.000	6,384.00	29.923 12/31/2013	7,331.14
606827-20-2	MITSUI & CO LTD ADR	25.000	6,860.10	278.769 12/31/2013	6,969.23
60740F-10-5	MOBILE MINI INC	145.000	4,112.19	41.180 12/31/2013	5,971.10
60871R-20-9	MOLSON COORS BREWING CO CL B	80.000	3,799.20	56.150 12/31/2013	4,492.00
611740-10-1	MONSTER BEVERAGE CORP	80.000	3,827.99	67.770 12/31/2013	5,421.60
63633D-10-4	NATIONAL HEALTH INVESTORS INC	90.000	4,235.76	56.100 12/31/2013	5,049.00

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
637071-10-1	NATIONAL OILWELL VARCO INC	85.000	5,428.08	79.530 12/31/2013	6,760.05
63888U-10-8	NATURAL GROCERS BY VITAMIN COTTAGE	115.000	3,592.85	42.450 12/31/2013	4,881.75
651229-10-6	NEWELL RUBBERMAID INC	215.000	3,915.13	32.410 12/31/2013	6,968.15
654106-10-3	NIKE INC CL B	300.000	23,396.97	78.640 12/31/2013	23,592.00
654624-10-5	NIPPON TELEG & TEL CORP SPONS ADR	380.000	10,027.93	27.040 12/31/2013	10,275.20
666807-10-2	NORTHROP GRUMMAN CORP	265.000	17,333.61	114.610 12/31/2013	30,371.65
66987V-10-9	NOVARTIS ADR	60.000	4,088.40	80.380 12/31/2013	4,822.80
674599-10-5	OCCIDENTAL PETROLEUM CORP	50.000	4,383.50	95.100 12/31/2013	4,755.00
683974-50-5	OPPENHEIMER DEVELOPING MKTS Y #788	6,115.869	198,349.11	37.560 12/31/2013	229,712.04
693390-84-1	PIMCO HIGH YIELD #108 INSTL	19,528.463	184,059.85	9.610 12/31/2013	187,668.53
693391-55-9	PIMCO EMERGING MKTS BOND INSTL #137	5,498.233	61,470.25	10.700 12/31/2013	58,831.09
693475-10-5	PNC FINANCIAL SERVICES GROUP	315.000	23,700.60	77.580 12/31/2013	24,437.70
713448-10-8	PEPSICO INC	50.000	4,041.50	82.940 12/31/2013	4,147.00
717081-10-3	PFIZER INC	140.000	3,882.19	30.630 12/31/2013	4,288.20
720279-10-8	PIER 1 IMPORTS INC	215.000	5,074.43	23.080 12/31/2013	4,962.20
722005-66-7	PIMCO COMMODITY REAL RETURN STRATEGY INSTL #45	7,217.692	46,556.26	5.490 12/31/2013	39,625.13
722005-81-6	PIMCO INVESTMENT GRADE CORP BD INSTL #56	5,497.107	57,774.59	10.240 12/31/2013	56,290.38

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
73328P-10-6	PORSCHE AUTOMOBIL HLDG SE ADR	490.000	3,768.10	10.426 12/31/2013	5,108.74
739276-10-3	POWER INTEGRATIONS INC	80.000	2,610.75	55.820 12/31/2013	4,465.60
741503-40-3	PRICELINE COM INC	3.000	2,103.48	1,162.400 12/31/2013	3,487.20
741511-10-9	PRICESMART INC	85.000	7,192.00	115.540 12/31/2013	9,820.90
74267C-10-6	PROASSURANCE CORP	95.000	2,362.65	48.480 12/31/2013	4,605.60
743713-10-9	PROTO LABS INC	65.000	4,252.30	71.180 12/31/2013	4,626.70
744320-10-2	PRUDENTIAL FINL INC	295.000	24,231.30	92.220 12/31/2013	27,204.90
744573-10-6	PUBLIC SERVICE ENT GROUP INC	635.000	20,189.64	32.040 12/31/2013	20,345.40
74733V-10-0	QEP RES INC	120.000	3,241.14	30.650 12/31/2013	3,678.00
747525-10-3	QUALCOMM INC	164.000	8,510.59	74.250 12/31/2013	12,177.00
748356-10-2	QUESTAR CORP	300.000	6,311.57	22.990 12/31/2013	6,897.00
749685-10-3	RPM INTERNATIONAL INC	285.000	8,102.92	41.510 12/31/2013	11,830.35
755111-50-7	RAYTHEON CO NEW	345.000	22,500.87	90.700 12/31/2013	31,291.50
75524B-10-4	RBC BEARINGS INC	80.000	3,078.37	70.750 12/31/2013	5,660.00
758075-40-2	REDWOOD TRUST INC REIT	225.000	3,845.25	19.370 12/31/2013	4,358.25
76026T-20-5	REPSOL YPF S A SPONSORED ADR	250.000	5,928.70	25.244 12/31/2013	6,311.00
761152-10-7	RESMED INC	155.000	5,666.44	47.080 12/31/2013	7,297.40

