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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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2014****Open to Public Inspection**

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

MORTIMER R PROCTOR FOUNDATION 31V120015

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

CHITTENDEN BANK, P.O. BOX 820

City or town, state or province, country, and ZIP or foreign postal code

BRIDGEPORT, CT 06604-4913

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 4,116,930.

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

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

A Employer identification number

03-6020099

B Telephone number (see instructions)

802-872-6852

C If exemption application is  
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

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

100,342.

100,342.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

224,388.

b Gross sales price for all  
assets on line 6a

2,297,167

7 Capital gain net income (from Part IV, line 2)

224,388.

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)

14.

14.

STMT 10

12 Total. Add lines 1 through 11

324,744.

324,744.

13 Compensation of officers, directors, trustees, etc.

41,904.

37,714.

4,190.

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

20,424.

1,918.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 13

607.

607.

24 Total operating and administrative expenses.

Add lines 13 through 23.

63,835.

40,239.

NONE

4,190.

25 Contributions, gifts, grants paid

161,774.

161,774.

26 Total expenses and disbursements Add lines 24 and 25

225,609.

40,239.

NONE

165,964.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

99,135.

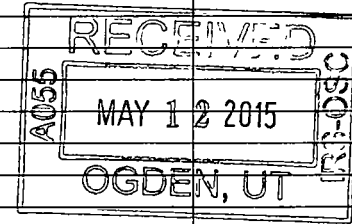
b Net investment income (if negative, enter -0-)

284,505.

c Adjusted net income (if negative, enter -0-)

ENVELOPE  
POSTMARK D:  
MAY 11 2015SCANNED MAY 15 2015  
Revenue

Operating and Administrative Expenses



| 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 . . . . .                                                                                  |            | 246,831.          | 133,444.       | 133,444.              |
|                             | 3                                                                                                                                | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶                                                                   |            |                   |                |                       |
|                             | 4                                                                                                                                | Pledges receivable ▶<br>Less allowance for doubtful accounts ▶                                                                    |            |                   |                |                       |
|                             | 5                                                                                                                                | Grants receivable . . . . .                                                                                                       |            |                   |                |                       |
|                             | 6                                                                                                                                | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |            |                   |                |                       |
|                             | 7                                                                                                                                | Other notes and loans receivable (attach schedule) ▶<br>Less allowance for doubtful accounts ▶                                    |            |                   |                |                       |
|                             | 8                                                                                                                                | Inventories for sale or use . . . . .                                                                                             |            |                   |                |                       |
|                             | 9                                                                                                                                | Prepaid expenses and deferred charges . . . . .                                                                                   |            |                   |                |                       |
|                             | 10a                                                                                                                              | Investments - U S and state government obligations (attach schedule) . . . . .                                                    | STMT 14    | 300,688.          | 300,625.       | 324,433.              |
|                             | b                                                                                                                                | Investments - corporate stock (attach schedule) . . . . .                                                                         | STMT 15    | 1,718,827.        | 1,735,918.     | 2,077,993.            |
|                             | c                                                                                                                                | Investments - corporate bonds (attach schedule) . . . . .                                                                         | STMT 16    | 370,560.          | 542,430.       | 543,697.              |
|                             | 11                                                                                                                               | Investments - land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                           |            |                   |                |                       |
|                             | 12                                                                                                                               | Investments - mortgage loans . . . . .                                                                                            |            |                   |                |                       |
|                             | 13                                                                                                                               | Investments - other (attach schedule) . . . . .                                                                                   | STMT 17    | 1,040,711.        | 1,063,906.     | 1,037,363.            |
|                             | 14                                                                                                                               | Land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                                         |            |                   |                |                       |
| 15                          | Other assets (describe ▶ )                                                                                                       |                                                                                                                                   |            |                   |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                    |                                                                                                                                   | 3,677,617. | 3,776,323.        | 4,116,930.     |                       |
| Liabilities                 | 17                                                                                                                               | Accounts payable and accrued expenses . . . . .                                                                                   |            |                   |                |                       |
|                             | 18                                                                                                                               | Grants payable . . . . .                                                                                                          |            |                   |                |                       |
|                             | 19                                                                                                                               | Deferred revenue . . . . .                                                                                                        |            |                   |                |                       |
|                             | 20                                                                                                                               | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                |            |                   |                |                       |
|                             | 21                                                                                                                               | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |            |                   |                |                       |
|                             | 22                                                                                                                               | Other liabilities (describe ▶ )                                                                                                   |            |                   |                |                       |
|                             | 23                                                                                                                               | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                      |            |                   | NONE           |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.    |                                                                                                                                   |            |                   |                |                       |
|                             | 24                                                                                                                               | Unrestricted . . . . .                                                                                                            |            |                   |                |                       |
|                             | 25                                                                                                                               | Temporarily restricted . . . . .                                                                                                  |            |                   |                |                       |
|                             | 26                                                                                                                               | Permanently restricted . . . . .                                                                                                  |            |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31 |                                                                                                                                   |            |                   |                |                       |
|                             | 27                                                                                                                               | Capital stock, trust principal, or current funds . . . . .                                                                        |            | 3,677,617.        | 3,776,323.     |                       |
|                             | 28                                                                                                                               | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |            |                   |                |                       |
|                             | 29                                                                                                                               | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |            |                   |                |                       |
|                             | 30                                                                                                                               | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             |            | 3,677,617.        | 3,776,323.     |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                               |                                                                                                                                   | 3,677,617. | 3,776,323.        |                |                       |

## 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 | 3,677,617. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 99,135.    |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |            |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 3,776,752. |
| 5 | Decreases not included in line 2 (itemize) ▶ POSTING ADJUSTMENT                                                                                                      | 5 | 429.       |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 3,776,323. |

Form **990-PF** (2014)

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

| (a) List and describe the kind(s) of property sold (e.g., real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co.)                                                                                |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                             | (c) Date<br>acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| (e) Gross sales price                                                                                                                                                                                               | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                         |                                  |
| <b>a</b> 2,297,167.                                                                                                                                                                                                 |                                            | 2,072,779.                                      | 224,388.                                                                                        |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                         |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                         |                                  |
| (i) FMV as of 12/31/69                                                                                                                                                                                              | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                         |                                  |
| <b>a</b>                                                                                                                                                                                                            |                                            |                                                 | 224,388.                                                                                        |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                          |                                            |                                                 | <b>2</b>                                                                                        | 224,388.                                |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 . . . . . } |                                            |                                                 | <b>3</b>                                                                                        |                                         |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                     | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2013                                                                                                                                                                                                                                     | 190,358.                                 | 3,866,088.                                   | 0.049238                                                    |
| 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                                                    |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                           |                                          |                                              | <b>2</b> 0.248209                                           |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                       |                                          |                                              | <b>3</b> 0.049642                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .                                                                                                                                          |                                          |                                              | <b>4</b> 4,063,083.                                         |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                                                             |                                          |                                              | <b>5</b> 201,700.                                           |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                            |                                          |                                              | <b>6</b> 2,845.                                             |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                                                                     |                                          |                                              | <b>7</b> 204,545.                                           |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the<br>Part VI instructions. |                                          |                                              | <b>8</b> 165,964.                                           |

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

|                                                                                                                                                                                                                                                  |    |         |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    |         |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                      |    | 1       | 5,690. |
| 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       | 5,690. |
| 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       | 5,690. |
| 6 Credits/Payments                                                                                                                                                                                                                               |    |         |        |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .                                                                                                                                                                    | 6a | 10,796. |        |
| 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  | 10,796. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                    | 8  |         |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                        | 9  |         |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 | 5,106.  |        |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>                                                                                                              | 11 | 5,106.  |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                 |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                     |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                           |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?         | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                           | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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                                                                                                                                | 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                        |     | X  |

Form 990-PF (2014)

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

|                                                                                                                                                            |                                                                                                                                                                                                                                                   |    |     |      |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|------|
| 11                                                                                                                                                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .                                                 | 11 |     | X    |
| 12                                                                                                                                                         | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .                                                | 12 |     | X    |
| 13                                                                                                                                                         | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>                                                                                                  | 13 | X   |      |
| 14                                                                                                                                                         | The books are in care of ▶ <u>PEOPLES UNITED BANK</u> Telephone no ▶ <u>(802) 872-6852</u><br>Located at ▶ <u>850 MAIN STREET, BRIDGEPORT, CT</u> ZIP+4 ▶ <u>06604</u>                                                                            |    |     |      |
| 15                                                                                                                                                         | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u> |    |     |      |
| 16                                                                                                                                                         | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .                                               | 16 | Yes | No X |
| See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                       |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                               |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                   |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                               |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/><br>Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                       | 1b  |    |
| 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 2014? . . . . .                                                                                                                                                                                                                                                                                                        | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶                                                                                                                                                                                                                                            |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .                                                                                                                                                                                | 2b  | 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                |     |    |
| b If "Yes," did it have excess business holdings in 2014 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 2014) . . . . . | 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 2014?                                                                                                                                                                                                                                                                        | 4b  | X  |

Form 990-PF (2014)

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

| (a) Name and address                                         | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PEOPLES UNITED BANK<br>850 MAIN STREET, BRIDGEPORT, CT 06604 | TRUSTEE                                                   | 41,904.                                   | -0-                                                                   | -0-                                   |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |

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

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

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

NONE

Form 990-PF (2014)

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

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

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

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

|        | Expenses |
|--------|----------|
| 1 NONE |          |
| 2      |          |
| 3      |          |
| 4      |          |

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

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

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

Form 990-PF (2014)

**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 | 3,979,102. |
| b | Average of monthly cash balances                                                                            | 1b | 145,855.   |
| c | Fair market value of all other assets (see instructions).                                                   | 1c | NONE       |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 4,124,957. |
| 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  | 4,124,957. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).  | 4  | 61,874.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 4,063,083. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 203,154.   |

**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  | 203,154. |
| 2a | Tax on investment income for 2014 from Part VI, line 5                                                    | 2a | 5,690.   |
| b  | Income tax for 2014 (This does not include the tax from Part VI).                                         | 2b |          |
| c  | Add lines 2a and 2b                                                                                       | 2c | 5,690.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 197,464. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | NONE     |
| 5  | Add lines 3 and 4                                                                                         | 5  | 197,464. |
| 6  | Deduction from distributable amount (see instructions).                                                   | 6  | NONE     |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 197,464. |

**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 | 165,964. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4  | 165,964. |
| 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 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | 6  | 165,964. |

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

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

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 197,464.    |
| <b>2</b> Undistributed income, if any, as of the end of 2014                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2013 only . . . . .                                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Total for prior years 20 <u>12</u> , 20____, 20____                                                                                                                                |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2014                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2009 . . . . .                                                                                                                                                                | 9,946.        |                            |             |             |
| <b>b</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2012 . . . . .                                                                                                                                                                | 22,801.       |                            |             |             |
| <b>e</b> From 2013 . . . . .                                                                                                                                                                | 7,848.        |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 40,595.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>165,964.</u>                                                                                                       |               |                            |             |             |
| <b>a</b> Applied to 2013, but not more than line 2a . . .                                                                                                                                   |               |                            | NONE        |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2014 distributable amount . . . . .                                                                                                                                     |               |                            |             | 165,964.    |
| <b>e</b> Remaining amount distributed out of corpus . .                                                                                                                                     | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2014 .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                             | 31,500.       |                            |             | 31,500.     |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                    | 9,095.        |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .                                                                |               |                            |             | NONE        |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .       | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .                                                                                  | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 9,095.        |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2010 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>b</b> Excess from 2011 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>c</b> Excess from 2012 . . .                                                                                                                                                             | 1,247.        |                            |             |             |
| <b>d</b> Excess from 2013 . . .                                                                                                                                                             | 7,848.        |                            |             |             |
| <b>e</b> Excess from 2014 . . .                                                                                                                                                             |               |                            |             |             |

**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 2014, enter the date of the ruling . . . . . ▶

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

|                                                                                                                                                             | Tax year | Prior 3 years |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                             | (a) 2014 | (b) 2013      | (c) 2012 | (d) 2011 |           |
| 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 ☒ 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

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

| Recipient<br>Name and address (home or business)                 | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| <b>a Paid during the year</b>                                    |                                                                                                                    |                                      |                                     |                 |
| PROCTOR HISTORICAL SOC.<br>PROCTOR VT 05759                      | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL SUPPORT                     |                 |
| PROCTOR VOLUNTEER FIRE DEPT<br>PROCTOR VT 05759                  | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 4,295.          |
| UNION CHURCH OF PROCTOR<br>5 CHURCH STREET PROCTOR VT 05759      | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 30,765.         |
| PROCTOR FREE LIBRARY<br>4 MAIN STREET PROCTOR VT 05759           | NO RELATIONSHIP                                                                                                    | EXEMPT                               | PURCHASE BOOKS                      | 10,640.         |
| ST. DOMINIC'S CHURCH<br>45 SOUTH STREET PROCTOR VT 05759         | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL SUPPORT                     |                 |
| PROCTOR SCHOOL DISTRICT<br>4 PARK STREET PROCTOR VT 05759        | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             | 94,534.         |
| SUNDERLAND FALLS HOSE COMPANY<br>37 MAIN STREET PROCTOR VT 05759 | NONE                                                                                                               | EXEMPT                               | GENERAL                             |                 |
| TOWN OF PROCTOR<br>45 MAIN STREET PROCTOR VT 05759               | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL SUPPORT                     | 21,540.         |
| ST PAUL'S LUTHERAN CHURCH<br>6 GIBBS STREET VT 05759             | NO RELATIONSHIP                                                                                                    | EXEMPT                               | GENERAL                             |                 |
| <b>Total</b> . . . . .                                           |                                                                                                                    |                                      | <b>3a</b>                           | <b>161,774.</b> |
| <b>b Approved for future payment</b>                             |                                                                                                                    |                                      |                                     |                 |
| <b>Total</b> . . . . .                                           |                                                                                                                    |                                      | <b>3b</b>                           |                 |





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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| AT&T INC                                 | 366.                                    | 366.                        |
| AT&T CORPORATION 2.375% 11/27/2018       | 707.                                    | 707.                        |
| ABBVIE INC                               | 523.                                    | 523.                        |
| ACCOR SA                                 | 166.                                    | 166.                        |
| AETNA U S HEALTHCARE INC                 | 90.                                     | 90.                         |
| AIRBUS GROUP ADR                         | 97.                                     | 97.                         |
| AISIN SEIKI CO LTD ADR                   | 62.                                     | 62.                         |
| ALLSTATE CORP                            | 239.                                    | 239.                        |
| ALTRIA GROUP INC                         | 305.                                    | 305.                        |
| AMERICA MOVIL S A DE C V SPONS ADR L     | 112.                                    | 112.                        |
| AMERICAN CAMPUS CMNTYS INC               | 191.                                    | 191.                        |
| AMERICAN EXPRESS CO                      | 16.                                     | 16.                         |
| AMERIPRISE FINL INC                      | 244.                                    | 244.                        |
| AMGEN INC                                | 305.                                    | 305.                        |
| ANALOG DEVICES INC                       | 94.                                     | 94.                         |
| APPLE COMPUTER, INC                      | 747.                                    | 747.                        |
| APTARGROUP INC                           | 114.                                    | 114.                        |
| ARTISAN PARTNERS ASSET MGMT INC          | 22.                                     | 22.                         |
| ASHAI KASEI CORP ADR                     | 97.                                     | 97.                         |
| ASTRAZENECA 1.950% 9/18/2019             | 451.                                    | 451.                        |
| AUTOMATIC DATA PROCESSING                | 72.                                     | 72.                         |
| AVNET INC                                | 114.                                    | 114.                        |
| AXA ADR                                  | 310.                                    | 310.                        |
| BB&T CORP                                | 147.                                    | 147.                        |
| BAE SYSTEMS PLC ADR                      | 186.                                    | 186.                        |
| BP AMOCO PLC SPONSORED ADR               | 211.                                    | 211.                        |
| BANCO BILBAO VIZCAYA ARGENTA ADR SPONSOR | 268.                                    | 268.                        |
| BANK OF AMERICA CORP 2% 01/11/18         | 698.                                    | 698.                        |
| BARCLAYS PLC ADR                         | 177.                                    | 177.                        |
| BARCLAYS BANK MTN 2.750% 8/26/2016       | 1,375.                                  | 1,375.                      |
| BAXTER INTERNATIONAL INC                 | 142.                                    | 142.                        |
| BECTON DICKINSON & CO.                   | 111.                                    | 111.                        |
| KG7926 L690 04/20/2015 12:09:23          |                                         |                             |
| 31V120015                                |                                         |                             |

