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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BUTLER FOUNDATION C/O CHARTER TRUST COMPANY		A Employer identification number 22-2701588	
Number and street (or P O box number if mail is not delivered to street address) 90 NORTH MAIN ST		B Telephone number (see instructions) (603) 224-1350	
City or town, state or province, country, and ZIP or foreign postal code CONCORD, NH 03301		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 9,584,485		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	141,875	61,554		
	4 Dividends and interest from securities.	128,100	128,100		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	337,278			
	b Gross sales price for all assets on line 6a 2,356,585				
	7 Capital gain net income (from Part IV, line 2) . . .		337,278		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	607,253	526,932		
	13 Compensation of officers, directors, trustees, etc	90,556			90,556
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	7,138			7,138
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,000			3,000
	c Other professional fees (attach schedule)	11,701	7,546		4,155
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,092			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,884			1,884
	22 Printing and publications				
	23 Other expenses (attach schedule)	135	60		75
	24 Total operating and administrative expenses. Add lines 13 through 23	116,506	7,606		106,808
	25 Contributions, gifts, grants paid	464,140			464,140
	26 Total expenses and disbursements. Add lines 24 and 25	580,646	7,606		570,948
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	26,607			
	b Net investment income (if negative, enter -0-)		519,326		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	854,244	1,315,692	1,315,692
	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			
	10a	Investments—U S and state government obligations (attach schedule)	2,737,076	1,855,604	1,896,315
	b	Investments—corporate stock (attach schedule)	2,317,737 	2,523,133	4,095,693
	c	Investments—corporate bonds (attach schedule).	861,158 	1,205,634	1,228,878
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,153,670 	1,045,043	1,047,907
	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)	7,923,885	7,945,106	9,584,485	
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)		0	
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.				
	27	Capital stock, trust principal, or current funds	7,923,885	7,945,106	
	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 page 17 of the instructions)	7,923,885	7,945,106	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,923,885	7,945,106		

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	7,923,885
2	Enter amount from Part I, line 27a	2	26,607
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,950,492
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	5,386
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,945,106

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)
1 a	SEE ATTACHED CHARTER TRUST STMT	P	2013-01-01	2013-12-31
b	SEE ATTACHED CHARTER TRUST STMT	P	2012-01-01	2013-12-31
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 10,966		11,000	-34
b 2,345,618		2,008,424	337,194
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-34
b			337,194
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	337,278
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 page 18 of 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	589,520	8,831,248	0 066754
2011	573,029	8,916,170	0 064269
2010	695,567	8,935,372	0 077844
2009	524,505	8,735,838	0 060041
2008	432,865	8,777,649	0 049314

2 Total of line 1, column (d).	2	0 318222
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 063644
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,102,543
5 Multiply line 4 by line 3.	5	579,322
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,193
7 Add lines 5 and 6.	7	584,515
8 Enter qualifying distributions from Part XII, line 4.	8	570,948

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 page 18 of the 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	10,387
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	10,387
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,387
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,720
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	2,720
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	7,667
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 ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NH _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶CHARTER TRUST COMPANY Telephone no ▶(603) 224-1350 Located at ▶90 NORTH MAIN STREET CONCORD NH ZIP +4 ▶03301			
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	Yes	No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		
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 ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

No

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

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
See Additional Data Table				

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				

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

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Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

1

2

3

4

Part IX-B

1 N/A

2

All other program-related investments See page 24 of the instructions

3

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	7,983,818
b	Average of monthly cash balances.	1b	1,257,342
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,241,160
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	
3	Subtract line 2 from line 1d.	3	9,241,160
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	138,617
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,102,543
6	Minimum investment return. Enter 5% of line 5.	6	455,127

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	455,127
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	10,387
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,387
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	444,740
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	444,740
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	444,740

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	570,948
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	570,948
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	570,948
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				444,740
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				28,874
d From 2011.				114,295
e From 2012.				153,342
f Total of lines 3a through e.	296,511			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 570,948				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				444,740
e Remaining amount distributed out of corpus	126,208			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	422,719			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	422,719			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				28,874
c Excess from 2011. . . .				114,295
d Excess from 2012. . . .				153,342
e Excess from 2013. . . .				126,208

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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				

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))

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	464,140
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CYNTHIA WENTWORTH  90 NORTH MAIN STREET CONCORD,NH 03301	EX DIR & TTE 25 00	90,556	0	0
STEVEN ALBRECHT  90 NORTH MAIN STREET CONCORD,NH 03301	TRUSTEE 1 00	0	0	0
CLARA BUTLER  PO BOX 462 NEW LONDON,NH 03257	TRUSTEE 1 00	0	0	0
BARBARA BUTLER  9 BENDER LANE WOODSTOCK,VT 05091	TRUSTEE 1 00	0	0	0
F GRAHAM MCSWINEY ESQ  PO BOX 2450 NEW LONDON,NH 03257	TRUSTEE 1 00	0	0	0
MARJORIE BUTLER  1341 WHIG HILL ROAD STRAFFORD,NH 03884	TRUSTEE 1 00	0	0	0
BONNIE BUNNING  9026A LIBBY ROAD NORTHEAST OLYMPIA,WA 98506	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ELAINE CONNORS UNITRUST 90 N MAIN ST CONCORD,NH 03301	NONE	PUBLIC CHARI	NEW EDUCATION CENTER BUILDING	72,263
UNIVERSITY OF WISCONSIN COLLEGES 780 REGENT ST SUITE 130 MADISON,WI 53715	NONE	PUBLIC CHARI	PALMITOPAMBA PROJECT	40,120
WORLD LAND TRUST 2806 P STREET NW WASHINGTON,DC 20007	NONE	PUBLIC CHARI	WORK TRUCK FOR PARQUE CONDOR	43,601
WORLD LAND TRUST 2806 P STREET NW WASHINGTON,DC 20007	NONE	PUBLIC CHARI	LAND PRESERVATION	100,000
WORLD LAND TRUST 2806 P STREET NW WASHINGTON,DC 20007	NONE	PUBLIC CHARI	PARQUE CONDOR ACTIVITIES	42,000
NH PUBLIC TELEVISION 268 MAST ROAD DURHAM,NH 03824	NONE	PUBLIC CHARI	BIRD TALES PROJECT	65,879
COMMUNITY OF HUAYCOPUNGO SAN RAFAEL HUAYCOPUNGO EC	NONE	PUBLIC CHARI	BRIDGE PROJECT	28,677
UNIVERSITY OF COLORADO BOULDER ROOM 150 BOULDER,CO 80309	NONE	PUBLIC CHARI	SCHOLARSHIP	4,000
UNIVERSITY OF VERMONT UNIVERSITY OF VERMONT BURLINGTON,VT 05405	NONE	PUBLIC CHARI	SCHOLARSHIP	4,000
UNIVERSITY OF NEW HAMPSHIRE 9 EDGEWOOD DR DURHAM,NH 03824	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
UNIVERSITY OF SOUTH CAROLINA LINCOLN STREET COLUMBIA,SC 29208	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
UNIVERSITY OF MAINE 2 ALUMNI PLACE ORONO,ME 04469	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
UNIVERSITY OF NEW HAMPSHIRE 9 EDGEWOOD DR DURHAM,NH 03824	NONE	PUBLIC CHARI	SCHOLARSHIP	2,000
LANCASTER BIBLE COLLEGE 910 EDEN ROAD LANCASTER,PA 17601	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
UNIVERSITY OF COLORADO BOULDER ROOM 150 BOULDER,CO 80309	NONE	PUBLIC CHARI	SCHOLARSHIP	4,000
Total  3a				464,140