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
767744-10-5	RITCHIE BROS AUCTIONEERS	200.000	3,983.36	22.930 12/31/2013	4,586.00
771195-10-4	ROCHE HLDG LTD SPON ADR	95.000	4,542.75	70.051 12/31/2013	6,654.85
780249-10-8	ROYAL DSM NV ADR	375.000	6,612.25	19.691 12/31/2013	7,384.13
783549-10-8	RYDER SYS INC	405.000	23,291.55	73.780 12/31/2013	29,880.90
783764-10-3	RYLAND GROUP INC	165.000	4,208.24	43.410 12/31/2013	7,162.65
78486Q-10-1	SVB FINANCIAL GROUP	105.000	5,599.54	104.860 12/31/2013	11,010.30
80004C-10-1	SANDISK CORP	365.000	21,272.16	70.540 12/31/2013	25,747.10
803054-20-4	SAP AKLENGESELLSCHAFT ADR	80.000	5,757.60	87.140 12/31/2013	6,971.20
806857-10-8	SCHLUMBERGER LIMITED	135.000	7,995.78	90.110 12/31/2013	12,164.85
81211K-10-0	SEALED AIR CORP NEW	130.000	3,226.58	34.050 12/31/2013	4,426.50
813113-20-6	SECOM LTD ADR	445.000	5,494.10	15.080 12/31/2013	6,710.60
81783H-10-5	SEVEN & I HLDGS CO LTD ADR	90.000	6,660.30	79.540 12/31/2013	7,158.60
82669G-10-4	SIGNATURE BK NEW YORK N Y	115.000	4,773.91	107.420 12/31/2013	12,353.30
833034-10-1	SNAP ON INC	260.000	23,641.15	109.520 12/31/2013	28,475.20
83421A-10-4	SOLERA HOLDINGS INC	120.000	5,224.24	70.760 12/31/2013	8,491.20
835707-10-0	SONY FINL HLDGS INC ADR	370.000	6,257.40	18.210 12/31/2013	6,737.70
842400-FM-0	SOUTHERN CA EDISON CO 4.150% 9/15/14	50,000.000	50,501.00	102.615 12/31/2013	51,307.50

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
847560-10-9	SPECTRA ENERGY CORP	115.000	3,977.79	35.620 12/31/2013	4,096.30
854502-10-1	STANLEY BLACK & DECKER INC	55.000	4,466.15	80.690 12/31/2013	4,437.95
85590A-40-1	STARWOOD HOTELS & RESORTS WORLDWIDE	325.000	20,533.96	79.450 12/31/2013	25,821.25
858586-10-0	STEPAN CO	70.000	4,168.80	65.630 12/31/2013	4,594.10
858912-10-8	STERICYCLE INC	70.000	6,445.53	116.170 12/31/2013	8,131.90
859152-10-0	STERIS CORP	105.000	4,124.64	48.050 12/31/2013	5,045.25
86562M-20-9	SUMITOMO MITSUI FINL GROUP I SPONSORED ADR	665.000	6,816.25	10.490 12/31/2013	6,975.85
867224-10-7	SUNCOR ENERGY INC NEW	205.000	7,270.22	35.050 12/31/2013	7,185.25
868157-10-8	SUPERIOR ENERGY SVCS INC	195.000	5,152.74	26.610 12/31/2013	5,188.95
870886-10-8	SWISS RE LTD	55.000	3,241.70	92.258 12/31/2013	5,074.19
874039-10-0	TAIWAN SEMICONDUCTOR MFG CO ADR	590.000	9,999.67	17.440 12/31/2013	10,289.60
878546-20-9	TECHNIP ADR	310.000	7,025.71	24.066 12/31/2013	7,460.46
881575-30-2	TESCO PLC ADR SPONSORED	335.000	5,184.40	16.613 12/31/2013	5,565.36
882508-AU-8	TEXAS INSTRUMENTS INC 1.650% 8/03/19	50,000.000	50,090.25	96.325 12/31/2013	48,162.50
887317-30-3	TIME WARNER INC NEW	10.000	598.10	69.720 12/31/2013	697.20
890880-20-6	TORAY INDS UNSPONSORED ADR	100.000	7,073.00	69.264 12/31/2013	6,926.40
891092-10-8	TORO CO	140.000	4,190.19	63.600 12/31/2013	8,904.00