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| BLACKBAUD INC                            | 79.                                     | 79.                         |
| BOEING CO                                | 336.                                    | 336.                        |
| BOMBARDIER INC CL B                      | 45.                                     | 45.                         |
| BORG WARNER AUTOMOTIVE INC               | 59.                                     | 59.                         |
| BOTTLING GROUP LLC DTD 06/10/03 4.125% 0 | 1,031.                                  | 1,031.                      |
| BRITISH SKY BROADCASTING GRP ADR SPONSOR | 200.                                    | 200.                        |
| BROOKFIELD OFFICE PROPERTIES INC         | 27.                                     | 27.                         |
| CBS CORP NEW CL B                        | 60.                                     | 60.                         |
| CDK GLOBAL INC                           | 2.                                      | 2.                          |
| CIGNA CORP.                              | 8.                                      | 8.                          |
| CLECO CORP NEW COM                       | 312.                                    | 312.                        |
| CME GROUP INC                            | 246.                                    | 246.                        |
| CMS ENERGY                               | 381.                                    | 381.                        |
| CVS CORP                                 | 177.                                    | 177.                        |
| C A INC                                  | 353.                                    | 353.                        |
| CAP GEMINI SA UNSP ADR                   | 168.                                    | 168.                        |
| CARDINAL HEALTH INC                      | 63.                                     | 63.                         |
| CENOVUS ENERGY INC                       | 31.                                     | 31.                         |
| CHEVRONTXACO CORP                        | 514.                                    | 514.                        |
| CHUBB CORPORATION                        | 97.                                     | 97.                         |
| CISCO SYSTEMS INC                        | 146.                                    | 146.                        |
| COACH INC COM                            | 314.                                    | 314.                        |
| COCA COLA CO 1.650% 3/14/2018            | 413.                                    | 413.                        |
| COCA-COLA ENTERPRISES INC NEW COM        | 340.                                    | 340.                        |
| COMCAST CORP                             | 199.                                    | 199.                        |
| COMPASS MINERALS INTL INC                | 192.                                    | 192.                        |
| CONOCOPHILLIPS COM                       | 730.                                    | 730.                        |
| CORPORATE EXECUTIVE BRD CO               | 79.                                     | 79.                         |
| CULLEN FROST BANKERS INC                 | 30.                                     | 30.                         |
| CUMMINS ENGINE INC                       | 159.                                    | 159.                        |
| DELTA AIR LINES INC                      | 133.                                    | 133.                        |
| DENSO CORP ADR                           | 60.                                     | 60.                         |
| DEUTSCHE BOERSE ADR                      | 266.                                    | 266.                        |

31V120015

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STATEMENT 2

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| DEVRY INC                                | 54.                                     | 54.                         |
| DISCOVER FINANCIAL SERVICES              | 310.                                    | 310.                        |
| DOMINION RES INC VA NEW                  | 18.                                     | 18.                         |
| DONALDSON INC                            | 86.                                     | 86.                         |
| DOVER CORP                               | 161.                                    | 161.                        |
| DREYFUS INST CASH MGT FD #288            | 52.                                     | 52.                         |
| DUPONT E I DE NEMOURS & CO               | 138.                                    | 138.                        |
| EMC CORP                                 | 177.                                    | 177.                        |
| EOG RES INC COM                          | 26.                                     | 26.                         |
| EASTMAN CHEMICAL CO                      | 82.                                     | 82.                         |
| EMERSON ELECTRIC CO                      | 13.                                     | 13.                         |
| EXELON CORP                              | 136.                                    | 136.                        |
| EXPONENT INC                             | 73.                                     | 73.                         |
| EXXON MOBIL CORP                         | 395.                                    | 395.                        |
| FEDERAL FARM CREDIT BANK 5.200% 3/21/201 | 5,200.                                  | 5,200.                      |
| 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.                      |
| FIDELITY FLOATING RATE HIGH INC #814     | 4,919.                                  | 4,919.                      |
| FIDELITY FINL TR CONVERT SECS            | 2,789.                                  | 2,789.                      |
| FIDELITY CONSERVATIVE INCOME BOND #2267  | 480.                                    | 480.                        |
| FIDELITY NATL TITLE GROUP INC CL A       | 47.                                     | 47.                         |
| FIDELITY NATIONAL FINANCIAL INC          | 48.                                     | 48.                         |
| FIFTH THIRD BANCORP                      | 209.                                    | 209.                        |
| FIRST REP BK SAN FRANCISCO               | 83.                                     | 83.                         |
| FORD MTR CO DEL COM PAR \$0.01           | 120.                                    | 120.                        |
| GEA GROUP AG ADR                         | 87.                                     | 87.                         |
| GENERAL ELECTRIC                         | 112.                                    | 112.                        |
| GENERAL MILLS INC                        | 82.                                     | 82.                         |
| GENUINE PARTS CO                         | 67.                                     | 67.                         |
| GLACIER BANCORP INC                      | 156.                                    | 156.                        |
| GLAXOSMITHKLINE CAP INC DTD 04/06/04 4.3 | 547.                                    | 547.                        |
| GOLDCORP INC NEW COM                     | 94.                                     | 94.                         |
| GOLDMAN SACHS GROUP 2.375% 01/22/18      | 831.                                    | 831.                        |
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31V120015

STATEMENT 3

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| GREENHILL & CO INC                       | 151.                                    | 151.                        |
| GROUP 1 AUTOMOTIVE INC                   | 63.                                     | 63.                         |
| HSBC HLDGS PLC ADR NEW                   | 40.                                     | 40.                         |
| HANESBRANDS INC                          | 246.                                    | 246.                        |
| HARMAN INTL INDS INC NEW                 | 107.                                    | 107.                        |
| HARRIS CORP                              | 92.                                     | 92.                         |
| HARRIS TEETER SUPERMARKETS INC           | 16.                                     | 16.                         |
| HEARTLAND EXPRESS INC                    | 22.                                     | 22.                         |
| HEINEKEN N V NPV ADR                     | 108.                                    | 108.                        |
| HELMERICH & PAYNE                        | 383.                                    | 383.                        |
| HITACHI LIMITED ADR 10 COM               | 110.                                    | 110.                        |
| HITTITE MICROWAVE CORP                   | 11.                                     | 11.                         |
| IBERIABANK CORP                          | 95.                                     | 95.                         |
| ICAP PLC ADR                             | 358.                                    | 358.                        |
| INTEL CORP                               | 104.                                    | 104.                        |
| INTERNATIONAL BUSINESS MACHINES          | 378.                                    | 378.                        |
| INTUIT INC                               | 62.                                     | 62.                         |
| IPSEN SA SPONSORED ADR                   | 161.                                    | 161.                        |
| ISHARES FLOATING RATE BOND ETF           | 207.                                    | 207.                        |
| ITAU UNIBANCO HOLDING S.A.               | 2.                                      | 2.                          |
| J P MORGAN CHASE & CO                    | 320.                                    | 320.                        |
| JOHNSON & JOHNSON INC                    | 628.                                    | 628.                        |
| JOHNSON CONTROLS                         | 63.                                     | 63.                         |
| JULIUS BAER GROUP LTD ADR                | 63.                                     | 63.                         |
| KAO CORP SPONSORED ADR                   | 131.                                    | 131.                        |
| KIMBERLY CLARK CORP                      | 395.                                    | 395.                        |
| KOMATSU LTD                              | 100.                                    | 100.                        |
| KONINKLIJKE PHILIPS ELECTRS SPONS ADR NE | 261.                                    | 261.                        |
| KRAFT FOODS GROUP INC                    | 431.                                    | 431.                        |
| KROGER CORP                              | 45.                                     | 45.                         |
| LVMH MOET HENNESSY LOU VUITT ADR         | 167.                                    | 167.                        |
| LILLY ELI & CO                           | 32.                                     | 32.                         |
| LINCOLN ELECTRIC HLDGS INC               | 68.                                     | 68.                         |

31V120015

KG7926 L690 04/20/2015 12:09:23

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

=====

| DESCRIPTION                         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------|-----------------------------------------|-----------------------------|
| -----                               | -----                                   | -----                       |
| LINCOLN NATL CORP IND               | 251.                                    | 251.                        |
| LORILLARD INC                       | 600.                                    | 600.                        |
| M & T BANK CORP                     | 350.                                    | 350.                        |
| MACYS INC                           | 72.                                     | 72.                         |
| MAGNA INTL INC COM                  | 238.                                    | 238.                        |
| MANNING & NAPIER INC                | 209.                                    | 209.                        |
| MARKETAXESS HLDGS INC               | 102.                                    | 102.                        |
| MARKS & SPENCER GROUP PLC ADR       | 46.                                     | 46.                         |
| MCGRAW HILL INC                     | 3.                                      | 3.                          |
| MCKESSON HBOC INC                   | 61.                                     | 61.                         |
| MEAD JOHNSON NUTRITION CO           | 53.                                     | 53.                         |
| METLIFE INC                         | 433.                                    | 433.                        |
| MICROSOFT CORP                      | 161.                                    | 161.                        |
| MICROSOFT CORP 2.950% 6/01/2014     | 738.                                    | 738.                        |
| MID-AMERICA APARTMENT CMNTYS        | 221.                                    | 221.                        |
| MITSUBISHI ESTATE ADR               | 32.                                     | 32.                         |
| MITSUMI & CO LTD ADR                | 167.                                    | 167.                        |
| MOBILE MINI INC                     | 99.                                     | 99.                         |
| MOLSON COORS BREWING CO CL B        | 118.                                    | 118.                        |
| NATIONAL HEALTH INVESTORS INC       | 228.                                    | 228.                        |
| NATIONAL OILWELL VARCO INC          | 162.                                    | 162.                        |
| NEWELL RUBBERMAID INC               | 153.                                    | 153.                        |
| NIPPON TELEG & TEL CORP SPONS ADR   | 260.                                    | 260.                        |
| NORDSON CORP                        | 35.                                     | 35.                         |
| NOVARTIS ADR                        | 207.                                    | 207.                        |
| OCCIDENTAL PETROLEUM CORP           | 140.                                    | 140.                        |
| OMNICARE INC                        | 51.                                     | 51.                         |
| ORACLE CORPORATION                  | 139.                                    | 139.                        |
| OPPENHEIMER DEVELOPING MKTS Y #788  | 1,573.                                  | 1,573.                      |
| OTSUKA HLDGS CO LTD ADR             | 131.                                    | 131.                        |
| PIMCO HIGH YIELD                    | 10,868.                                 | 10,868.                     |
| PIMCO EMERGING MKTS BOND INSTL #137 | 5,546.                                  | 5,546.                      |
| PNC BANK CORP                       | 220.                                    | 220.                        |

31V120015

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

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| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| PACKAGING CORP OF AMERICA                | 144.                                    | 144.                        |
| PEPSICO INC                              | 122.                                    | 122.                        |
| PFIZER INC                               | 109.                                    | 109.                        |
| PHILLIPS 66                              | 25.                                     | 25.                         |
| PIER 1 IMPORTS INC                       | 59.                                     | 59.                         |
| PIMCO COMMODITY REAL RETURN STRATEGY INS | 216.                                    | 216.                        |
| PIMCO INVESTMENT GRADE CORP BD INSTL #5  | 4,463.                                  | 4,463.                      |
| PORSCHE AUTOMOBIL HLDG SE ADR            | 187.                                    | 187.                        |
| POWER INTEGRATIONS INC                   | 35.                                     | 35.                         |
| PRICESMART INC                           | 60.                                     | 60.                         |
| PROASSURANCE CORP                        | 168.                                    | 168.                        |
| PROCTOR & GAMBLE CO                      | 32.                                     | 32.                         |
| QEP RES INC                              | 14.                                     | 14.                         |
| QUALCOMM INC                             | 599.                                    | 599.                        |
| QUESTAR CORP                             | 225.                                    | 225.                        |
| RPM INC, OHIO                            | 279.                                    | 279.                        |
| RAYTHEON CO NEW                          | 541.                                    | 541.                        |
| RBC BEARINGS INC                         | 160.                                    | 160.                        |
| REDWOOD TRUST INC REIT                   | 170.                                    | 170.                        |
| REPSOL YPF S A SPONSORED ADR             | 739.                                    | 739.                        |
| RESMED INC                               | 145.                                    | 145.                        |
| RITCHIE BROS AUCTIONEERS                 | 132.                                    | 132.                        |
| ROCHE HLDG LTD SPON ADR                  | 211.                                    | 211.                        |
| ROYAL DSM NV ADR                         | 215.                                    | 215.                        |
| ROYAL KPN NV                             | 58.                                     | 58.                         |
| RYLAND GROUP INC                         | 22.                                     | 22.                         |
| SS&C TECHNOLOGIES HLDGS INC              | 12.                                     | 12.                         |
| SANDISK CORP                             | 82.                                     | 82.                         |
| SAP AKLENGESELLSCHAFT ADR SPONS PREF     | 109.                                    | 109.                        |
| SCHLUMBERGER LTD                         | 388.                                    | 388.                        |
| SEALED AIR CORP NEW                      | 26.                                     | 26.                         |
| SECOM LTD ADR                            | 213.                                    | 213.                        |
| SEVEN & I HLDGS CO LTD ADR               | 146.                                    | 146.                        |