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF VERMONT UNIVERSITY OF VERMONT BURLINGTON,VT 05405	NONE	PUBLIC CHARI	SCHOLARSHIP	4,000
UNIVERSITY OF SOUTH CAROLINA LINCOLN STREET COLUMBIA,SC 29208	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
UNIVERSITY OF MAINE 2 ALUMNI PLACE ORONO,ME 04469	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
GREAT BAY COMMUNITY COLLEGE 320 CORPORATE DRIVE PORTSMOUTH,NH 03801	NONE	PUBLIC CHARI	SCHOLARSHIP	2,500
UNIVERSITY OF NEW HAMPSHIRE 9 EDGEWOOD DR DURHAM,NH 03824	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
LANCASTER BIBLE COLLEGE 910 EDEN ROAD LANCASTER,PA 17601	NONE	PUBLIC CHARI	SCHOLARSHIP	3,000
THE PEREGRINE FUND 5668 WEST FLYING HAWK LAN BOISE,ID 83709	NONE	PUBLIC CHARI	CONDOR STUDY	25,000
NH AUDOBON SOCIETY 84 SILK ROAD CONCORD,NH 03301	NONE	PUBLIC CHARI	MOUNTED BIRD RESTORATION PROJECT	2,100
Total  3a				464,140

TY 2013 Accounting Fees Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,000			3,000

TY 2013 Compensation Explanation

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY
EIN: 22-2701588

Person Name	Explanation
CYNTHIA WENTWORTH	
STEVEN ALBRECHT	
CLARA BUTLER	
BARBARA BUTLER	
F GRAHAM MCSWINEY ESQ	
MARJORIE BUTLER	
BONNIE BUNNING	

TY 2013 Investments Corporate Bonds Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP & FOREIGN BONDS	1,205,634	1,228,878

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON EQ SECURITIES	1,641,002	2,509,163
PREFERRED EQUITY SECURITIES		
CLOSED END INTERNATIONAL EQUITY FUND	395,445	497,412
CLOSED END DOMESTIC EQUITY FUND	486,686	1,089,118

TY 2013 Investments - Other Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INC MUTUAL FUNDS	AT COST		
CLOSED END FIXED INCOME	AT COST	1,045,043	1,047,907

TY 2013 Other Decreases Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY
EIN: 22-2701588

Description	Amount
CASH TO ACCRUAL ADJUSTMENT	5,386

TY 2013 Other Expenses Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
NH STATE FILING FEE	75			75
BANK WIRE FEES	60	60		

TY 2013 Other Professional Fees Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	10,517	7,362		3,155
REGULATORY COMPLIANCE FEE	184	184		
2013 ANNUAL PAYROLL SERVICE FEE	1,000			1,000

TY 2013 Taxes Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY
EIN: 22-2701588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2013 FEDERAL TAX ESTIMATES	2,092			