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
892356-10-6	TRACTOR SUPPLY CO	140.000	7,122.85	77.580 12/31/2013	10,861.20
89417E-10-9	TRAVELERS COMPANIES INC	270.000	21,575.59	90.540 12/31/2013	24,445.80
899896-10-4	TUPPERWARE CORP	70.000	1,580.60	94.530 12/31/2013	6,617.10
902252-10-5	TYLER TECHNOLOGIES INC	120.000	5,989.08	102.130 12/31/2013	12,255.60
902973-30-4	U S BANCORP DEL NEW	115.000	3,589.09	40.400 12/31/2013	4,646.00
904214-10-3	UMPQUA HLDGS CORP	265.000	5,324.35	19.140 12/31/2013	5,072.10
911312-10-6	UNITED PARCEL SVC INC CL B	45.000	3,886.65	105.080 12/31/2013	4,728.60
917047-10-2	URBAN OUTFITTERS INC COM	125.000	5,110.33	37.100 12/31/2013	4,637.50
91913Y-10-0	VALERO ENERGY CORP	35.000	1,670.55	50.400 12/31/2013	1,764.00
92220P-10-5	VARIAN MED SYS INC	85.000	5,753.94	77.690 12/31/2013	6,603.65
922908-55-3	VANGUARD REIT ETF	660.000	43,090.48	64.560 12/31/2013	42,609.60
92343V-10-4	VERIZON COMMUNICATIONS	510.000	25,966.18	49.140 12/31/2013	25,061.40
92345Y-10-6	VERISK ANALYTICS INC	135.000	6,624.44	65.720 12/31/2013	8,872.20
92826C-83-9	VISA INC CLASS A SHARES (V)	35.000	6,523.85	222.680 12/31/2013	7,793.80
92857W-20-9	VODAFONE GROUP PLC NEW	179.000	4,861.02	39.310 12/31/2013	7,036.49
92937A-10-2	OPP PLC NEW ADR	50.000	4,675.25	114.860 12/31/2013	5,743.00
929740-10-8	WABTEC CORP	131.000	5,725.10	74.270 12/31/2013	9,729.37

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
930059-10-0	WADDELL & REED FINL INC CL A	125.000	3,607.44	65.120 12/31/2013	8,140.00
94106L-10-9	WASTE MANAGEMENT INC NEW	15.000	604.20	44.870 12/31/2013	673.05
941848-10-3	WATERS CORP	70.000	6,505.40	100.000 12/31/2013	7,000.00
94973V-10-7	WELLPOINT INC	275.000	22,346.50	92.390 12/31/2013	25,407.25
949746-10-1	WELLS FARGO & CO NEW	170.000	6,885.00	45.400 12/31/2013	7,718.00
960413-10-2	WESTLAKE CHEM CORP	220.000	22,741.40	122.070 12/31/2013	26,855.40
962166-10-4	WEYERHAEUSER CO	135.000	3,858.19	31.570 12/31/2013	4,261.95
989207-10-5	ZEBRA TECHNOLOGIES CORP CL A	125.000	5,214.82	54.080 12/31/2013	6,760.00
	TOTAL HOLDINGS		3,677,617.46		4,151,910.53
	TOTAL INCOME CASH		.00		.00
	TOTAL PRINCIPAL CASH		.00		.00
	TOTAL ACCOUNT		3,677,617.46		4,151,910.53