31V120015

KG7926 L690 04/20/2015 12:09:23

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| SKYWORKS SOLUTIONS INC                   | 122.                                    | 122.                        |
| SOLERA HOLDINGS INC                      | 88.                                     | 88.                         |
| SONY FINL HLDGS INC ADR                  | 128.                                    | 128.                        |
| SOUTHERN CA EDISON CO 4.150% 9/15/14     | 2,075.                                  | 2,075.                      |
| SPECTRA ENERGY CORP                      | 158.                                    | 158.                        |
| STANLEY BLACK & DECKER INC               | 112.                                    | 112.                        |
| STATE STREET CORP                        | 57.                                     | 57.                         |
| STEPAN CO                                | 56.                                     | 56.                         |
| STERIS CORP                              | 114.                                    | 114.                        |
| SUMITOMO MITSUI FINL GROUP I SPONSORED A | 229.                                    | 229.                        |
| SUNCOR ENERGY INC NEW                    | 187.                                    | 187.                        |
| SUNTRUST BANKS INC                       | 81.                                     | 81.                         |
| SUNTORY BEVERAGE & FOOD ADR              | 33.                                     | 33.                         |
| SUPERIOR ENERGY SVCS INC                 | 62.                                     | 62.                         |
| SWISS RE LTD                             | 497.                                    | 497.                        |
| TAIWAN SEMICONDUCTOR MFG CO ADR          | 102.                                    | 102.                        |
| TECHNIP ADR                              | 199.                                    | 199.                        |
| TELEFLEX INC                             | 2.                                      | 2.                          |
| TESCO PLC ADR SPONSORED                  | 56.                                     | 56.                         |
| TEXAS INSTRUMENTS INC 1.650% 8/03/19     | 825.                                    | 825.                        |
| THERMO ELECTRON                          | 8.                                      | 8.                          |
| TIME WARNER INC NEW                      | 3.                                      | 3.                          |
| TORAY INDS UNSPONSORED ADR               | 91.                                     | 91.                         |
| TORO CO                                  | 112.                                    | 112.                        |
| TRACTOR SUPPLY CO                        | 75.                                     | 75.                         |
| TRINITY INDUSTRIES, INC.                 | 34.                                     | 34.                         |
| TUPPERWARE CORP                          | 186.                                    | 186.                        |
| TYSON FOODS INC CL A                     | 39.                                     | 39.                         |
| US BANCORP DEL NEW                       | 109.                                    | 109.                        |
| UMPQUA HOLDINGS CORP                     | 159.                                    | 159.                        |
| UNIBAIL-RODAMCO SE                       | 195.                                    | 195.                        |
| UNILEVER CAP CORP 2.200% 3/06/2019       | 9.                                      | 9.                          |
| UNION PACIFIC CORP                       | 240.                                    | 240.                        |
| KG7926 L690 04/20/2015 12:09:23          | 31V120015                               |                             |

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

=====

| DESCRIPTION                      | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------------|-----------------------------------------|-----------------------------|
| -----                            | -----                                   | -----                       |
| UNITED PARCEL SERVICE            | 121.                                    | 121.                        |
| UNITED TECHNOLOGIES CORP         | 271.                                    | 271.                        |
| UNIVERSAL HLTH SVCS INC CL B     | 13.                                     | 13.                         |
| VALERO ENERGY CORP - NEW         | 161.                                    | 161.                        |
| VANGUARD REIT ETF                | 1,351.                                  | 1,351.                      |
| VERIZON COMMUNICATIONS           | 834.                                    | 834.                        |
| VIACOM INC NEW CL B              | 158.                                    | 158.                        |
| VISA INC CLASS A SHARES (V)      | 38.                                     | 38.                         |
| VODAFONE GROUP PLC NEW           | 3,229.                                  | 3,229.                      |
| VODAFONE GROUP PLC SPONS ADR NEW | 200.                                    | 200.                        |
| WPP PLC NEW ADR                  | 204.                                    | 204.                        |
| WABTEC CORP                      | 23.                                     | 23.                         |
| WADDELL & REED FINANCIAL CL A    | 128.                                    | 128.                        |
| WAL-MART STORES                  | 145.                                    | 145.                        |
| WASTE MANAGEMENT INC NEW         | 6.                                      | 6.                          |
| WELLS FARGO & CO NEW             | 527.                                    | 527.                        |
| WEST PHARMACEUTICAL SVSC INC     | 16.                                     | 16.                         |
| WHIRLPOOL CORP                   | 270.                                    | 270.                        |
| WILLIAM HILL PLC ADR-ORD SHS     | 156.                                    | 156.                        |
| WYNDHAM WORLDWIDE CORP           | 200.                                    | 200.                        |
| XCEL ENERGY INC                  | 401.                                    | 401.                        |
| DAIMLER-CHRYSLER AG              | 375.                                    | 375.                        |
| AMDOCS LTD                       | 96.                                     | 96.                         |
| BROOKFIELD PROPERTY PARTNERS LP  | 8.                                      | 8.                          |
| COVIDIEN PLC                     | 69.                                     | 69.                         |
| ENSCO PLC ADR                    | 53.                                     | 53.                         |
| INVESCO LTD                      | 26.                                     | 26.                         |
| SEAGATE TECHNOLOGY PLC           | 549.                                    | 549.                        |
| PERRIGO CO PLC                   | 25.                                     | 25.                         |
| TE CONNECTIVITY LTD              | 189.                                    | 189.                        |
| MISCELLANEOUS ASSETS             | 17.                                     | 17.                         |
| LYONDELLBASELL INDUSTRIES NV     | 470.                                    | 470.                        |
| ROYAL CARIBBEAN CRUISES LTD      | 151.                                    | 151.                        |

31V120015

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KG7926 L690 04/20/2015

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

=====

| DESCRIPTION | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------|-----------------------------------------|-----------------------------|
| -----       | -----                                   | -----                       |
| TOTAL       | 100,342.                                | 100,342.                    |
|             | =====                                   | =====                       |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| MISCELLANEOUS ASSETS | 14.                                              | 14.                                  |
|                      | -----                                            | -----                                |
| TOTALS               | 14.                                              | 14.                                  |
|                      | =====                                            | =====                                |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

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

## FORM 990PF, PART I - TAXES

=====

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|-----------------------------------------|-----------------------------|
| -----                          | -----                                   | -----                       |
| FOREIGN TAXES                  | 1,590.                                  | 1,590.                      |
| FEDERAL TAX PAYMENT - PRIOR YE | 7,710.                                  |                             |
| FEDERAL ESTIMATES - PRINCIPAL  | 10,796.                                 |                             |
| FOREIGN TAXES ON QUALIFIED FOR | 328.                                    | 328.                        |
|                                | -----                                   | -----                       |
| TOTALS                         | 20,424.                                 | 1,918.                      |
|                                | =====                                   | =====                       |

## FORM 990PF, PART I - OTHER EXPENSES

=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| OTHER ALLOCABLE EXPENSE-PRINCI | 244.                                             | 244.                                 |
| OTHER NON-ALLOCABLE EXPENSE -  | 255.                                             | 255.                                 |
| OTHER NON-ALLOCABLE EXPENSE -  | 108.                                             | 108.                                 |
| TOTALS                         | -----<br>607.<br>=====                           | -----<br>607.<br>=====               |

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>----- |
|--------------------------------|-------------------------------|------------------------|
| U.S OBLIGATIONS - SEE ATTACHED | 300,625.                      | 324,433.               |
| TOTALS                         | 300,625.                      | 324,433.               |
|                                | =====                         | =====                  |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| DESCRIPTION<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>----- |
|----------------------|-------------------------------|------------------------|
| STOCK - SEE ATTACHED | 1,735,918.                    | 2,077,993.             |
|                      | -----                         | -----                  |
| TOTALS               | 1,735,918.                    | 2,077,993.             |
|                      | =====                         | =====                  |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>----- |
|--------------------------------|-------------------------------|------------------------|
| CORPORATE BONDS - SEE ATTACHED | 542,430.                      | 543,697.               |
|                                | -----                         | -----                  |
| TOTALS                         | 542,430.                      | 543,697.               |
|                                | =====                         | =====                  |

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

COST/  
FMV  
C OR F  
-----

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

DESCRIPTION  
-----

MUTUAL FUNDS - SEE ATTACHED

C

1,063,906. 1,037,363.

TOTALS

1,063,906. 1,037,363.

=====

**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](http://www.irs.gov/form1041)

OMB No 1545-0092

**2014**

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)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part I,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>1a</b> 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 . |                                  |                                 |                                                                                           |                                                                                                           |
| <b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .                                                                                                                                                                                        |                                  |                                 |                                                                                           |                                                                                                           |
| <b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .                                                                                                                                                                                         |                                  |                                 |                                                                                           |                                                                                                           |
| <b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .                                                                                                                                                                                         | 1,607,865.                       | 1,542,166.                      | 226.                                                                                      | 65,925.                                                                                                   |
| <b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .                                                                                                                                                                                                |                                  |                                 | <b>4</b>                                                                                  |                                                                                                           |
| <b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                                                                                                                                                           |                                  |                                 | <b>5</b>                                                                                  |                                                                                                           |
| <b>6</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet . . . . .                                                                                                                                                   |                                  |                                 | <b>6</b> ( )                                                                              |                                                                                                           |
| <b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ▶                                                                                                                             |                                  |                                 | <b>7</b>                                                                                  | 65,925.                                                                                                   |

**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)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part II,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>8a</b> 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 . |                                  |                                 |                                                                                            |                                                                                                           |
| <b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .                                                                                                                                                                                       |                                  |                                 |                                                                                            |                                                                                                           |
| <b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .                                                                                                                                                                                        |                                  |                                 |                                                                                            |                                                                                                           |
| <b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .                                                                                                                                                                                       | 680,982.                         | 533,028.                        |                                                                                            | 147,954.                                                                                                  |
| <b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .                                                                                                                                                                                         |                                  |                                 | <b>11</b>                                                                                  |                                                                                                           |
| <b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                                                                                                                                                          |                                  |                                 | <b>12</b>                                                                                  |                                                                                                           |
| <b>13</b> Capital gain distributions . . . . .                                                                                                                                                                                                                                           |                                  |                                 | <b>13</b>                                                                                  | 10,509.                                                                                                   |
| <b>14</b> Gain from Form 4797, Part I . . . . .                                                                                                                                                                                                                                          |                                  |                                 | <b>14</b>                                                                                  |                                                                                                           |
| <b>15</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet . . . . .                                                                                                                                                 |                                  |                                 | <b>15</b> ( )                                                                              |                                                                                                           |
| <b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ▶                                                                                                                          |                                  |                                 | <b>16</b>                                                                                  | 158,463.                                                                                                  |

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

Schedule D (Form 1041) 2014

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

|           |                                                                     | (1) Beneficiaries'<br>(see instr ) | (2) Estate's<br>or trust's | (3) Total |
|-----------|---------------------------------------------------------------------|------------------------------------|----------------------------|-----------|
| <b>17</b> | <b>Net short-term gain or (loss)</b> . . . . .                      | <b>17</b>                          |                            | 65,925.   |
| <b>18</b> | <b>Net long-term gain or (loss):</b>                                |                                    |                            |           |
| a         | Total for year . . . . .                                            | <b>18a</b>                         |                            | 158,463.  |
| b         | Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . .  | <b>18b</b>                         |                            | 5.        |
| c         | 28% rate gain . . . . .                                             | <b>18c</b>                         |                            |           |
| <b>19</b> | <b>Total net gain or (loss)</b> Combine lines 17 and 18a. . . . . ▶ | <b>19</b>                          |                            | 224,388.  |

**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**

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

**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.

|           |                                                                                                                                                                             |           |  |  |  |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|--|--|
| <b>21</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .                                                                                                  | <b>21</b> |  |  |  |
| <b>22</b> | Enter the <b>smaller</b> of line 18a or 19 in column (2) but not less than zero. . . . .                                                                                    | <b>22</b> |  |  |  |
| <b>23</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .             | <b>23</b> |  |  |  |
| <b>24</b> | Add lines 22 and 23 . . . . .                                                                                                                                               | <b>24</b> |  |  |  |
| <b>25</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶                                                                     | <b>25</b> |  |  |  |
| <b>26</b> | Subtract line 25 from line 24. If zero or less, enter -0- . . . . .                                                                                                         | <b>26</b> |  |  |  |
| <b>27</b> | Subtract line 26 from line 21. If zero or less, enter -0- . . . . .                                                                                                         | <b>27</b> |  |  |  |
| <b>28</b> | Enter the <b>smaller</b> of the amount on line 21 or \$2,500 . . . . .                                                                                                      | <b>28</b> |  |  |  |
| <b>29</b> | Enter the <b>smaller</b> of the amount on line 27 or line 28 . . . . .                                                                                                      | <b>29</b> |  |  |  |
| <b>30</b> | Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶                                                                           | <b>30</b> |  |  |  |
| <b>31</b> | Enter the <b>smaller</b> of line 21 or line 26 . . . . .                                                                                                                    | <b>31</b> |  |  |  |
| <b>32</b> | Subtract line 30 from line 26 . . . . .                                                                                                                                     | <b>32</b> |  |  |  |
| <b>33</b> | Enter the <b>smaller</b> of line 21 or \$12,150 . . . . .                                                                                                                   | <b>33</b> |  |  |  |
| <b>34</b> | Add lines 27 and 30 . . . . .                                                                                                                                               | <b>34</b> |  |  |  |
| <b>35</b> | Subtract line 34 from line 33. If zero or less, enter -0- . . . . .                                                                                                         | <b>35</b> |  |  |  |
| <b>36</b> | Enter the <b>smaller</b> of line 32 or line 35 . . . . .                                                                                                                    | <b>36</b> |  |  |  |
| <b>37</b> | Multiply line 36 by 15%. . . . . ▶                                                                                                                                          | <b>37</b> |  |  |  |
| <b>38</b> | Enter the amount from line 31 . . . . .                                                                                                                                     | <b>38</b> |  |  |  |
| <b>39</b> | Add lines 30 and 36 . . . . .                                                                                                                                               | <b>39</b> |  |  |  |
| <b>40</b> | Subtract line 39 from line 38. If zero or less, enter -0- . . . . .                                                                                                         | <b>40</b> |  |  |  |
| <b>41</b> | Multiply line 40 by 20% . . . . . ▶                                                                                                                                         | <b>41</b> |  |  |  |
| <b>42</b> | Figure the tax on the amount on line 27. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . . | <b>42</b> |  |  |  |
| <b>43</b> | Add lines 37, 41, and 42 . . . . .                                                                                                                                          | <b>43</b> |  |  |  |
| <b>44</b> | Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . . | <b>44</b> |  |  |  |
| <b>45</b> | <b>Tax on all taxable income</b> Enter the <b>smaller</b> of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). . . . . ▶              | <b>45</b> |  |  |  |