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER. 213
TRUST ADMINISTRATOR: 6
INVESTMENT OFFICER: 3

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
100000 0000 JPMORGAN CHASE & CO		5 750% 1/02/13 - 46625HAT7 - MINOR = 30						
SOLD		01/02/2013	100000.00					
ACQ	100000 0000	11/13/2007	100000.00	101154 00	-1154.00	LT	Y	F
100 0000 ECOLAB INC - 278865100		- MINOR = 43						
SOLD		01/04/2013	7411 85					
ACQ	100 0000	04/26/2007	7411.85	4417 46	2994 39	LT	Y	F
200 0000 GILEAD SCIENCES INC - 375558103		- MINOR = 43						
SOLD		01/04/2013	14989 76					
ACQ	200 0000	01/24/2006	14989 76	5818 11	9171.65	LT	Y	F
70 7300 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27						
SOLD		01/15/2013	70 73					
ACQ	70.7300	08/15/2001	70 73	69.62	1 11	LT	Y	F
1267 1100 FHLMC GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27						
SOLD		01/15/2013	1267 11					
ACQ	1267 1100	03/08/2011	1267.11	1243 15	23.96	LT	Y	F
1123.1200 FHLMC PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27						
SOLD		01/15/2013	1123 12					
ACQ	1123.1200	06/09/2009	1123.12	1129 09	-5 97	LT	Y	F
8026 8100 FHLMC GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27						
SOLD		01/15/2013	8026 81					
ACQ	8026.8100	04/28/2009	8026 81	8172.30	-145 49	LT	Y	F
1929 9100 FHLMC GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27						
SOLD		01/15/2013	1929.91					
ACQ	1929 9100	05/04/2009	1929.91	1955 84	-25.93	LT	Y	F
494 4700 FHLMC GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27						
SOLD		01/15/2013	494 47					
ACQ	494.4700	10/22/2003	494.47	509 77	-15.30	LT	Y	F
384 8300 FHLMC GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27						
SOLD		01/15/2013	384 83					
ACQ	384 8300	06/03/2005	384 83	384.41	0 42	LT	Y	F
100 9300 FNMA POOL #252442		6.500% 5/01/19 - 31371HLX4 - MINOR = 27						
SOLD		01/25/2013	100.93					
ACQ	100 9300	12/07/2000	100 93	99 73	1.20	LT	Y	F
71 3400 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27						
SOLD		01/25/2013	71 34					
ACQ	71.3400	07/27/1999	71.34	71.45	-0 11	LT	Y	F
13.2500 FED NAT'L MTG ASOC #454026		8.000% 08/01/17 - 31380YLF5 - MINOR = 27						
SOLD		01/25/2013	13 25					
ACQ	13.2500	12/09/1998	13 25	13 78	-0 53	LT	Y	F
48 8300 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27						
SOLD		01/25/2013	48.83					
ACQ	48 8300	10/19/2001	48 83	49 78	-0.95	LT	Y	F
5.5600 FNMA ARM		4 702% 8/01/32 - 31390QNB7 - MINOR = 27						
SOLD		01/25/2013	5 56					
ACQ	5.5600	08/09/2002	5.56	5 61	-0 05	LT	Y	F
492.9400 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27						
SOLD		01/25/2013	492 94					
ACQ	492.9400	07/21/2003	492 94	492 09	0.85	LT	Y	F
11735 2000 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27						
SOLD		01/25/2013	11735.20					
ACQ	11735.2000	03/30/2009	11735 20	11929 56	-194.36	LT	Y	F
100000 0000 GENERAL ELECTRIC		5 000% 2/01/13 - 369604AY9 - MINOR = 30						
SOLD		02/01/2013	100000 00					
ACQ	100000 0000	11/19/2007	100000.00	101429.00	-1429 00	LT	Y	F
275000 0000 INDIANA BD BK REV		5 000% 2/01/17 - 454623ZJ1 - MINOR = 39						
SOLD		02/02/2013	275000 00					
ACQ I	275000.0000	08/14/2007	275000 00	275000 00	0.00	LT	Y	F
CHANGED 01/16/14 KAR								
186 9100 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27						
SOLD		02/15/2013	186 91					
ACQ	186.9100	08/15/2001	186 91	183 99	2 92	LT	Y	F
1005 6500 FHLMC GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27						
SOLD		02/15/2013	1005 65					
ACQ	1005 6500	03/08/2011	1005.65	986.64	19 01	LT	Y	F
1642.3400 FHLMC PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27						
SOLD		02/15/2013	1642 34					
ACQ	1642.3400	06/09/2009	1642 34	1651.06	-8.72	LT	Y	F
3320.9200 FHLMC GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27						
SOLD		02/15/2013	3320 92					
ACQ	3320.9200	04/28/2009	3320.92	3381 11	-60 19	LT	Y	F
3046 2900 FHLMC GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27						
SOLD		02/15/2013	3046.29					
ACQ	3046 2900	05/04/2009	3046 29	3087.23	-40 94	LT	Y	F
644 9500 FHLMC GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27						
SOLD		02/15/2013	644 95					
ACQ	644 9500	10/22/2003	644.95	664.90	-19 95	LT	Y	F
321.9400 FHLMC GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27						
SOLD		02/15/2013	321 94					
ACQ	321 9400	06/03/2005	321 94	321 59	0 35	LT	Y	F
94.5900 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27						
SOLD		02/25/2013	94.59					
ACQ	94 5900	12/07/2000	94.59	93 47	1 12	LT	Y	F
126 7100 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27						
SOLD		02/25/2013	126 71					
ACQ	126 7100	07/27/1999	126.71	126.91	-0 20	LT	Y	F

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 213
TRUST ADMINISTRATOR 6
INVESTMENT OFFICER 3