Schedule D (Form 1041) 2014

**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://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.

**2014**Attachment  
Sequence No **12A**

Name(s) shown on return

MORTIMER R PROCTOR FOUNDATION 31V120015

Social security number or taxpayer identification number

03-6020099

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part I** **Short-Term.** Transactions involving capital assets you held 1 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
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

| 1                                                                                                                                                                                                                                                                      | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br>Note below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                        |                                                            |                                         |                                                    |                                                        |                                                                                                               | (f)<br>Code(s) from<br>instructions                                                                                                          | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 635.                                                                                                                                                                                                                                                                   | ALTRIA GROUP INC                                           | 12/18/2013                              | 02/05/2014                                         | 21,494.00                                              | 24,149.00                                                                                                     |                                                                                                                                              |                                | -2,655.00                                                                                                    |
| 85.                                                                                                                                                                                                                                                                    | BIOGEN IDEC INC                                            | 12/18/2013                              | 02/05/2014                                         | 25,587.00                                              | 23,451.00                                                                                                     |                                                                                                                                              |                                | 2,136.00                                                                                                     |
| 475.                                                                                                                                                                                                                                                                   | BORG WARNER AUTOMOTIV                                      | 07/03/2013                              | 02/05/2014                                         | 24,405.00                                              | 20,147.00                                                                                                     |                                                                                                                                              |                                | 4,258.00                                                                                                     |
| 105.                                                                                                                                                                                                                                                                   | CIGNA CORP                                                 | 12/18/2013                              | 02/05/2014                                         | 8,949.00                                               | 8,870.00                                                                                                      |                                                                                                                                              |                                | 79.00                                                                                                        |
| 350.                                                                                                                                                                                                                                                                   | CAPITAL ONE FINL CORP                                      | 10/09/2013                              | 02/05/2014                                         | 23,989.00                                              | 23,909.00                                                                                                     |                                                                                                                                              |                                | 80.00                                                                                                        |
| 140.                                                                                                                                                                                                                                                                   | COGNIZANT TECHNOLOGY<br>A                                  | 12/18/2013                              | 02/05/2014                                         | 12,986.00                                              | 12,796.00                                                                                                     |                                                                                                                                              |                                | 190.00                                                                                                       |
| 110                                                                                                                                                                                                                                                                    | CONOCOPHILLIPS COM                                         | 10/09/2013                              | 02/05/2014                                         | 6,979.00                                               | 7,555.00                                                                                                      |                                                                                                                                              |                                | -576.00                                                                                                      |
| 140.                                                                                                                                                                                                                                                                   | EOG RES INC COM                                            | 07/03/2013                              | 02/05/2014                                         | 23,476.00                                              | 19,373.00                                                                                                     |                                                                                                                                              |                                | 4,103.00                                                                                                     |
| 20.                                                                                                                                                                                                                                                                    | EMERSON ELECTRIC CO                                        | 07/03/2013                              | 02/05/2014                                         | 1,274.00                                               | 1,105.00                                                                                                      |                                                                                                                                              |                                | 169.00                                                                                                       |
| 35.                                                                                                                                                                                                                                                                    | FIDELITY NATL TITLE GR                                     | 07/03/2013                              | 02/05/2014                                         | 1,074.00                                               | 835.00                                                                                                        |                                                                                                                                              |                                | 239.00                                                                                                       |
| 70.                                                                                                                                                                                                                                                                    | FLEETCOR TECHNOLOGIES                                      | 12/18/2013                              | 02/05/2014                                         | 7,544.00                                               | 8,292.00                                                                                                      |                                                                                                                                              |                                | -748.00                                                                                                      |
| 15.                                                                                                                                                                                                                                                                    | GENUINE PARTS CO                                           | 07/03/2013                              | 02/05/2014                                         | 1,170.00                                               | 1,256.00                                                                                                      |                                                                                                                                              |                                | -86.00                                                                                                       |
| 130                                                                                                                                                                                                                                                                    | HELMERICH & PAYNE                                          | 12/18/2013                              | 02/05/2014                                         | 11,056.00                                              | 10,225.00                                                                                                     |                                                                                                                                              |                                | 831.00                                                                                                       |
| 35.                                                                                                                                                                                                                                                                    | HITACHI LIMITED ADR 10                                     | 12/18/2013                              | 02/05/2014                                         | 2,659.00                                               | 2,486.00                                                                                                      |                                                                                                                                              |                                | 173.00                                                                                                       |
| <b>2 Totals.</b> 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.**

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

Name(s) shown on return

Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

| 1                                                                                                                                                                                                                                                                      | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions.</b> |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                        |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                                  | (g)<br>Amount of<br>adjustment |                                                                                                              |
|                                                                                                                                                                                                                                                                        | 305. HOME DEPOT INC                                        | 04/29/2013                              | 02/05/2014                                         | 22,957.00                                              | 22,524.00                                                                                                            |                                                                                                                                                      |                                | 433.00                                                                                                       |
|                                                                                                                                                                                                                                                                        | 325. INTUIT INC                                            | 12/18/2013                              | 02/05/2014                                         | 22,980.00                                              | 24,473.00                                                                                                            |                                                                                                                                                      |                                | -1,493.00                                                                                                    |
|                                                                                                                                                                                                                                                                        | 645. KROGER CORP                                           | 07/03/2013                              | 02/05/2014                                         | 22,723.00                                              | 23,117.00                                                                                                            |                                                                                                                                                      |                                | -394.00                                                                                                      |
|                                                                                                                                                                                                                                                                        | 130. LINCOLN NATL CORP IND                                 | 12/18/2013                              | 02/05/2014                                         | 6,106.00                                               | 6,612.00                                                                                                             |                                                                                                                                                      |                                | -506.00                                                                                                      |
|                                                                                                                                                                                                                                                                        | 460. MICROCHIP TECHNOLOGY                                  | 12/18/2013                              | 02/05/2014                                         | 19,895.00                                              | 19,248.00                                                                                                            |                                                                                                                                                      |                                | 647.00                                                                                                       |
|                                                                                                                                                                                                                                                                        | 300. NIKE INC CL B                                         | 12/18/2013                              | 02/05/2014                                         | 21,177.00                                              | 23,397.00                                                                                                            |                                                                                                                                                      |                                | -2,220.00                                                                                                    |
|                                                                                                                                                                                                                                                                        | 315. PNC BANK CORP                                         | 12/18/2013                              | 02/05/2014                                         | 24,762.00                                              | 23,701.00                                                                                                            |                                                                                                                                                      |                                | 1,061.00                                                                                                     |
|                                                                                                                                                                                                                                                                        | 295. PRUDENTIAL FINL INC C                                 | 08/05/2013                              | 02/05/2014                                         | 24,308.00                                              | 24,231.00                                                                                                            |                                                                                                                                                      |                                | 77.00                                                                                                        |
|                                                                                                                                                                                                                                                                        | 535. PUBLIC SERVICE ENT GR                                 | 07/03/2013                              | 02/05/2014                                         | 17,601.00                                              | 17,024.00                                                                                                            |                                                                                                                                                      |                                | 577.00                                                                                                       |
|                                                                                                                                                                                                                                                                        | 100. RAYTHEON CO NEW                                       | 07/03/2013                              | 02/05/2014                                         | 9,268.00                                               | 6,522.00                                                                                                             |                                                                                                                                                      |                                | 2,746.00                                                                                                     |
|                                                                                                                                                                                                                                                                        | 405. RYDER SYSTEM INC                                      | 04/29/2013                              | 02/05/2014                                         | 27,755.00                                              | 23,292.00                                                                                                            |                                                                                                                                                      |                                | 4,463.00                                                                                                     |
|                                                                                                                                                                                                                                                                        | 365. SANDISK CORP                                          | 08/05/2013                              | 02/05/2014                                         | 25,013.00                                              | 21,272.00                                                                                                            |                                                                                                                                                      |                                | 3,741.00                                                                                                     |
|                                                                                                                                                                                                                                                                        | 30. SEALED AIR CORP NEW                                    | 07/03/2013                              | 02/05/2014                                         | 924.00                                                 | 745.00                                                                                                               |                                                                                                                                                      |                                | 179.00                                                                                                       |
|                                                                                                                                                                                                                                                                        | 260. SNAP ON INC                                           | 07/03/2013                              | 02/05/2014                                         | 25,364.00                                              | 23,641.00                                                                                                            |                                                                                                                                                      |                                | 1,723.00                                                                                                     |
| <b>2 Totals.</b> 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.

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**2014**Attachment  
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

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

| 1                                                                                                                                                                                                                                                                       | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions.</b> |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                         |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                                  | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 325.                                                                                                                                                                                                                                                                    | STARWOOD HOTELS & RES<br>WORLDWIDE INC                     | 07/03/2013                              | 02/05/2014                                         | 23,760.00                                              | 20,534.00                                                                                                            |                                                                                                                                                      |                                | 3,226.00                                                                                                     |
| 90.                                                                                                                                                                                                                                                                     | TESCO PLC ADR SPONSORE                                     | 12/18/2013                              | 02/05/2014                                         | 1,380.00                                               | 1,431.00                                                                                                             |                                                                                                                                                      |                                | -51.00                                                                                                       |
| 10.                                                                                                                                                                                                                                                                     | TYLER TECHNOLOGIES INC                                     | 04/29/2013                              | 02/05/2014                                         | 1,020.00                                               | 638.00                                                                                                               |                                                                                                                                                      |                                | 382.00                                                                                                       |
| 47.                                                                                                                                                                                                                                                                     | 07679 VERIZON COMMUNICA                                    | 07/03/2013                              | 02/05/2014                                         | 2,189.00                                               | 2,415.00                                                                                                             | W                                                                                                                                                    | 226.00                         |                                                                                                              |
| 42                                                                                                                                                                                                                                                                      | 92321 VERIZON COMMUNICA                                    | 07/03/2013                              | 02/05/2014                                         | 1,996.00                                               | 2,202.00                                                                                                             |                                                                                                                                                      |                                | -206.00                                                                                                      |
| 15.                                                                                                                                                                                                                                                                     | VISA INC CLASS A SHARE                                     | 07/03/2013                              | 02/05/2014                                         | 3,239.00                                               | 2,807.00                                                                                                             |                                                                                                                                                      |                                | 432.00                                                                                                       |
| 275                                                                                                                                                                                                                                                                     | WELLPOINT INC                                              | 07/03/2013                              | 02/05/2014                                         | 23,582.00                                              | 22,347.00                                                                                                            |                                                                                                                                                      |                                | 1,235.00                                                                                                     |
| 220.                                                                                                                                                                                                                                                                    | WESTLAKE CHEM CORP                                         | 08/05/2013                              | 02/05/2014                                         | 26,019.00                                              | 22,741.00                                                                                                            |                                                                                                                                                      |                                | 3,278.00                                                                                                     |
| 250.                                                                                                                                                                                                                                                                    | MICHAEL KORS HLDGS LT                                      | 12/18/2013                              | 02/05/2014                                         | 22,773.00                                              | 20,998.00                                                                                                            |                                                                                                                                                      |                                | 1,775.00                                                                                                     |
| 120.                                                                                                                                                                                                                                                                    | LYONDELLBASELL INDUST                                      | 07/03/2013                              | 02/05/2014                                         | 9,305.00                                               | 7,979.00                                                                                                             |                                                                                                                                                      |                                | 1,326.00                                                                                                     |
| .077                                                                                                                                                                                                                                                                    | VERIZON COMMUNICATION                                      | 07/03/2013                              | 03/10/2014                                         | 4.00                                                   | 4.00                                                                                                                 |                                                                                                                                                      |                                |                                                                                                              |
| 105.                                                                                                                                                                                                                                                                    | AISIN SEIKI CO LTD AD                                      | 12/18/2013                              | 04/16/2014                                         | 3,562.00                                               | 4,221.00                                                                                                             |                                                                                                                                                      |                                | -659.00                                                                                                      |
| 155                                                                                                                                                                                                                                                                     | ASHAI KASEI CORP ADR                                       | 02/05/2014                              | 04/16/2014                                         | 2,066.00                                               | 2,345.00                                                                                                             |                                                                                                                                                      |                                | -279.00                                                                                                      |
| 195.                                                                                                                                                                                                                                                                    | CIGNA CORP.                                                | 12/18/2013                              | 04/16/2014                                         | 14,928.00                                              | 16,474.00                                                                                                            |                                                                                                                                                      |                                | -1,546.00                                                                                                    |
| <b>2 Totals.</b> 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.

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Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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

| 1                                                                                                                                                                                                                                                                      | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions</b> |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                        |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                                 | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 80.                                                                                                                                                                                                                                                                    | CONOCOPHILLIPS COM                                         | 10/09/2013                              | 04/16/2014                                         | 5,886.00                                               | 5,367.00                                                                                                             |                                                                                                                                                     |                                | 519.00                                                                                                       |
| 60                                                                                                                                                                                                                                                                     | CULLEN FROST BANKERS I                                     | 07/03/2013                              | 04/16/2014                                         | 4,608.00                                               | 4,195.00                                                                                                             |                                                                                                                                                     |                                | 413.00                                                                                                       |
| 35.                                                                                                                                                                                                                                                                    | DBS GROUP HLDGS LTD AD                                     | 12/18/2013                              | 04/16/2014                                         | 1,888.00                                               | 1,857.00                                                                                                             |                                                                                                                                                     |                                | 31.00                                                                                                        |
| 135.                                                                                                                                                                                                                                                                   | DELTA AIR LINES INC                                        | 02/05/2014                              | 04/16/2014                                         | 4,520.00                                               | 3,977.00                                                                                                             |                                                                                                                                                     |                                | 543.00                                                                                                       |
| 175.                                                                                                                                                                                                                                                                   | EASTMAN CHEMICAL CO                                        | 02/05/2014                              | 04/16/2014                                         | 15,429.00                                              | 13,597.00                                                                                                            |                                                                                                                                                     |                                | 1,832.00                                                                                                     |
| 30.                                                                                                                                                                                                                                                                    | EMERSON ELECTRIC CO                                        | 07/03/2013                              | 04/16/2014                                         | 2,026.00                                               | 1,657.00                                                                                                             |                                                                                                                                                     |                                | 369.00                                                                                                       |
| 575.                                                                                                                                                                                                                                                                   | EUTELSAT COMMUNICATIO                                      | 08/05/2013                              | 04/16/2014                                         | 4,841.00                                               | 4,142.00                                                                                                             |                                                                                                                                                     |                                | 699.00                                                                                                       |
| 125                                                                                                                                                                                                                                                                    | FLEETCOR TECHNOLOGIES                                      | 12/18/2013                              | 04/16/2014                                         | 13,993.00                                              | 14,807.00                                                                                                            |                                                                                                                                                     |                                | -814.00                                                                                                      |
| 2                                                                                                                                                                                                                                                                      | GOOGLE INC CL C                                            | 12/18/2013                              | 04/16/2014                                         | 1,099.00                                               | 1,078.00                                                                                                             |                                                                                                                                                     |                                | 21.00                                                                                                        |
| 55.                                                                                                                                                                                                                                                                    | HELMERICH & PAYNE                                          | 12/18/2013                              | 04/16/2014                                         | 6,032.00                                               | 3,331.00                                                                                                             |                                                                                                                                                     |                                | 2,701.00                                                                                                     |
| 125.                                                                                                                                                                                                                                                                   | INFOBLOX INC                                               | 02/05/2014                              | 04/16/2014                                         | 2,461.00                                               | 4,147.00                                                                                                             |                                                                                                                                                     |                                | -1,686.00                                                                                                    |
| 570.                                                                                                                                                                                                                                                                   | INTEL CORP                                                 | 02/05/2014                              | 04/16/2014                                         | 15,230.00                                              | 13,528.00                                                                                                            |                                                                                                                                                     |                                | 1,702.00                                                                                                     |
| 3904                                                                                                                                                                                                                                                                   | ISHARES FLOATING RAT                                       | 10/09/2013                              | 04/16/2014                                         | 197,734.00                                             | 197,671.00                                                                                                           |                                                                                                                                                     |                                | 63.00                                                                                                        |
| 285.                                                                                                                                                                                                                                                                   | JOHNSON CONTROLS                                           | 02/05/2014                              | 04/16/2014                                         | 13,278.00                                              | 12,728.00                                                                                                            |                                                                                                                                                     |                                | 550.00                                                                                                       |
| <b>2 Totals.</b> 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** (2014)

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

| 1                                                                                                                                                                                                                                                                     | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see <b>Column (e)</b><br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions</b> |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                       |                                                            |                                         |                                                    |                                                        |                                                                                                                             | (f)<br>Code(s) from<br>instructions                                                                                                                 | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 70.                                                                                                                                                                                                                                                                   | KNOWLES CORP                                               | 02/05/2014                              | 04/16/2014                                         | 2,093.00                                               | 1,973.00                                                                                                                    |                                                                                                                                                     |                                | 120.00                                                                                                       |
| 240.                                                                                                                                                                                                                                                                  | KOMATSU LTD                                                | 12/18/2013                              | 04/16/2014                                         | 5,114.00                                               | 5,183.00                                                                                                                    |                                                                                                                                                     |                                | -69.00                                                                                                       |
| 410.                                                                                                                                                                                                                                                                  | KRAFT FOODS GROUP INC                                      | 10/09/2013                              | 04/16/2014                                         | 23,144.00                                              | 21,312.00                                                                                                                   |                                                                                                                                                     |                                | 1,832.00                                                                                                     |
| 10                                                                                                                                                                                                                                                                    | MCGRAW HILL INC                                            | 07/03/2013                              | 04/16/2014                                         | 751.00                                                 | 544.00                                                                                                                      |                                                                                                                                                     |                                | 207.00                                                                                                       |
| 25.                                                                                                                                                                                                                                                                   | MITSUI & CO LTD ADR                                        | 12/18/2013                              | 04/16/2014                                         | 7,174.00                                               | 6,860.00                                                                                                                    |                                                                                                                                                     |                                | 314.00                                                                                                       |
| 95.                                                                                                                                                                                                                                                                   | MYLAN LABORATORS INC                                       | 02/05/2014                              | 04/16/2014                                         | 4,462.00                                               | 4,135.00                                                                                                                    |                                                                                                                                                     |                                | 327.00                                                                                                       |
| 255.                                                                                                                                                                                                                                                                  | OMNICARE INC                                               | 02/05/2014                              | 04/16/2014                                         | 14,718.00                                              | 15,510.00                                                                                                                   |                                                                                                                                                     |                                | -792.00                                                                                                      |
| 90.                                                                                                                                                                                                                                                                   | RAYTHEON CO NEW                                            | 07/03/2013                              | 04/16/2014                                         | 8,890.00                                               | 5,870.00                                                                                                                    |                                                                                                                                                     |                                | 3,020.00                                                                                                     |
| 165.                                                                                                                                                                                                                                                                  | SM ENERGY COMPANY                                          | 02/05/2014                              | 04/16/2014                                         | 12,363.00                                              | 13,566.00                                                                                                                   |                                                                                                                                                     |                                | -1,203.00                                                                                                    |
| 435                                                                                                                                                                                                                                                                   | SONY FINL HLDGS INC A                                      | 02/05/2014                              | 04/16/2014                                         | 7,108.00                                               | 7,300.00                                                                                                                    |                                                                                                                                                     |                                | -192.00                                                                                                      |
| 220.                                                                                                                                                                                                                                                                  | STATE STREET CORP                                          | 02/05/2014                              | 04/16/2014                                         | 14,247.00                                              | 14,235.00                                                                                                                   |                                                                                                                                                     |                                | 12.00                                                                                                        |
| 385                                                                                                                                                                                                                                                                   | TAIWAN SEMICONDUCTOR                                       | 12/18/2013                              | 04/16/2014                                         | 7,704.00                                               | 6,510.00                                                                                                                    |                                                                                                                                                     |                                | 1,194.00                                                                                                     |
| 5                                                                                                                                                                                                                                                                     | TELEFLEX INC                                               | 02/05/2014                              | 04/16/2014                                         | 511.00                                                 | 459.00                                                                                                                      |                                                                                                                                                     |                                | 52.00                                                                                                        |
| 10.                                                                                                                                                                                                                                                                   | TIME WARNER INC NEW                                        | 07/03/2013                              | 04/16/2014                                         | 641.00                                                 | 598.00                                                                                                                      |                                                                                                                                                     |                                | 43.00                                                                                                        |
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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

| 1                                                                                                                                                                                                                                                                                           | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see <b>Column (e)</b><br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions.</b> |                                | (h)<br>Gain or (loss).<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g). |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                             |                                                            |                                         |                                                    |                                                        |                                                                                                                             | (f)<br>Code(s) from<br>instructions                                                                                                                  | (g)<br>Amount of<br>adjustment |                                                                                                                |
| 205                                                                                                                                                                                                                                                                                         | VERIZON COMMUNICATION                                      | 07/03/2013                              | 04/16/2014                                         | 9,612.00                                               | 10,516.00                                                                                                                   |                                                                                                                                                      |                                | -904.00                                                                                                        |
| 200                                                                                                                                                                                                                                                                                         | WAL-MART STORES                                            | 02/05/2014                              | 04/16/2014                                         | 15,458.00                                              | 14,582.00                                                                                                                   |                                                                                                                                                      |                                | 876.00                                                                                                         |
| 15.                                                                                                                                                                                                                                                                                         | WASTE MANAGEMENT INC N                                     | 07/03/2013                              | 04/16/2014                                         | 632.00                                                 | 604.00                                                                                                                      |                                                                                                                                                      |                                | 28.00                                                                                                          |
| 70                                                                                                                                                                                                                                                                                          | ENSCO PLC ADR                                              | 07/03/2013                              | 04/16/2014                                         | 3,480.00                                               | 3,978.00                                                                                                                    |                                                                                                                                                      |                                | -498.00                                                                                                        |
| 60.                                                                                                                                                                                                                                                                                         | MICHAEL KORS HLDGS LTD                                     | 12/18/2013                              | 04/16/2014                                         | 5,381.00                                               | 5,039.00                                                                                                                    |                                                                                                                                                      |                                | 342.00                                                                                                         |
| 70                                                                                                                                                                                                                                                                                          | LYONDELLBASELL INDUSTR                                     | 07/03/2013                              | 04/16/2014                                         | 6,400.00                                               | 4,655.00                                                                                                                    |                                                                                                                                                      |                                | 1,745.00                                                                                                       |
| 380.                                                                                                                                                                                                                                                                                        | AVNET INC                                                  | 02/05/2014                              | 08/27/2014                                         | 16,997.00                                              | 14,972.00                                                                                                                   |                                                                                                                                                      |                                | 2,025.00                                                                                                       |
| 470.                                                                                                                                                                                                                                                                                        | C A INC                                                    | 02/05/2014                              | 08/27/2014                                         | 13,226.00                                              | 14,570.00                                                                                                                   |                                                                                                                                                      |                                | -1,344.00                                                                                                      |
| 65.                                                                                                                                                                                                                                                                                         | CAP GEMINI SA UNSP ADR                                     | 12/18/2013                              | 08/27/2014                                         | 2,352.00                                               | 2,097.00                                                                                                                    |                                                                                                                                                      |                                | 255.00                                                                                                         |
| 140                                                                                                                                                                                                                                                                                         | DOVER CORP                                                 | 02/05/2014                              | 08/27/2014                                         | 12,346.00                                              | 9,600.00                                                                                                                    |                                                                                                                                                      |                                | 2,746.00                                                                                                       |
| 835.                                                                                                                                                                                                                                                                                        | FIFTH THIRD BANCORP                                        | 02/05/2014                              | 08/27/2014                                         | 16,950.00                                              | 17,226.00                                                                                                                   |                                                                                                                                                      |                                | -276.00                                                                                                        |
| 20.                                                                                                                                                                                                                                                                                         | GULFPORT ENERGY CORP                                       | 10/09/2013                              | 08/27/2014                                         | 1,159.00                                               | 1,297.00                                                                                                                    |                                                                                                                                                      |                                | -138.00                                                                                                        |
| 60.                                                                                                                                                                                                                                                                                         | HANESBRANDS INC                                            | 02/05/2014                              | 08/27/2014                                         | 6,178.00                                               | 4,116.00                                                                                                                    |                                                                                                                                                      |                                | 2,062.00                                                                                                       |
| 145.                                                                                                                                                                                                                                                                                        | ICAP PLC ADR                                               | 12/18/2013                              | 08/27/2014                                         | 1,792.00                                               | 2,094.00                                                                                                                    |                                                                                                                                                      |                                | -302.00                                                                                                        |
| <b>2 Totals.</b> 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 <b>Box A</b> above is checked), line 2 (if <b>Box B</b> above is checked), or line 3 (if <b>Box C</b> 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** (2014)

**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://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

**2014**Attachment  
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part I** **Short-Term.** Transactions involving capital assets you held 1 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).

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

| 1                                                                                                                                                                                                                                                                      | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                        |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                          | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 185.                                                                                                                                                                                                                                                                   | J P MORGAN CHASE & CO                                      | 02/05/2014                              | 08/27/2014                                         | 11,024.00                                              | 10,219.00                                                                                                            |                                                                                                                                              |                                | 805.00                                                                                                       |
| 20.                                                                                                                                                                                                                                                                    | JOHNSON & JOHNSON INC                                      | 02/05/2014                              | 08/27/2014                                         | 2,060.00                                               | 1,743.00                                                                                                             |                                                                                                                                              |                                | 317.00                                                                                                       |
| 90                                                                                                                                                                                                                                                                     | KAO CORP SPONSORED ADR                                     | 02/05/2014                              | 08/27/2014                                         | 3,866.00                                               | 2,827.00                                                                                                             |                                                                                                                                              |                                | 1,039.00                                                                                                     |
| 70.                                                                                                                                                                                                                                                                    | LORILLARD INC                                              | 02/05/2014                              | 08/27/2014                                         | 4,121.00                                               | 3,359.00                                                                                                             |                                                                                                                                              |                                | 762.00                                                                                                       |
| 65.                                                                                                                                                                                                                                                                    | MICROS SYS INC                                             | 04/16/2014                              | 08/27/2014                                         | 4,408.00                                               | 3,429.00                                                                                                             |                                                                                                                                              |                                | 979.00                                                                                                       |
| 75                                                                                                                                                                                                                                                                     | NIPPON TELEG & TEL COR                                     | 12/18/2013                              | 08/27/2014                                         | 2,488.00                                               | 2,010.00                                                                                                             |                                                                                                                                              |                                | 478.00                                                                                                       |
| 40.                                                                                                                                                                                                                                                                    | SAP AKLENGESELLSCHAFT<br>PREF                              | 12/18/2013                              | 08/27/2014                                         | 3,160.00                                               | 3,298.00                                                                                                             |                                                                                                                                              |                                | -138.00                                                                                                      |
| 65.                                                                                                                                                                                                                                                                    | SKYWORKS SOLUTIONS INC                                     | 04/16/2014                              | 08/27/2014                                         | 3,553.00                                               | 2,328.00                                                                                                             |                                                                                                                                              |                                | 1,225.00                                                                                                     |
| 185                                                                                                                                                                                                                                                                    | TECHNIP ADR                                                | 12/18/2013                              | 08/27/2014                                         | 4,320.00                                               | 4,053.00                                                                                                             |                                                                                                                                              |                                | 267.00                                                                                                       |
| 45.                                                                                                                                                                                                                                                                    | UNION PACIFIC CORP                                         | 02/05/2014                              | 08/27/2014                                         | 4,728.00                                               | 3,885.00                                                                                                             |                                                                                                                                              |                                | 843.00                                                                                                       |
| 80.                                                                                                                                                                                                                                                                    | WELLS FARGO & CO NEW                                       | 10/09/2013                              | 08/27/2014                                         | 4,099.00                                               | 3,240.00                                                                                                             |                                                                                                                                              |                                | 859.00                                                                                                       |
| 190.                                                                                                                                                                                                                                                                   | WYNDHAM WORLDWIDE COR                                      | 02/05/2014                              | 08/27/2014                                         | 15,268.00                                              | 13,245.00                                                                                                            |                                                                                                                                              |                                | 2,023.00                                                                                                     |
| 232.549                                                                                                                                                                                                                                                                | FIDELITY FINL TR C                                         | 04/16/2014                              | 09/15/2014                                         | 7,649.00                                               | 7,001.00                                                                                                             |                                                                                                                                              |                                | 648.00                                                                                                       |
| 60                                                                                                                                                                                                                                                                     | ALLIANCE DATA SYS CORP                                     | 02/05/2014                              | 09/30/2014                                         | 14,907.00                                              | 14,092.00                                                                                                            |                                                                                                                                              |                                | 815.00                                                                                                       |
| <b>2 Totals.</b> 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.

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Form **8949** (2014)

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](http://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

**2014**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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- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

| 1                                                                                                                                                                                                                                                                                           | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see <b>Column (e)</b><br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions</b> |                                | (h)<br>Gain or (loss).<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g). |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                             |                                                            |                                         |                                                    |                                                        |                                                                                                                             | (f)<br>Code(s) from<br>instructions                                                                                                                 | (g)<br>Amount of<br>adjustment |                                                                                                                |
| 40.                                                                                                                                                                                                                                                                                         | AMGEN INC                                                  | 02/05/2014                              | 09/30/2014                                         | 5,611.00                                               | 4,606.00                                                                                                                    |                                                                                                                                                     |                                | 1,005.00                                                                                                       |
| 230.                                                                                                                                                                                                                                                                                        | BAE SYSTEMS PLC ADR                                        | 02/05/2014                              | 09/30/2014                                         | 7,013.00                                               | 6,406.00                                                                                                                    |                                                                                                                                                     |                                | 607.00                                                                                                         |
| 728.31                                                                                                                                                                                                                                                                                      | FIDELITY CONSERVATI<br>BOND #2267                          | 04/16/2014                              | 09/30/2014                                         | 7,312.00                                               | 7,312.00                                                                                                                    |                                                                                                                                                     |                                |                                                                                                                |
| 255                                                                                                                                                                                                                                                                                         | GENERAL MILLS INC                                          | 08/27/2014                              | 09/30/2014                                         | 12,844.00                                              | 13,409.00                                                                                                                   |                                                                                                                                                     |                                | -565.00                                                                                                        |
| 595                                                                                                                                                                                                                                                                                         | IPSEN SA SPONSORED AD                                      | 02/05/2014                              | 09/30/2014                                         | 7,241.00                                               | 6,693.00                                                                                                                    |                                                                                                                                                     |                                | 548.00                                                                                                         |
| 40.                                                                                                                                                                                                                                                                                         | LINCOLN NATL CORP IND                                      | 12/18/2013                              | 09/30/2014                                         | 2,145.00                                               | 2,034.00                                                                                                                    |                                                                                                                                                     |                                | 111.00                                                                                                         |
| 255.                                                                                                                                                                                                                                                                                        | LORILLARD INC                                              | 02/05/2014                              | 09/30/2014                                         | 15,295.00                                              | 12,235.00                                                                                                                   |                                                                                                                                                     |                                | 3,060.00                                                                                                       |
| 315.                                                                                                                                                                                                                                                                                        | MYLAN LABORATORS INC                                       | 08/27/2014                              | 09/30/2014                                         | 14,332.00                                              | 13,915.00                                                                                                                   |                                                                                                                                                     |                                | 417.00                                                                                                         |
| 75.                                                                                                                                                                                                                                                                                         | SKYWORKS SOLUTIONS INC                                     | 04/16/2014                              | 09/30/2014                                         | 4,353.00                                               | 2,686.00                                                                                                                    |                                                                                                                                                     |                                | 1,667.00                                                                                                       |
| 80                                                                                                                                                                                                                                                                                          | UNITED TECHNOLOGIES CO                                     | 02/05/2014                              | 09/30/2014                                         | 8,429.00                                               | 8,624.00                                                                                                                    |                                                                                                                                                     |                                | -195.00                                                                                                        |
| 290.                                                                                                                                                                                                                                                                                        | VALERO ENERGY CORP -                                       | 04/16/2014                              | 09/30/2014                                         | 13,435.00                                              | 15,897.00                                                                                                                   |                                                                                                                                                     |                                | -2,462.00                                                                                                      |
| 165                                                                                                                                                                                                                                                                                         | VIACOM INC NEW CL B                                        | 02/05/2014                              | 09/30/2014                                         | 12,690.00                                              | 13,187.00                                                                                                                   |                                                                                                                                                     |                                | -497.00                                                                                                        |
| 215.                                                                                                                                                                                                                                                                                        | COVIDIEN PLC                                               | 04/16/2014                              | 09/30/2014                                         | 18,619.00                                              | 14,983.00                                                                                                                   |                                                                                                                                                     |                                | 3,636.00                                                                                                       |
| 175.                                                                                                                                                                                                                                                                                        | TRANSOCEAN LTD                                             | 08/27/2014                              | 09/30/2014                                         | 5,575.00                                               | 6,727.00                                                                                                                    |                                                                                                                                                     |                                | -1,152.00                                                                                                      |
| <b>2 Totals.</b> 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 <b>Box A</b> above is checked), line 2 (if <b>Box B</b> above is checked), or line 3 (if <b>Box C</b> 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** (2014)JSA  
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31V120015