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
13 3500 FED NAT'L MTG ASOC #454026		8.000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		02/25/2013	13.35				
ACQ	13 3500	12/09/1998	13.35	13 88	-0 53	LT	Y F
49.1000 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		02/25/2013	49 10				
ACQ	49 1000	10/19/2001	49.10	50 05	-0.95	LT	Y F
628.5200 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		02/25/2013	628 52				
ACQ	628.5200	07/21/2003	628 52	627 44	1.08	LT	Y F
11299 8500 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		02/25/2013	11299 85				
ACQ	11299.8500	03/30/2009	11299 85	11487.00	-187 15	LT	Y F
1746 0700 FNMA ARM		4.702% 8/01/32 - 31390QNB7 - MINOR = 27					
SOLD		02/27/2013	1746 07				
ACQ	1746 0700	08/09/2002	1746 07	1761 31	-15.24	LT	Y F
67 2000 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		03/15/2013	67 20				
ACQ	67.2000	08/15/2001	67 20	66.15	1 05	LT	Y F
980 8700 FHLMD GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		03/15/2013	980 87				
ACQ	980 8700	03/08/2011	980 87	962 33	18 54	LT	Y F
1761 5100 FHLMD PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		03/15/2013	1761.51				
ACQ	1761 5100	06/09/2009	1761 51	1770.87	-9 36	LT	Y F
509 4200 FHLMD GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		03/15/2013	509 42				
ACQ	509.4200	04/28/2009	509 42	518 65	-9 23	LT	Y F
353 0900 FHLMD GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		03/15/2013	353 09				
ACQ	353 0900	05/04/2009	353 09	357 83	-4.74	LT	Y F
558.2400 FHLMD GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		03/15/2013	558 24				
ACQ	558 2400	10/22/2003	558.24	575.51	-17 27	LT	Y F
320 9100 FHLMD GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		03/15/2013	320.91				
ACQ	320 9100	06/03/2005	320 91	320 56	0.35	LT	Y F
64 3000 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		03/25/2013	64.30				
ACQ	64 3000	12/07/2000	64 30	63 54	0 76	LT	Y F
88 9200 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		03/25/2013	88 92				
ACQ	88 9200	07/27/1999	88 92	89 06	-0.14	LT	Y F
13 4500 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		03/25/2013	13 45				
ACQ	13 4500	12/09/1998	13 45	13.99	-0 54	LT	Y F
49.3800 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		03/25/2013	49 38				
ACQ	49.3800	10/19/2001	49 38	50.34	-0 96	LT	Y F
146 2800 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		03/25/2013	146.28				
ACQ	146 2800	07/21/2003	146 28	146 03	0.25	LT	Y F
5769 1900 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		03/25/2013	5769 19				
ACQ	5769 1900	03/30/2009	5769 19	5864 74	-95 55	LT	Y F
200.0000 MONDELEZ INTERNATIONAL		INC - 609207105 - MINOR = 43					
SOLD		04/01/2013	6065 98				
ACQ	200.0000	03/16/2009	6065 98	3005 08	3060.90	LT	Y F
100000 0000 SOUTH DAKOTA BRD REG 3		125% 4/01/13 - 837542BW8 - MINOR = 38					
SOLD		04/01/2013	100000 00				
ACQ	100000 0000	05/22/2009	100000 00	100000.00	0 00	LT	Y F
50000.0000 DELL INC		4 700% 4/15/13 - 24702RAD3 - MINOR = 30					
SOLD		04/15/2013	50000.00				
ACQ	50000.0000	04/27/2009	50000 00	50967 50	-967 50	LT	Y F
82 5100 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		04/15/2013	82 51				
ACQ	82 5100	08/15/2001	82 51	81.22	1 29	LT	Y F
514.6000 FHLMD GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		04/15/2013	514 60				
ACQ	514.6000	03/08/2011	514 60	504 87	9.73	LT	Y F
1234 3000 FHLMD PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		04/15/2013	1234.30				
ACQ	1234 3000	06/09/2009	1234.30	1240 86	-6 56	LT	Y F
511 8200 FHLMD GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		04/15/2013	511 82				
ACQ	511.8200	04/28/2009	511.82	521.10	-9 28	LT	Y F
208 3100 FHLMD GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		04/15/2013	208 31				
ACQ	208 3100	05/04/2009	208.31	211 11	-2 80	LT	Y F
585.9900 FHLMD GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		04/15/2013	585 99				
ACQ	585.9900	10/22/2003	585 99	604 12	-18 13	LT	Y F
971.7400 FHLMD GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		04/15/2013	971 74				
ACQ	971 7400	06/03/2005	971 74	970 68	1 06	LT	Y F

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CHARTER TRUST COMPANY, TRUSTEE
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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 213
TRUST ADMINISTRATOR: 6
INVESTMENT OFFICER: 3

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
111 3100 FNMA POOL #252442		6.500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		04/25/2013	111 31				
ACQ	111 3100	12/07/2000	111 31	109 99	1.32	LT	Y F
67 5500 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		04/25/2013	67 55				
ACQ	67.5500	07/27/1999	67 55	67 65	-0 10	LT	Y F
13 5400 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		04/25/2013	13 54				
ACQ	13 5400	12/09/1998	13.54	14.08	-0 54	LT	Y F
49 4700 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		04/25/2013	49 47				
ACQ	49 4700	10/19/2001	49 47	50.43	-0 96	LT	Y F
732 7800 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		04/25/2013	732 78				
ACQ	732.7800	07/21/2003	732 78	731 52	1 26	LT	Y F
8539 7700 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		04/25/2013	8539.77				
ACQ	8539 7700	03/30/2009	8539 77	8681 21	-141 44	LT	Y F
107.3200 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		05/15/2013	107 32				
ACQ	107.3200	08/15/2001	107 32	105 64	1 68	LT	Y F
1180 4400 FHLMD GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		05/15/2013	1180 44				
ACQ	1180.4400	03/08/2011	1180 44	1158 12	22 32	LT	Y F
649.9100 FHLMD PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		05/15/2013	649 91				
ACQ	649 9100	06/09/2009	649 91	653.36	-3 45	LT	Y F
512 2100 FHLMD GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		05/15/2013	512 21				
ACQ	512.2100	04/28/2009	512 21	521 49	-9.28	LT	Y F
1859 5300 FHLMD GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		05/15/2013	1859 53				
ACQ	1859 5300	05/04/2009	1859.53	1884.52	-24 99	LT	Y F
413 2700 FHLMD GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		05/15/2013	413 27				
ACQ	413.2700	10/22/2003	413 27	426 06	-12.79	LT	Y F
290 7300 FHLMD GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		05/15/2013	290 73				
ACQ	290 7300	06/03/2005	290.73	290.41	0 32	LT	Y F
103 9200 FNMA POOL #252442		6.500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		05/25/2013	103 92				
ACQ	103.9200	12/07/2000	103 92	102 69	1.23	LT	Y F
63 2300 FNMA POOL		7.000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		05/25/2013	63 23				
ACQ	63 2300	07/27/1999	63 23	63.33	-0 10	LT	Y F
13.6400 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		05/25/2013	13 64				
ACQ	13.6400	12/09/1998	13 64	14 19	-0.55	LT	Y F
49 9300 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		05/25/2013	49 93				
ACQ	49 9300	10/19/2001	49 93	50.90	-0 97	LT	Y F
405.1100 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		05/25/2013	405 11				
ACQ	405.1100	07/21/2003	405.11	404 41	0 70	LT	Y F
5166 1900 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		05/25/2013	5166 19				
ACQ	5166 1900	03/30/2009	5166 19	5251.76	-85.57	LT	Y F
750.0000 CONSTELLATION ENERGY GRP PFD 8.625%		- 210387205 - MINOR = 49					
SOLD		06/15/2013	18750 00				
ACQ	750 0000	11/01/2011	18750 00	20392 43	-1642 43	LT	F
104 5500 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		06/15/2013	104 55				
ACQ	104 5500	08/15/2001	104 55	102.92	1 63	LT	Y F
1013.2800 FHLMD GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		06/15/2013	1013 28				
ACQ	1013 2800	03/08/2011	1013.28	994 12	19.16	LT	Y F
1737 9500 FHLMD PL#J09656		4.500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		06/15/2013	1737 95				
ACQ	1737 9500	06/09/2009	1737 95	1747 18	-9 23	LT	Y F
2982.9100 FHLMD GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		06/15/2013	2982 91				
ACQ	2982 9100	04/28/2009	2982.91	3036 97	-54.06	LT	Y F
234 7800 FHLMD GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		06/15/2013	234 78				
ACQ	234 7800	05/04/2009	234 78	237 93	-3 15	LT	Y F
314 6200 FHLMD GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		06/15/2013	314 62				
ACQ	314 6200	10/22/2003	314.62	324.35	-9 73	LT	Y F
385.7800 FHLMD GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		06/15/2013	385 78				
ACQ	385 7800	06/03/2005	385 78	385 36	0 42	LT	Y F
50000 0000 NEW YORK ST		4 000% 6/15/13 - 649787F86 - MINOR = 39					
SOLD		06/15/2013	50000 00				
ACQ I	50000 0000	08/14/2007	50000 00	50000.00	0 00	LT	Y F

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
64.4100 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		06/25/2013	64 41				
ACQ	64 4100	12/07/2000	64 41	63 64	0.77	LT	Y F
75 4400 FNMA POOL		7.000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		06/25/2013	75 44				
ACQ	75.4400	07/27/1999	75 44	75.56	-0 12	LT	Y F
13 7400 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		06/25/2013	13.74				
ACQ	13 7400	12/09/1998	13.74	14 29	-0 55	LT	Y F
50.2000 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		06/25/2013	50.20				
ACQ	50 2000	10/19/2001	50.20	51 17	-0.97	LT	Y F
477 2500 FNMA POOL #727435		4.500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		06/25/2013	477 25				
ACQ	477 2500	07/21/2003	477 25	476.43	0 82	LT	Y F
5335 4900 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		06/25/2013	5335.49				
ACQ	5335 4900	03/30/2009	5335.49	5423 86	-88.37	LT	Y F
109.2000 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		07/15/2013	109 20				
ACQ	109 2000	08/15/2001	109 20	107.49	1 71	LT	Y F
555 4800 FHLMT GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		07/15/2013	555.48				
ACQ	555.4800	03/08/2011	555 48	544 98	10 50	LT	Y F
168 5600 FHLMT PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		07/15/2013	168 56				
ACQ	168 5600	06/09/2009	168 56	169.46	-0 90	LT	Y F
502 8900 FHLMT GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		07/15/2013	502 89				
ACQ	502.8900	04/28/2009	502 89	512 00	-9 11	LT	Y F
1236 6300 FHLMT GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		07/15/2013	1236 63				
ACQ	1236 6300	05/04/2009	1236 63	1253.25	-16 62	LT	Y F
418 0300 FHLMT GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		07/15/2013	418 03				
ACQ	418.0300	10/22/2003	418 03	430.97	-12.94	LT	Y F
333 6800 FHLMT GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		07/15/2013	333 68				
ACQ	333 6800	06/03/2005	333 68	333 32	0 36	LT	Y F
79 2000 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		07/25/2013	79 20				
ACQ	79.2000	12/07/2000	79 20	78.26	0 94	LT	Y F
69 0100 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		07/25/2013	69.01				
ACQ	69 0100	07/27/1999	69.01	69 12	-0 11	LT	Y F
13.8400 FED NAT'L MTG ASOC #454026		8.000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		07/25/2013	13 84				
ACQ	13.8400	12/09/1998	13 84	14 39	-0.55	LT	Y F
50 4800 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		07/25/2013	50 48				
ACQ	50 4800	10/19/2001	50 48	51.46	-0 98	LT	Y F
149 7500 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		07/25/2013	149 75				
ACQ	149.7500	07/21/2003	149 75	149 49	0 26	LT	Y F
5395 1200 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		07/25/2013	5395 12				
ACQ	5395 1200	03/30/2009	5395.12	5484 48	-89 36	LT	Y F
500000.0000 GOLDEN WEST SCHS CA		4 000% 8/01/17 - 38134LKD3 - MINOR = 39					
SOLD		08/01/2013	510000 00				
ACQ I	500000 0000	08/14/2007	510000 00	493705.00	16295 00	LT	Y F
75 4700 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		08/15/2013	75 47				
ACQ	75 4700	08/15/2001	75.47	74 29	1 18	LT	Y F
837.5700 FHLMT GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		08/15/2013	837 57				
ACQ	837 5700	03/08/2011	837 57	821.73	15.84	LT	Y F
169 6700 FHLMT PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		08/15/2013	169 67				
ACQ	169 6700	06/09/2009	169 67	170.57	-0 90	LT	Y F
503.1200 FHLMT GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		08/15/2013	503.12				
ACQ	503 1200	04/28/2009	503 12	512.24	-9 12	LT	Y F
148 9600 FHLMT GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		08/15/2013	148 96				
ACQ	148.9600	05/04/2009	148 96	150 96	-2.00	LT	Y F
278 3900 FHLMT GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		08/15/2013	278 39				
ACQ	278.3900	10/22/2003	278.39	287 00	-8 61	LT	Y F
321 3500 FHLMT GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		08/15/2013	321 35				
ACQ	321 3500	06/03/2005	321 35	321.00	0 35	LT	Y F
96.3400 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		08/25/2013	96.34				
ACQ	96.3400	12/07/2000	96 34	95.20	1 14	LT	Y F