43

## Sales and Other Dispositions of Capital Assets

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OMB No. 1545-0074

2014

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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- |                                     |                                                                                                                      |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/>            | (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see <b>Note</b> above) |
| <input type="checkbox"/>            | (B) Short-term transactions reported on Form(s) 1099-B showing basis was <b>not</b> reported to the IRS              |
| <input checked="" type="checkbox"/> | (C) Short-term transactions not reported to you on Form 1099-B                                                       |

| 1                                                                                                                                                                                                                                                                                                              | (a)<br>Description of property<br>(Example 100 sh XYZ Co ) | (b)<br>Date acquired<br>(Mo , day, yr ) | (c)<br>Date sold or<br>disposed<br>(Mo , day, yr ) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis See the<br>Note below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f)<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                                                |                                                            |                                         |                                                    |                                                        |                                                                                                              | (f)<br>Code(s) from<br>instructions                                                                                                         | (g)<br>Amount of<br>adjustment |                                                                                                              |
|                                                                                                                                                                                                                                                                                                                | 11.667 CDK GLOBAL INC                                      | 04/16/2014                              | 12/03/2014                                         | 473.00                                                 | 323.00                                                                                                       |                                                                                                                                             |                                | 150.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 50. CEPHEID                                                | 12/18/2013                              | 12/03/2014                                         | 2,668.00                                               | 2,290.00                                                                                                     |                                                                                                                                             |                                | 378.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 340. COCA-COLA ENTERPRISES                                 | 02/05/2014                              | 12/03/2014                                         | 14,882.00                                              | 14,766.00                                                                                                    |                                                                                                                                             |                                | 116.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 60. COGNIZANT TECHNOLOGY S<br>A                            | 12/18/2013                              | 12/03/2014                                         | 3,265.00                                               | 2,873.00                                                                                                     |                                                                                                                                             |                                | 392.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 60 DORMAN PRODUCTS INC                                     | 08/27/2014                              | 12/03/2014                                         | 3,070.00                                               | 2,636.00                                                                                                     |                                                                                                                                             |                                | 434.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 24240.351 FIDELITY CONSERV<br>BOND #2267                   | 08/27/2014                              | 12/03/2014                                         | 243,131.00                                             | 243,373.00                                                                                                   |                                                                                                                                             |                                | -242.00                                                                                                      |
|                                                                                                                                                                                                                                                                                                                | 18 HALYARD HEALTH INC                                      | 02/05/2014                              | 12/03/2014                                         | 675.00                                                 | 633.00                                                                                                       |                                                                                                                                             |                                | 42.00                                                                                                        |
|                                                                                                                                                                                                                                                                                                                | 80. LVMH MOET HENNESSY LOU                                 | 12/18/2013                              | 12/03/2014                                         | 2,801.00                                               | 2,872.00                                                                                                     |                                                                                                                                             |                                | -71.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 120. QUALCOMM INC                                          | 02/05/2014                              | 12/03/2014                                         | 8,941.00                                               | 8,701.00                                                                                                     |                                                                                                                                             |                                | 240.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 40. RESMED INC                                             | 12/18/2013                              | 12/03/2014                                         | 2,158.00                                               | 1,832.00                                                                                                     |                                                                                                                                             |                                | 326.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 130 SONY CORP ADR                                          | 04/16/2014                              | 12/03/2014                                         | 2,852.00                                               | 2,437.00                                                                                                     |                                                                                                                                             |                                | 415.00                                                                                                       |
|                                                                                                                                                                                                                                                                                                                | 125 UNIVERSAL HLTH SVCS I                                  | 09/30/2014                              | 12/03/2014                                         | 13,198.00                                              | 13,120.00                                                                                                    |                                                                                                                                             |                                | 78.00                                                                                                        |
|                                                                                                                                                                                                                                                                                                                |                                                            |                                         |                                                    |                                                        |                                                                                                              |                                                                                                                                             |                                |                                                                                                              |
|                                                                                                                                                                                                                                                                                                                |                                                            |                                         |                                                    |                                                        |                                                                                                              |                                                                                                                                             |                                |                                                                                                              |
| <b>2 Totals</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, <b>line 1b</b> (if <b>Box A</b> above is checked), <b>line 2</b> (if <b>Box B</b> above is checked), or <b>line 3</b> (if <b>Box C</b> above is checked) ▶ |                                                            |                                         |                                                    | 1,607,865                                              | 1,542,166                                                                                                    |                                                                                                                                             | 226                            | 65,925                                                                                                       |

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Form **8949** (2014)

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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☒ (F) Long-term transactions not reported to you on Form 1099-B

| 1                                                                                                                                                                                                                                                                       | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br>Note below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                         |                                                            |                                         |                                                    |                                                        |                                                                                                               | (f)<br>Code(s) from<br>instructions                                                                                                          | (g)<br>Amount of<br>adjustment |                                                                                                              |
| 70.                                                                                                                                                                                                                                                                     | AMERICAN EXPRESS CO                                        | 05/16/2012                              | 02/05/2014                                         | 5,862.00                                               | 4,042.00                                                                                                      |                                                                                                                                              |                                | 1,820.00                                                                                                     |
| 455.                                                                                                                                                                                                                                                                    | CBS CORP NEW CL B                                          | 05/16/2012                              | 02/05/2014                                         | 26,203.00                                              | 14,555.00                                                                                                     |                                                                                                                                              |                                | 11,648.00                                                                                                    |
| 125.                                                                                                                                                                                                                                                                    | COGNIZANT TECHNOLOGY<br>A                                  | 05/16/2012                              | 02/05/2014                                         | 11,594.00                                              | 7,601.00                                                                                                      |                                                                                                                                              |                                | 3,993.00                                                                                                     |
| 140.                                                                                                                                                                                                                                                                    | DISCOVER FINANCIAL SE                                      | 05/16/2012                              | 02/05/2014                                         | 7,364.00                                               | 4,673.00                                                                                                      |                                                                                                                                              |                                | 2,691.00                                                                                                     |
| 10.                                                                                                                                                                                                                                                                     | DRIL-QUIP INC                                              | 11/10/2008                              | 02/05/2014                                         | 987.00                                                 | 211.00                                                                                                        |                                                                                                                                              |                                | 776.00                                                                                                       |
| 135.                                                                                                                                                                                                                                                                    | MICROCHIP TECHNOLOGY                                       | 05/16/2012                              | 02/05/2014                                         | 5,839.00                                               | 4,247.00                                                                                                      |                                                                                                                                              |                                | 1,592.00                                                                                                     |
| 10                                                                                                                                                                                                                                                                      | MIDDLEBY CORP                                              | 03/16/2009                              | 02/05/2014                                         | 2,380.00                                               | 401.00                                                                                                        |                                                                                                                                              |                                | 1,979.00                                                                                                     |
| 265.                                                                                                                                                                                                                                                                    | NORTHROP CORP                                              | 02/01/2013                              | 02/05/2014                                         | 29,479.00                                              | 17,334.00                                                                                                     |                                                                                                                                              |                                | 12,145.00                                                                                                    |
| 100.                                                                                                                                                                                                                                                                    | PUBLIC SERVICE ENT GR                                      | 05/16/2012                              | 02/05/2014                                         | 3,290.00                                               | 3,166.00                                                                                                      |                                                                                                                                              |                                | 124.00                                                                                                       |
| 245                                                                                                                                                                                                                                                                     | TESCO PLC ADR SPONSOR                                      | 05/16/2012                              | 02/05/2014                                         | 3,756.00                                               | 3,753.00                                                                                                      |                                                                                                                                              |                                | 3.00                                                                                                         |
| 270                                                                                                                                                                                                                                                                     | TRAVELERS COMPANIES I                                      | 02/01/2013                              | 02/05/2014                                         | 21,742.00                                              | 21,576.00                                                                                                     |                                                                                                                                              |                                | 166.00                                                                                                       |
| 15.                                                                                                                                                                                                                                                                     | TYLER TECHNOLOGIES INC                                     | 04/30/2012                              | 02/05/2014                                         | 1,530.00                                               | 600.00                                                                                                        |                                                                                                                                              |                                | 930.00                                                                                                       |
| 15.                                                                                                                                                                                                                                                                     | WABTEC CORP                                                | 04/05/2012                              | 02/05/2014                                         | 1,065.00                                               | 559.00                                                                                                        |                                                                                                                                              |                                | 506.00                                                                                                       |
| 635                                                                                                                                                                                                                                                                     | VODAFONE GROUP PLC SP                                      | 05/02/2007                              | 03/06/2014                                         | 26.00                                                  | 33.00                                                                                                         |                                                                                                                                              |                                | -7.00                                                                                                        |
| <b>2 Totals.</b> 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

Social security number or taxpayer identification number

MORTIMER R PROCTOR FOUNDATION 31V120015

03-6020099

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☒ (F) Long-term transactions not reported to you on Form 1099-B

| 1 | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo, day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo, day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br>Note below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|---|------------------------------------------------------------|----------------------------------------|---------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|   |                                                            |                                        |                                                   |                                                        |                                                                                                               | (f)<br>Code(s) from<br>instructions                                                                                                          | (g)<br>Amount of<br>adjustment |                                                                                                              |
|   | 25000. GLAXOSMITHKLINE CAP<br>04/06/04 4.375% 04/15/1      | 03/26/2009                             | 04/15/2014                                        | 25,000.00                                              | 25,334.00                                                                                                     |                                                                                                                                              |                                | -334.00                                                                                                      |
|   | 345. ASHAI KASEI CORP ADR                                  | 05/16/2012                             | 04/16/2014                                        | 4,599.00                                               | 3,916.00                                                                                                      |                                                                                                                                              |                                | 683.00                                                                                                       |
|   | 960. BOMBARDIER INC CL B                                   | 05/16/2012                             | 04/16/2014                                        | 3,516.00                                               | 3,646.00                                                                                                      |                                                                                                                                              |                                | -130.00                                                                                                      |
|   | 80. DBS GROUP HLDGS LTD AD                                 | 05/16/2012                             | 04/16/2014                                        | 4,316.00                                               | 3,428.00                                                                                                      |                                                                                                                                              |                                | 888.00                                                                                                       |
|   | 165. EMC CORP                                              | 10/02/2009                             | 04/16/2014                                        | 4,384.00                                               | 2,745.00                                                                                                      |                                                                                                                                              |                                | 1,639.00                                                                                                     |
| 6 | GOOGLE INC CL C                                            | 01/28/2011                             | 04/16/2014                                        | 3,296.00                                               | 1,809.00                                                                                                      |                                                                                                                                              |                                | 1,487.00                                                                                                     |
|   | 25. INTEL CORP                                             | 11/24/2009                             | 04/16/2014                                        | 668.00                                                 | 483.00                                                                                                        |                                                                                                                                              |                                | 185.00                                                                                                       |
|   | 110. KOMATSU LTD                                           | 02/01/2013                             | 04/16/2014                                        | 2,344.00                                               | 2,987.00                                                                                                      |                                                                                                                                              |                                | -643.00                                                                                                      |
|   | 80. MONSTER BEVERAGE CORP                                  | 02/01/2013                             | 04/16/2014                                        | 5,197.00                                               | 3,828.00                                                                                                      |                                                                                                                                              |                                | 1,369.00                                                                                                     |
|   | 417.022 OPPENHEIMER DEVELO<br>#788                         | 05/22/2012                             | 04/16/2014                                        | 15,547.00                                              | 12,532.00                                                                                                     |                                                                                                                                              |                                | 3,015.00                                                                                                     |
|   | 55. QUALCOMM INC                                           | 07/08/2008                             | 04/16/2014                                        | 4,405.00                                               | 2,543.00                                                                                                      |                                                                                                                                              |                                | 1,862.00                                                                                                     |
|   | 55. SWISS RE LTD                                           | 05/16/2012                             | 04/16/2014                                        | 4,617.00                                               | 3,242.00                                                                                                      |                                                                                                                                              |                                | 1,375.00                                                                                                     |
|   | 60 VERISK ANALYTICS INC                                    | 05/16/2012                             | 04/16/2014                                        | 3,462.00                                               | 2,944.00                                                                                                      |                                                                                                                                              |                                | 518.00                                                                                                       |
|   | 50000 MICROSOFT CORP 2.95                                  | 02/07/2011                             | 06/02/2014                                        | 50,000.00                                              | 51,895.00                                                                                                     |                                                                                                                                              |                                | -1,895.00                                                                                                    |