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
61 2200 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		08/25/2013	61 22				
ACQ	61 2200	07/27/1999	61 22	61 31	-0 09	LT	Y F
13.9400 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		08/25/2013	13 94				
ACQ	13.9400	12/09/1998	13.94	14.50	-0 56	LT	Y F
50.7600 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		08/25/2013	50.76				
ACQ	50 7600	10/19/2001	50.76	51 74	-0 98	LT	Y F
401 1600 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		08/25/2013	401.16				
ACQ	401.1600	07/21/2003	401 16	400 47	0 69	LT	Y F
4539.4700 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		08/25/2013	4539 47				
ACQ	4539 4700	03/30/2009	4539.47	4614 66	-75.19	LT	Y F
1079 0000 ABBVIE INC - 00287Y109		- MINOR = 43					
SOLD		09/10/2013	47973 33				
ACQ	300.0000	11/29/1993	13338 28	2157.23	11181 05	LT	Y F
	300.0000	04/27/2009	13338 28	6817 03	6521 25	LT	Y F
	365.0000	02/18/2010	16228.23	10428 81	5799 42	LT	Y F
	114.0000	07/19/2011	5068 54	3121 39	1947 15	LT	Y F
1450 0000 AMERICAN EXPRESS CO - 025816109		- MINOR = 43					
SOLD		09/10/2013	107720 07				
ACQ	450.0000	05/12/2006	33430 37	23885.10	9545 27	LT	Y F
	1000.0000	03/16/2009	74289 70	13738 00	60551 70	LT	Y F
200.0000 AMGEN INC - 031162100		- MINOR = 43					
SOLD		09/10/2013	22117 63				
ACQ	200 0000	03/01/2001	22117 63	14009 70	8107 93	LT	Y F
300 0000 CONOCOPHILLIPS - 20825C104		- MINOR = 43					
SOLD		09/10/2013	20537 94				
ACQ	300 0000	05/18/2009	20537 94	10395.60	10142 34	LT	Y F
750 0000 FEDERATED INVS INC PA - 314211103		- MINOR = 43					
SOLD		09/10/2013	20932 21				
ACQ	750.0000	03/16/2009	20932.21	15815 25	5116 96	LT	Y F
200.0000 HOME DEPOT INC - 437076102		- MINOR = 43					
SOLD		09/10/2013	14887 94				
ACQ	200 0000	03/16/2009	14887.94	4163 50	10724.44	LT	Y F
700 0000 ILLINOIS TOOL WKS INC - 452308109		- MINOR = 43					
SOLD		09/10/2013	51946 16				
ACQ	700.0000	02/23/2006	51946.16	30621.50	21324 66	LT	Y F
1575.0000 ISHARES S&P NA NAT RES INDEX FD - 464287374		- MINOR = 63					
SOLD		09/10/2013	65550.51				
ACQ	600 0000	08/12/2005	24971 62	17178 00	7793 62	LT	Y F
I	975 0000	08/14/2007	40578 89	37911 25	2667.64	LT	Y F
500 0000 LEGG MASON INC - 524901105		- MINOR = 43					
SOLD		09/10/2013	17339 74				
ACQ	500.0000	03/16/2009	17339 74	7354.00	9985 74	LT	Y F
850 0000 MARSH & MCLENNAN COS INC - 571748102		- MINOR = 43					
SOLD		09/10/2013	35682.38				
ACQ	50.0000	04/26/2007	2098.96	1613 90	485 06	LT	Y F
	800 0000	03/16/2009	33583 42	15494 80	18088.62	LT	Y F
1285 0000 MASCO CORP - 574599106		- MINOR = 43					
SOLD		09/10/2013	26547 63				
ACQ	1285.0000	07/19/2011	26547.63	14995.83	11551.80	LT	Y F
200.0000 MONSANTO CO NEW - 61166W101		- MINOR = 43					
SOLD		09/10/2013	20525.66				
ACQ	200 0000	06/14/2010	20525.66	10168 39	10357 27	LT	Y F
3500 0000 REGIONS FINL CORP NEW - 7591EP100		- MINOR = 43					
SOLD		09/10/2013	33391 16				
ACQ	3500 0000	03/16/2009	33391 16	14665.00	18726.16	LT	Y F
800 0000 SEALED AIR CORPORATION - 81211K100		- MINOR = 43					
SOLD		09/10/2013	24335 65				
ACQ	800.0000	03/16/2009	24335 65	10326.80	14008 85	LT	Y F
800.0000 THERMO FISHER SCIENTIFIC INC - 883556102		- MINOR = 43					
SOLD		09/10/2013	72574 81				
ACQ	800 0000	01/14/2005	72574.81	24840 00	47734.81	LT	Y F
150 0000 WAL-MART STORES INC - 931142103		- MINOR = 43					
SOLD		09/10/2013	11084 95				
ACQ	150.0000	11/28/1995	11084 95	1835.63	9249.32	LT	Y F
850 0000 WALGREEN CO - 931422109		- MINOR = 43					
SOLD		09/10/2013	42873 34				
ACQ	600 0000	06/24/2002	30263 53	22541.04	7722 49	LT	Y F
	250.0000	08/30/2002	12609.81	8825 00	3784.81	LT	Y F
12957.5160 DREYFUS LTD TRM HIGH YIELD FD I #759		- 261980759 - MINOR = 66					
SOLD		09/11/2013	85260 46				
ACQ	12957.5160	08/03/2009	85260.46	79300 00	5960 46	LT	Y F
14792 8390 VANGUARD GNMA FD ADM #536		- 922031794 - MINOR = 66					
SOLD		09/11/2013	153253.80				
ACQ	13992 5370	01/14/2003	144962 68	150000 00	-5037.32	LT	Y F
	94 5080	12/29/2009	979 10	1007.46	-28 36	LT	Y F
	57.7660	03/29/2010	598 46	619.83	-21.37	LT	Y F
	305.0840	12/30/2010	3160 67	3267.45	-106.78	LT	Y F
	167.2320	12/30/2011	1732.52	1849.59	-117 07	LT	Y F
	37.1730	03/30/2012	385.11	409 28	-24 17	LT	F
	124 9180	12/31/2012	1294.15	1362 85	-68 70	ST	C
	13 6210	03/28/2013	141 11	147 79	-6.68	ST	C

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TRUST ADMINISTRATOR: 6
INVESTMENT OFFICER: 3

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
95 3300 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		09/15/2013	95 33				
ACQ	95.3300	08/15/2001	95 33	93 84	1.49	LT	Y F
338 8500 FHLMT GD PL#G06222		4.000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		09/15/2013	338 85				
ACQ	338.8500	03/08/2011	338 85	332 44	6.41	LT	Y F
1000.5400 FHLMT PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		09/15/2013	1000 54				
ACQ	1000.5400	06/09/2009	1000 54	1005.85	-5 31	LT	Y F
513.5400 FHLMT GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		09/15/2013	513 54				
ACQ	513.5400	04/28/2009	513 54	522 85	-9 31	LT	Y F
139 7100 FHLMT GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		09/15/2013	139 71				
ACQ	139 7100	05/04/2009	139 71	141 59	-1 88	LT	Y F
189.1700 FHLMT GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		09/15/2013	189 17				
ACQ	189 1700	10/22/2003	189 17	195.02	-5 85	LT	Y F
1106 6100 FHLMT GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		09/15/2013	1106 61				
ACQ	1106.6100	06/03/2005	1106 61	1105 40	1.21	LT	Y F
134.0600 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		09/25/2013	134.06				
ACQ	134 0600	12/07/2000	134 06	132 47	1.59	LT	Y F
80 9200 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		09/25/2013	80 92				
ACQ	80 9200	07/27/1999	80 92	81.05	-0 13	LT	Y F
14 0400 FED NAT'L MTG ASOC #454026		8.000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		09/25/2013	14 04				
ACQ	14 0400	12/09/1998	14 04	14 60	-0.56	LT	Y F
51.0500 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		09/25/2013	51 05				
ACQ	51 0500	10/19/2001	51.05	52 04	-0 99	LT	Y F
287 7500 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		09/25/2013	287 75				
ACQ	287.7500	07/21/2003	287 75	287.26	0 49	LT	Y F
4820.3200 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		09/25/2013	4820.32				
ACQ	4820 3200	03/30/2009	4820 32	4900 16	-79.84	LT	Y F
54.0300 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		10/15/2013	54 03				
ACQ	54.0300	08/15/2001	54 03	53 19	0 84	LT	Y F
702 6000 FHLMT GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		10/15/2013	702 60				
ACQ	702 6000	03/08/2011	702 60	689 32	13 28	LT	Y F
160.8400 FHLMT PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		10/15/2013	160 84				
ACQ	160.8400	06/09/2009	160 84	161.69	-0 85	LT	Y F
562 1200 FHLMT GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		10/15/2013	562.12				
ACQ	562.1200	04/28/2009	562 12	572 31	-10.19	LT	Y F
241 8000 FHLMT GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		10/15/2013	241.80				
ACQ	241 8000	05/04/2009	241 80	245 05	-3 25	LT	Y F
135 9100 FHLMT GD PL #B10337		5 000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		10/15/2013	135 91				
ACQ	135 9100	10/22/2003	135.91	140 12	-4.21	LT	Y F
291 5000 FHLMT GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		10/15/2013	291.50				
ACQ	291.5000	06/03/2005	291 50	291 18	0.32	LT	Y F
94.7600 FNMA POOL #252442		6.500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		10/25/2013	94 76				
ACQ	94 7600	12/07/2000	94 76	93.63	1 13	LT	Y F
59 2500 FNMA POOL		7.000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		10/25/2013	59 25				
ACQ	59.2500	07/27/1999	59 25	59 34	-0.09	LT	Y F
14.1400 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		10/25/2013	14 14				
ACQ	14 1400	12/09/1998	14.14	14.71	-0 57	LT	Y F
51 3300 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		10/25/2013	51.33				
ACQ	51.3300	10/19/2001	51 33	52 32	-0 99	LT	Y F
1242 9400 FNMA PL #AJ6346		3 500% 12/01/41 - 3138AYBQ1 - MINOR = 27					
SOLD		10/25/2013	1242.94				
ACQ	1242.9400	09/17/2013	1242 94	1237 50	5.44	ST	Y C
124.2700 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		10/25/2013	124 27				
ACQ	124 2700	07/21/2003	124 27	124 06	0 21	LT	Y F
3656.3300 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		10/25/2013	3656 33				
ACQ	3656.3300	03/30/2009	3656.33	3716.89	-60 56	LT	Y F
52 7000 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		11/15/2013	52 70				
ACQ	52.7000	08/15/2001	52.70	51 88	0 82	LT	Y F

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 213
TRUST ADMINISTRATOR: 6
INVESTMENT OFFICER: 3