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| 1                                                                                                                                                                                                                                                                       | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions. |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                         |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                           | (g)<br>Amount of<br>adjustment |                                                                                                              |
|                                                                                                                                                                                                                                                                         | 25 NOW INC                                                 | 05/16/2012                              | 06/18/2014                                         | 8.00                                                   | 6.00                                                                                                                 |                                                                                                                                               |                                | 2.00                                                                                                         |
|                                                                                                                                                                                                                                                                         | .329 FIDELITY NATL FINL VE                                 | 07/03/2013                              | 07/14/2014                                         | 5.00                                                   | 9.00                                                                                                                 |                                                                                                                                               |                                | -4.00                                                                                                        |
|                                                                                                                                                                                                                                                                         | 35. HITTITE MICROWAVE CORP                                 | 01/09/2007                              | 07/28/2014                                         | 2,730.00                                               | 1,115.00                                                                                                             |                                                                                                                                               |                                | 1,615.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 520. ALSTOM SA UNSPON ADR                                  | 02/01/2013                              | 08/27/2014                                         | 1,817.00                                               | 2,394.00                                                                                                             |                                                                                                                                               |                                | -577.00                                                                                                      |
|                                                                                                                                                                                                                                                                         | 115. APPLE COMPUTER, INC                                   | 09/23/2008                              | 08/27/2014                                         | 11,739.00                                              | 2,138.00                                                                                                             |                                                                                                                                               |                                | 9,601.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 40. BERKSHIRE HATHAWAY INC                                 | 05/16/2012                              | 08/27/2014                                         | 5,459.00                                               | 3,227.00                                                                                                             |                                                                                                                                               |                                | 2,232.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 160. CAP GEMINI SA UNSP AD                                 | 07/25/2012                              | 08/27/2014                                         | 5,789.00                                               | 2,652.00                                                                                                             |                                                                                                                                               |                                | 3,137.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 95. CISCO SYSTEMS INC                                      | 07/03/2013                              | 08/27/2014                                         | 2,348.00                                               | 2,345.00                                                                                                             |                                                                                                                                               |                                | 3.00                                                                                                         |
|                                                                                                                                                                                                                                                                         | 30 CUMMINS ENGINE INC                                      | 05/16/2012                              | 08/27/2014                                         | 4,345.00                                               | 3,039.00                                                                                                             |                                                                                                                                               |                                | 1,306.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 50. DISCOVER FINANCIAL SER                                 | 05/16/2012                              | 08/27/2014                                         | 3,125.00                                               | 1,669.00                                                                                                             |                                                                                                                                               |                                | 1,456.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 10. DOMINION RES INC VA NE                                 | 07/03/2013                              | 08/27/2014                                         | 692.00                                                 | 564.00                                                                                                               |                                                                                                                                               |                                | 128.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 180.991 FIDELITY FINL TR C                                 | 07/09/2013                              | 08/27/2014                                         | 6,063.00                                               | 5,164.00                                                                                                             |                                                                                                                                               |                                | 899.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 43. FIDELITY NATL FINL VEN                                 | 07/03/2013                              | 08/27/2014                                         | 664.00                                                 | 498.00                                                                                                               |                                                                                                                                               |                                | 166.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 170 GENERAL ELECTRIC                                       | 02/01/2013                              | 08/27/2014                                         | 4,427.00                                               | 3,846.00                                                                                                             |                                                                                                                                               |                                | 581.00                                                                                                       |
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| 1                                                                                                                                                                                                                                                                        | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions.</b> |                                | (h)<br><b>Gain or (loss)</b><br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                          |                                                            |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                                  | (g)<br>Amount of<br>adjustment |                                                                                                                     |
| 35.                                                                                                                                                                                                                                                                      | GENUINE PARTS CO                                           | 07/03/2013                              | 08/27/2014                                         | 3,066.00                                               | 2,930.00                                                                                                             |                                                                                                                                                      |                                | 136.00                                                                                                              |
| 90.                                                                                                                                                                                                                                                                      | GILEAD SCIENCES INC                                        | 05/16/2012                              | 08/27/2014                                         | 9,647.00                                               | 2,330.00                                                                                                             |                                                                                                                                                      |                                | 7,317.00                                                                                                            |
| 175.                                                                                                                                                                                                                                                                     | GULFPORT ENERGY CORP                                       | 08/05/2013                              | 08/27/2014                                         | 10,138.00                                              | 3,772.00                                                                                                             |                                                                                                                                                      |                                | 6,366.00                                                                                                            |
| 340                                                                                                                                                                                                                                                                      | ICAP PLC ADR                                               | 07/03/2013                              | 08/27/2014                                         | 4,201.00                                               | 3,981.00                                                                                                             |                                                                                                                                                      |                                | 220.00                                                                                                              |
| 80.                                                                                                                                                                                                                                                                      | J P MORGAN CHASE & CO                                      | 02/01/2013                              | 08/27/2014                                         | 4,767.00                                               | 3,834.00                                                                                                             |                                                                                                                                                      |                                | 933.00                                                                                                              |
| 45.                                                                                                                                                                                                                                                                      | JOHNSON & JOHNSON INC                                      | 07/03/2013                              | 08/27/2014                                         | 4,635.00                                               | 3,913.00                                                                                                             |                                                                                                                                                      |                                | 722.00                                                                                                              |
| 135.                                                                                                                                                                                                                                                                     | KAO CORP SPONSORED AD                                      | 05/16/2012                              | 08/27/2014                                         | 5,799.00                                               | 3,502.00                                                                                                             |                                                                                                                                                      |                                | 2,297.00                                                                                                            |
| 110                                                                                                                                                                                                                                                                      | LIFE TIME FITNESS INC                                      | 04/29/2013                              | 08/27/2014                                         | 5,128.00                                               | 4,010.00                                                                                                             |                                                                                                                                                      |                                | 1,118.00                                                                                                            |
| 15                                                                                                                                                                                                                                                                       | MICROS SYS INC                                             | 02/13/2008                              | 08/27/2014                                         | 1,017.00                                               | 535.00                                                                                                               |                                                                                                                                                      |                                | 482.00                                                                                                              |
| 30.                                                                                                                                                                                                                                                                      | MIDDLEBY CORP                                              | 03/16/2009                              | 08/27/2014                                         | 2,564.00                                               | 401.00                                                                                                               |                                                                                                                                                      |                                | 2,163.00                                                                                                            |
| 150                                                                                                                                                                                                                                                                      | NIPPON TELEG & TEL CO                                      | 07/03/2013                              | 08/27/2014                                         | 4,975.00                                               | 3,864.00                                                                                                             |                                                                                                                                                      |                                | 1,111.00                                                                                                            |
| 322.189                                                                                                                                                                                                                                                                  | OPPENHEIMER DEVELO<br>#788                                 | 05/22/2012                              | 08/27/2014                                         | 13,232.00                                              | 9,682.00                                                                                                             |                                                                                                                                                      |                                | 3,550.00                                                                                                            |
| 6396 774                                                                                                                                                                                                                                                                 | PIMCO HIGH YIELD                                           | 07/09/2013                              | 08/27/2014                                         | 62,241.00                                              | 60,258.00                                                                                                            |                                                                                                                                                      |                                | 1,983.00                                                                                                            |
| 140.                                                                                                                                                                                                                                                                     | PFIZER INC                                                 | 07/03/2013                              | 08/27/2014                                         | 4,115.00                                               | 3,882.00                                                                                                             |                                                                                                                                                      |                                | 233.00                                                                                                              |
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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 1 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

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

| 1        | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see <b>Column (e)</b><br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br><b>See the separate instructions.</b> |                                | (h)<br><b>Gain or (loss)</b><br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|----------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------|
|          |                                                            |                                         |                                                    |                                                        |                                                                                                                             | (f)<br>Code(s) from<br>instructions                                                                                                                  | (g)<br>Amount of<br>adjustment |                                                                                                                     |
| 70       | RESMED INC                                                 | 05/16/2012                              | 08/27/2014                                         | 3,666.00                                               | 2,334.00                                                                                                                    |                                                                                                                                                      |                                | 1,332.00                                                                                                            |
| 40.      | SAP AKLENGESELLSCHAFT<br>PREF                              | 07/25/2012                              | 08/27/2014                                         | 3,160.00                                               | 2,460.00                                                                                                                    |                                                                                                                                                      |                                | 700.00                                                                                                              |
| 50       | SCHLUMBERGER LTD                                           | 01/05/2007                              | 08/27/2014                                         | 5,545.00                                               | 2,961.00                                                                                                                    |                                                                                                                                                      |                                | 2,584.00                                                                                                            |
| 100      | SEALED AIR CORP NEW                                        | 07/03/2013                              | 08/27/2014                                         | 3,582.00                                               | 2,482.00                                                                                                                    |                                                                                                                                                      |                                | 1,100.00                                                                                                            |
| 35.      | SIGNATURE BK NEW YORK                                      | 01/03/2007                              | 08/27/2014                                         | 4,140.00                                               | 1,083.00                                                                                                                    |                                                                                                                                                      |                                | 3,057.00                                                                                                            |
| 125.     | TECHNIP ADR                                                | 05/16/2012                              | 08/27/2014                                         | 2,919.00                                               | 2,973.00                                                                                                                    |                                                                                                                                                      |                                | -54.00                                                                                                              |
| 65.      | TRACTOR SUPPLY CO                                          | 05/16/2012                              | 08/27/2014                                         | 4,316.00                                               | 3,199.00                                                                                                                    |                                                                                                                                                      |                                | 1,117.00                                                                                                            |
| 125.     | WADDELL & REED FINANC                                      | 05/16/2012                              | 08/27/2014                                         | 6,840.00                                               | 3,607.00                                                                                                                    |                                                                                                                                                      |                                | 3,233.00                                                                                                            |
| 75       | BROOKFIELD PROPERTY PA                                     | 07/03/2013                              | 08/27/2014                                         | 1,597.00                                               | 1,246.00                                                                                                                    |                                                                                                                                                      |                                | 351.00                                                                                                              |
| 1844.947 | FIDELITY FINL TR                                           | 07/09/2013                              | 09/15/2014                                         | 60,680.00                                              | 52,636.00                                                                                                                   |                                                                                                                                                      |                                | 8,044.00                                                                                                            |
| 50000    | SOUTHERN CA EDISON<br>9/15/14                              | 05/05/2009                              | 09/15/2014                                         | 50,000.00                                              | 50,501.00                                                                                                                   |                                                                                                                                                      |                                | -501.00                                                                                                             |
| 85.      | ANALOG DEVICES INC                                         | 07/03/2013                              | 09/30/2014                                         | 4,202.00                                               | 3,903.00                                                                                                                    |                                                                                                                                                      |                                | 299.00                                                                                                              |
| 410.     | BANCO BILBAO VIZCAYA<br>SPONSORED                          | 07/03/2013                              | 09/30/2014                                         | 4,928.00                                               | 3,465.00                                                                                                                    |                                                                                                                                                      |                                | 1,463.00                                                                                                            |
| 20       | BECTON DICKINSON & CO                                      | 07/03/2013                              | 09/30/2014                                         | 2,277.00                                               | 1,963.00                                                                                                                    |                                                                                                                                                      |                                | 314.00                                                                                                              |

**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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☐ **(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

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

| 1                                                                                                                                                                                                                                                                       | (a)<br>Description of property<br>(Example 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br>Note below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions |                                | (h)<br>Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                         |                                                            |                                         |                                                    |                                                        |                                                                                                               | (f)<br>Code(s) from<br>instructions                                                                                                          | (g)<br>Amount of<br>adjustment |                                                                                                              |
|                                                                                                                                                                                                                                                                         | 253.917 FIDELITY FLOATING<br>INC #814                      | 07/09/2013                              | 09/30/2014                                         | 2,496.00                                               | 2,519.00                                                                                                      |                                                                                                                                              |                                | -23.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 50. OCCIDENTAL PETROLEUM C                                 | 02/01/2013                              | 09/30/2014                                         | 4,792.00                                               | 4,384.00                                                                                                      |                                                                                                                                              |                                | 408.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 35 PROTO LABS INC                                          | 07/03/2013                              | 09/30/2014                                         | 2,415.00                                               | 2,290.00                                                                                                      |                                                                                                                                              |                                | 125.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 225 REDWOOD TRUST INC REI                                  | 07/03/2013                              | 09/30/2014                                         | 3,773.00                                               | 3,845.00                                                                                                      |                                                                                                                                              |                                | -72.00                                                                                                       |
|                                                                                                                                                                                                                                                                         | 45 LYONDELLBASELL INDUSTR                                  | 07/03/2013                              | 09/30/2014                                         | 4,914.00                                               | 2,992.00                                                                                                      |                                                                                                                                              |                                | 1,922.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 334 CDK GLOBAL INC                                         | 08/05/2013                              | 10/15/2014                                         | 10.00                                                  | 9.00                                                                                                          |                                                                                                                                              |                                | 1.00                                                                                                         |
|                                                                                                                                                                                                                                                                         | 375 HALYARD HEALTH INC                                     | 07/03/2013                              | 11/12/2014                                         | 14.00                                                  | 12.00                                                                                                         |                                                                                                                                              |                                | 2.00                                                                                                         |
|                                                                                                                                                                                                                                                                         | 55. APPLE COMPUTER, INC                                    | 09/23/2008                              | 12/03/2014                                         | 6,367.00                                               | 1,022.00                                                                                                      |                                                                                                                                              |                                | 5,345.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 35 BERKSHIRE HATHAWAY INC                                  | 05/16/2012                              | 12/03/2014                                         | 5,239.00                                               | 2,824.00                                                                                                      |                                                                                                                                              |                                | 2,415.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 6 333 CDK GLOBAL INC                                       | 08/05/2013                              | 12/03/2014                                         | 256.00                                                 | 166.00                                                                                                        |                                                                                                                                              |                                | 90.00                                                                                                        |
|                                                                                                                                                                                                                                                                         | 80. CARDTRONICS INC                                        | 10/19/2011                              | 12/03/2014                                         | 3,089.00                                               | 1,898.00                                                                                                      |                                                                                                                                              |                                | 1,191.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 175. CHEFS WHSE INC                                        | 10/09/2013                              | 12/03/2014                                         | 3,150.00                                               | 3,918.00                                                                                                      |                                                                                                                                              |                                | -768.00                                                                                                      |
|                                                                                                                                                                                                                                                                         | 250. EMC CORP                                              | 10/02/2009                              | 12/03/2014                                         | 7,545.00                                               | 4,159.00                                                                                                      |                                                                                                                                              |                                | 3,386.00                                                                                                     |
|                                                                                                                                                                                                                                                                         | 40. GARTNER GROUP INC                                      | 05/16/2012                              | 12/03/2014                                         | 3,407.00                                               | 1,702.00                                                                                                      |                                                                                                                                              |                                | 1,705.00                                                                                                     |
| <b>2 Totals.</b> 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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|   |                                                               |
|---|---------------------------------------------------------------|
| X | (F) Long-term transactions not reported to you on Form 1099-B |
|---|---------------------------------------------------------------|

| <b>1</b>                                                                                                                                                                                                                                                                          | (a)<br>Description of property<br>(Example 100 sh XYZ Co ) | (b)<br>Date acquired<br>(Mo , day, yr ) | (c)<br>Date sold or<br>disposed<br>(Mo , day, yr ) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis See the<br><b>Note</b> below and<br>see <i>Column (e)</i><br>in the separate<br>instructions | Adjustment, if any, to gain or loss<br>If you enter an amount in column (g),<br>enter a code in column (f)<br><b>See the separate instructions</b> |                                | (h)<br><b>Gain or (loss)</b><br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            | (f)<br>Code(s) from<br>instructions                                                                                                                | (g)<br>Amount of<br>adjustment |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   | 40. ICU MED INC                                            | 02/03/2010                              | 12/03/2014                                         | 3,374.00                                               | 1,366.00                                                                                                                   |                                                                                                                                                    |                                | 2,008.00                                                                                                            |
|                                                                                                                                                                                                                                                                                   | 120. LVMH MOET HENNESSY LO                                 | 07/03/2013                              | 12/03/2014                                         | 4,201.00                                               | 3,932.00                                                                                                                   |                                                                                                                                                    |                                | 269.00                                                                                                              |
|                                                                                                                                                                                                                                                                                   | 50. MEDNAX INC                                             | 08/22/2011                              | 12/03/2014                                         | 3,308.00                                               | 3,073.00                                                                                                                   |                                                                                                                                                    |                                | 235.00                                                                                                              |
|                                                                                                                                                                                                                                                                                   | 74. QUALCOMM INC                                           | 07/08/2008                              | 12/03/2014                                         | 5,514.00                                               | 3,422.00                                                                                                                   |                                                                                                                                                    |                                | 2,092.00                                                                                                            |
|                                                                                                                                                                                                                                                                                   | 45 RESMED INC                                              | 05/16/2012                              | 12/03/2014                                         | 2,427.00                                               | 1,500.00                                                                                                                   |                                                                                                                                                    |                                | 927.00                                                                                                              |
|                                                                                                                                                                                                                                                                                   | 40 SVB FINANCIAL GROUP                                     | 03/04/2010                              | 12/03/2014                                         | 4,215.00                                               | 1,843.00                                                                                                                   |                                                                                                                                                    |                                | 2,372.00                                                                                                            |
|                                                                                                                                                                                                                                                                                   | 75 VANGUARD REIT ETF                                       | 07/25/2012                              | 12/03/2014                                         | 6,047.00                                               | 4,897.00                                                                                                                   |                                                                                                                                                    |                                | 1,150.00                                                                                                            |
|                                                                                                                                                                                                                                                                                   | 60. ZEBRA TECHNOLOGIES COR                                 | 05/16/2012                              | 12/03/2014                                         | 4,603.00                                               | 2,233.00                                                                                                                   |                                                                                                                                                    |                                | 2,370.00                                                                                                            |
|                                                                                                                                                                                                                                                                                   | 30. PERRIGO CO PLC                                         | 05/16/2012                              | 12/03/2014                                         | 4,770.00                                               | 4,566.00                                                                                                                   |                                                                                                                                                    |                                | 204.00                                                                                                              |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
|                                                                                                                                                                                                                                                                                   |                                                            |                                         |                                                    |                                                        |                                                                                                                            |                                                                                                                                                    |                                |                                                                                                                     |
| <b>2 Totals</b> Add the amounts in columns (d), (e), (g), and (h)<br>(subtract negative amounts) Enter each total here and<br>include on your Schedule D, line 8b (if Box D above is<br>checked), line 9 (if Box E above is checked), or line 10<br>(if Box F above is checked) ▶ |                                                            |                                         |                                                    | 680,982                                                | 533,028.                                                                                                                   |                                                                                                                                                    |                                | 147,954.                                                                                                            |