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
139 7700 FHLMC GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		11/15/2013	139 77				
ACQ	139 7700	03/08/2011	139 77	137.13	2 64	LT	Y F
154 9900 FHLMC PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		11/15/2013	154 99				
ACQ	154 9900	06/09/2009	154 99	155.81	-0 82	LT	Y F
523 9600 FHLMC GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		11/15/2013	523 96				
ACQ	523 9600	04/28/2009	523 96	533.46	-9 50	LT	Y F
143 6800 FHLMC GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		11/15/2013	143 68				
ACQ	143.6800	05/04/2009	143 68	145 61	-1 93	LT	Y F
279.1200 FHLMC GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		11/15/2013	279 12				
ACQ	279 1200	06/03/2005	279 12	278 81	0 31	LT	Y F
11 0400 FHLMC GD PL #B10337		5.000% 11/01/13 - 312962LS0 - MINOR = 27					
SOLD		11/19/2013	11 04				
ACQ	11.0400	10/22/2003	11 04	11 38	-0.34	LT	Y F
208.5000 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		11/25/2013	208.50				
ACQ	208 5000	12/07/2000	208 50	206.02	2 48	LT	Y F
59 5900 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		11/25/2013	59.59				
ACQ	59.5900	07/27/1999	59.59	59 68	-0 09	LT	Y F
14 2500 FED NAT'L MTG ASOC #454026		8 000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		11/25/2013	14 25				
ACQ	14 2500	12/09/1998	14 25	14 82	-0.57	LT	Y F
51.9600 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		11/25/2013	51 96				
ACQ	51 9600	10/19/2001	51 96	52 97	-1 01	LT	Y F
3999 7400 FNMA PL #AJ6346		3 500% 12/01/41 - 3138AYBQ1 - MINOR = 27					
SOLD		11/25/2013	3999 74				
ACQ	3999.7400	09/17/2013	3999 74	3982 24	17.50	ST	Y C
178.4400 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		11/25/2013	178.44				
ACQ	178 4400	07/21/2003	178 44	178 13	0 31	LT	Y F
3835 4100 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		11/25/2013	3835 41				
ACQ	3835.4100	03/30/2009	3835.41	3898 93	-63.52	LT	Y F
100000.0000 FFCB		4 750% 12/12/13 - 31331TMU2 - MINOR = 25					
SOLD		12/12/2013	100000.00				
ACQ	100000 0000	11/30/2004	100000 00	101187.00	-1187 00	LT	Y F
137 4600 FNMA MTG PASS		5 500% 5/01/16 - 3128GKWU4 - MINOR = 27					
SOLD		12/15/2013	137.46				
ACQ	137 4600	08/15/2001	137.46	135 31	2.15	LT	Y F
44 0800 FHLMC GD PL#G06222		4 000% 1/01/41 - 3128M8G73 - MINOR = 27					
SOLD		12/15/2013	44 08				
ACQ	44 0800	03/08/2011	44 08	43.25	0.83	LT	Y F
375.1000 FHLMC PL#J09656		4 500% 5/01/24 - 3128PMWR7 - MINOR = 27					
SOLD		12/15/2013	375 10				
ACQ	375 1000	06/09/2009	375 10	377 09	-1.99	LT	Y F
537 7500 FHLMC GD PL#J09690		4 000% 5/01/24 - 3128PMXT2 - MINOR = 27					
SOLD		12/15/2013	537 75				
ACQ	537.7500	04/28/2009	537.75	547 50	-9 75	LT	Y F
146 5500 FHLMC GD PL#J09707		4 000% 5/01/24 - 3128PMYC8 - MINOR = 27					
SOLD		12/15/2013	146 55				
ACQ	146 5500	05/04/2009	146 55	148 52	-1.97	LT	Y F
783 6900 FHLMC GD PL# B15618		4 500% 6/01/19 - 312968G38 - MINOR = 27					
SOLD		12/15/2013	783 69				
ACQ	783.6900	06/03/2005	783 69	782 83	0 86	LT	Y F
67.2800 FNMA POOL #252442		6 500% 5/01/19 - 31371HLX4 - MINOR = 27					
SOLD		12/25/2013	67 28				
ACQ	67 2800	12/07/2000	67 28	66 48	0.80	LT	Y F
59 6200 FNMA POOL		7 000% 08/01/14 - 31371HU63 - MINOR = 27					
SOLD		12/25/2013	59 62				
ACQ	59 6200	07/27/1999	59.62	59 71	-0.09	LT	Y F
14 3500 FED NAT'L MTG ASOC #454026		8.000% 08/01/17 - 31380YLF5 - MINOR = 27					
SOLD		12/25/2013	14 35				
ACQ	14.3500	12/09/1998	14 35	14.92	-0 57	LT	Y F
52.2400 FNMA POOL #611419		6 000% 11/01/16 - 31388QG45 - MINOR = 27					
SOLD		12/25/2013	52 24				
ACQ	52 2400	10/19/2001	52.24	53 25	-1 01	LT	Y F
4288 5700 FNMA PL #AJ6346		3 500% 12/01/41 - 3138AYBQ1 - MINOR = 27					
SOLD		12/25/2013	4288 57				
ACQ	4288 5700	09/17/2013	4288.57	4269 81	18 76	ST	Y C
108 8500 FNMA POOL #727435		4 500% 7/01/18 - 31402FEG6 - MINOR = 27					
SOLD		12/25/2013	108.85				
ACQ	108.8500	07/21/2003	108 85	108.66	0 19	LT	Y F
3015.5200 FNMA PL #930848		4 000% 4/01/24 - 31412PEV9 - MINOR = 27					
SOLD		12/25/2013	3015.52				
ACQ	3015 5200	03/30/2009	3015.52	3065 46	-49.94	LT	Y F
TOTALS			2356584 67	2019424.32			

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 213
TRUST ADMINISTRATOR 6
INVESTMENT OFFICER: 3

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
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SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	41.70	0 00	325361 68	0 00	0 00	0.00*
COVERED FROM ABOVE	-75 38	0 00	11832 35	0.00	0 00	
COMMON TRUST FUND	0 00	0.00	0 00			0.00
CAPITAL GAIN DIV/DIST	0 00	0.00	118 23			0 00
	-33.68	0 00	337312.26	0 00	0 00	0.00
STATE						
NONCOVERED FROM ABOVE	41.70	0 00	325361 68	0 00	0 00	0.00*
COVERED FROM ABOVE	-75 38	0 00	11832 35	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	118.23			0 00
	-33 68	0 00	337312 26	0.00	0 00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
NEW HAMPSHIRE	N/A	N/A