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## AS OF ACCOUNT HOLDINGS

03/04/15

PAGE

REPORT PTR207 8G PEOPLES UNITED BANK  
31-VI20-01-5 M PROCTOR FBO RESIDENTS

| CUSIP NUMBER | SECURITY DESCRIPTION               | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|--------------|------------------------------------|------------|----------------|--------------------------|--------------|
| D1668R-12-3  | DAIMLER AG ORD                     | 120.000    | 8,356.01       | 82.400<br>12/31/2014     | 9,888.00     |
| G02602-10-3  | AMDOCS LTD                         | 335.000    | 15,593.32      | 46.655<br>12/31/2014     | 15,629.43    |
| G29183-10-3  | EATON CORP PLC                     | 90.000     | 6,080.40       | 67.960<br>12/31/2014     | 6,116.40     |
| G491BT-10-8  | INVESCO LTD                        | 105.000    | 4,155.90       | 39.520<br>12/31/2014     | 4,149.60     |
| G7945M-10-7  | SEAGATE TECHNOLOGY PLC             | 300.000    | 14,682.00      | 66.500<br>12/31/2014     | 19,950.00    |
| G97822-10-3  | PERRIGO CO PLC                     | 30.000     | 4,566.15       | 167.160<br>12/31/2014    | 5,014.80     |
| H84989-10-4  | TE CONNECTIVITY LTD                | 350.000    | 20,219.33      | 63.250<br>12/31/2014     | 22,137.50    |
| M22465-10-4  | CHECK POINT SOFTWARE TECHNOLOGIES  | 115.000    | 6,162.45       | 78.570<br>12/31/2014     | 9,035.55     |
| N22717-10-7  | CORE LABORATORIES N V ORD          | 40.000     | 4,920.40       | 120.340<br>12/31/2014    | 4,813.60     |
| N53745-10-0  | LYONDELLBASELL INDUSTRIES NV       | 155.000    | 10,696.61      | 79.390<br>12/31/2014     | 12,305.45    |
| V7780T-10-3  | ROYAL CARIBBEAN CRUISES LTD        | 275.000    | 14,085.47      | 82.430<br>12/31/2014     | 22,668.25    |
| 00206R-CA-8  | AT&T CORPORATION 2.375% 11/27/2018 | 50,000.000 | 50,538.00      | 100.775<br>12/31/2014    | 50,387.50    |
| 00206R-10-2  | A T & T INC                        | 305.000    | 9,990.75       | 33.590<br>12/31/2014     | 10,244.95    |
| 00287Y-10-9  | ABBVIE INC                         | 385.000    | 17,846.10      | 65.440<br>12/31/2014     | 25,194.40    |
| 00435F-20-0  | ACCOR SA                           | 765.000    | 5,945.29       | 9.037<br>12/31/2014      | 6,913.31     |
| 007924-10-3  | AEGON NV ORD                       | 750.000    | 6,029.93       | 7.500<br>12/31/2014      | 5,625.00     |
| 00817Y-10-8  | AETNA INC NEW                      | 200.000    | 14,073.50      | 88.830<br>12/31/2014     | 17,766.00    |

AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION            | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|--------------|---------------------------------|------------|----------------|--------------------------|--------------|
| 009128-30-7  | AIR METHODS CORP                | 115.000    | 3,915.74       | 44.030<br>12/31/2014     | 5,063.45     |
| 009279-10-0  | AIRBUS GROUP ADR                | 675.000    | 8,937.70       | 12.509<br>12/31/2014     | 8,443.58     |
| 00971T-10-1  | AKAMAI TECHNOLOGIES INC         | 90.000     | 3,061.59       | 62.960<br>12/31/2014     | 5,666.40     |
| 020002-10-1  | ALLSTATE CORP                   | 285.000    | 14,138.11      | 70.250<br>12/31/2014     | 20,021.25    |
| 02364W-10-5  | AMERICA MOVIL SAB DE CV NVP ADR | 310.000    | 6,803.59       | 22.180<br>12/31/2014     | 6,875.80     |
| 024835-10-0  | AMERICAN CAMPUS CMNTYS INC      | 270.000    | 10,765.95      | 41.360<br>12/31/2014     | 11,167.20    |
| 03076C-10-6  | AMERIPRISE FINL INC             | 140.000    | 14,662.14      | 132.250<br>12/31/2014    | 18,515.00    |
| 031162-10-0  | AMGEN INC                       | 110.000    | 13,457.08      | 159.290<br>12/31/2014    | 17,521.90    |
| 03662Q-10-5  | ANSYS INC                       | 100.000    | 6,536.26       | 82.000<br>12/31/2014     | 8,200.00     |
| 037833-10-0  | APPLE INC                       | 264.000    | 14,497.95      | 110.380<br>12/31/2014    | 29,140.32    |
| 038336-10-3  | APTARGROUP INC                  | 105.000    | 5,186.21       | 66.840<br>12/31/2014     | 7,018.20     |
| 04316A-10-8  | ARTISAN PARTNERS ASSET MGMT INC | 120.000    | 6,494.40       | 50.530<br>12/31/2014     | 6,063.60     |
| 046353-AF-5  | ASTRAZENECA 1.950% 9/18/2019    | 25,000.000 | 24,625.00      | 99.795<br>12/31/2014     | 24,948.75    |
| 053015-10-3  | AUTOMATIC DATA PROCESSING       | 55.000     | 3,561.53       | 83.370<br>12/31/2014     | 4,585.35     |
| 054536-10-7  | A X A ADR                       | 275.000    | 6,058.53       | 23.239<br>12/31/2014     | 6,390.73     |
| 054937-10-7  | B B & T CORP                    | 155.000    | 5,417.94       | 38.890<br>12/31/2014     | 6,027.95     |
| 055434-20-3  | BG GROUP PLC ADR                | 525.000    | 9,609.50       | 13.488<br>12/31/2014     | 7,081.20     |

31-VI20-01-5 M PROCTOR FBO RESIDENTS AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION                               | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|----------------------------------------------------|------------|----------------|-----------------------|--------------|
| 055622-10-4  | B P PLC SPONSORED ADR                              | 90.000     | 4,148.99       | 38.120<br>12/31/2014  | 3,430.80     |
| 05946K-10-1  | BANCO BILBAO VIZCAYA ARGENTA<br>SPONSORED ADR      | 640.000    | 7,377.94       | 9.390<br>12/31/2014   | 6,009.60     |
| 06051G-ET-2  | BANK OF AMERICA CORP 2% 01/11/18                   | 35,000.000 | 34,055.00      | 99.924<br>12/31/2014  | 34,973.40    |
| 06406H-CL-1  | BANK NEW YORK 2.100% 8/01/2018                     | 35,000.000 | 35,510.30      | 101.075<br>12/31/2014 | 35,376.25    |
| 06738E-20-4  | BARCLAYS PLC ADR                                   | 415.000    | 7,085.59       | 15.010<br>12/31/2014  | 6,229.15     |
| 06738J-DW-1  | BARCLAYS BANK MTN 2.750% 8/26/2016                 | 50,000.000 | 50,000.00      | 101.404<br>12/31/2014 | 50,702.00    |
| 071813-10-9  | BAXTER INTERNATIONAL INC                           | 75.000     | 4,581.73       | 73.290<br>12/31/2014  | 5,496.75     |
| 072730-30-2  | BAYER AG SPONSORED ADR                             | 50.000     | 7,098.93       | 136.736<br>12/31/2014 | 6,836.80     |
| 075887-10-9  | BECTON DICKINSON & CO                              | 40.000     | 4,220.00       | 139.160<br>12/31/2014 | 5,566.40     |
| 084670-70-2  | BERKSHIRE HATHAWAY INC DEL CL B                    | 85.000     | 8,424.64       | 150.150<br>12/31/2014 | 12,762.75    |
| 09227Q-10-0  | BLACKBAUD INC                                      | 165.000    | 4,215.20       | 43.260<br>12/31/2014  | 7,137.90     |
| 097023-10-5  | BOEING CO                                          | 115.000    | 13,936.84      | 129.980<br>12/31/2014 | 14,947.70    |
| 10138M-AD-7  | BOTTLING GROUP LLC DTD 06/10/03<br>4.125% 06/15/15 | 25,000.000 | 24,643.25      | 101.609<br>12/31/2014 | 25,402.25    |
| 12514G-10-8  | CDW CORP                                           | 400.000    | 13,447.96      | 35.170<br>12/31/2014  | 14,068.00    |
| 12561W-10-5  | CLECO CORP NEW                                     | 210.000    | 6,483.54       | 54.540<br>12/31/2014  | 11,453.40    |
| 12572Q-10-5  | CME GROUP INC                                      | 55.000     | 4,174.50       | 88.650<br>12/31/2014  | 4,875.75     |
| 125896-10-0  | CMS ENERGY CORP.                                   | 470.000    | 12,685.30      | 34.750<br>12/31/2014  | 16,332.50    |

## AS OF ACCOUNT HOLDINGS

03/04/15

PAGE

REPORT PTR207 8G PEOPLES UNITED BANK  
31-V120-01-5 M PROCTOR FBO RESIDENTS

| CUSIP NUMBER | SECURITY DESCRIPTION                | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|--------------------------|--------------|
| 126650-10-0  | C V S HEALTH CORP                   | 215.000    | 14,098.20      | 96.310<br>12/31/2014     | 20,706.65    |
| 14149Y-10-8  | CARDINAL HEALTH INC                 | 65.000     | 3,882.60       | 80.730<br>12/31/2014     | 5,247.45     |
| 14161H-10-8  | CARDTRONICS INC                     | 110.000    | 2,895.99       | 38.580<br>12/31/2014     | 4,243.80     |
| 15670R-10-7  | CEPHEID                             | 100.000    | 4,579.99       | 54.140<br>12/31/2014     | 5,414.00     |
| 166764-10-0  | CHEVRON CORP                        | 137.000    | 14,029.95      | 112.180<br>12/31/2014    | 15,368.66    |
| 171232-10-1  | CHUBB CORPORATION                   | 50.000     | 4,261.00       | 103.470<br>12/31/2014    | 5,173.50     |
| 17275R-10-2  | CISCO SYSTEMS INC                   | 670.000    | 16,642.04      | 27.815<br>12/31/2014     | 18,636.05    |
| 189754-10-4  | COACH INC                           | 255.000    | 12,424.43      | 37.560<br>12/31/2014     | 9,577.80     |
| 191216-AY-6  | COCA COLA CO 1.650% 3/14/2018       | 25,000.000 | 24,941.75      | 100.633<br>12/31/2014    | 25,158.25    |
| 192422-10-3  | COGNEX CORP                         | 120.000    | 4,985.99       | 41.330<br>12/31/2014     | 4,959.60     |
| 192446-10-2  | COGNIZANT TECHNOLOGY SOLUTIONS CL A | 210.000    | 9,968.89       | 52.660<br>12/31/2014     | 11,058.60    |
| 20030N-10-1  | COMCAST CORP NEW CL A               | 295.000    | 15,780.29      | 58.010<br>12/31/2014     | 17,112.95    |
| 20451N-10-1  | COMPASS MINERALS INTL INC           | 80.000     | 5,649.43       | 86.830<br>12/31/2014     | 6,946.40     |
| 20825C-10-4  | CONOCOPHILLIPS                      | 260.000    | 18,428.10      | 69.060<br>12/31/2014     | 17,955.60    |
| 21988R-10-2  | CORPORATE EXECUTIVE BRD CO          | 75.000     | 3,951.95       | 72.530<br>12/31/2014     | 5,439.75     |
| 22160N-10-9  | COSTAR GROUP INC                    | 55.000     | 6,374.20       | 183.630<br>12/31/2014    | 10,099.65    |
| 229678-10-7  | CUBIST PHARMACEUTICALS INC          | 155.000    | 6,874.14       | 100.650<br>12/31/2014    | 15,600.75    |

03/04/15

## AS OF ACCOUNT HOLDINGS

REPORT PTR207 8G PEOPLES UNITED BANK

AS OF DATE: 12/31/14

31-V120-01-5 M PROCTOR FBO RESIDENTS

CUSIP NUMBER SECURITY DESCRIPTION

UNITS CARRYING VALUE

PRICE DATE

MARKET VALUE

231021-10-6 CUMMINS INC

35.000 4,575.11

144.170  
12/31/2014

5,045.95

247361-70-2 DELTA AIR LINES INC

415.000 12,225.90

49.190  
12/31/2014

20,413.85

24872B-10-0 DENSO CORP ADR

300.000 6,609.00

23.571  
12/31/2014

7,071.30

251542-10-6 DEUTSCHE BOERSE ADR

925.000 5,532.45

7.166  
12/31/2014

6,628.55

25157Y-20-2 DEUTSCHE POST AG  
SPONSORED ADR

200.000 6,623.56

32.726  
12/31/2014

6,545.20

251893-10-3 DEVRY INC

200.000 6,558.53

47.470  
12/31/2014

9,494.00

254709-10-8 DISCOVER FINANCIAL SERVICES

270.000 9,012.46

65.490  
12/31/2014

17,682.30

257651-10-9 DONALDSON INC

136.000 3,481.63

38.630  
12/31/2014

5,253.68

258278-10-0 DORMAN PRODUCTS INC

85.000 3,551.05

48.270  
12/31/2014

4,102.95

26138E-10-9 DR PEPPER SNAPPLE GROUP INC

225.000 16,323.55

71.680  
12/31/2014

16,128.00

26188J-20-6 DREYFUS INST CASH MGT FD #288

133,443.990 133,443.99

1.000  
12/31/2014

133,443.99

262037-10-4 DRIL-QUIP INC

75.000 3,422.70

76.730  
12/31/2014

5,754.75

263534-10-9 DUPONT E I DE NEMOURS &amp; CO

75.000 3,939.00

73.940  
12/31/2014

5,545.50

268648-10-2 E M C CORP

150.000 3,784.65

29.740  
12/31/2014

4,461.00

30161N-10-1 EXELON CORP

125.000 4,043.54

37.080  
12/31/2014

4,635.00

30214U-10-2 EXPONENT INC

95.000 6,094.25

82.500  
12/31/2014

7,837.50

30219G-10-8 EXPRESS SCRIPTS HLDG CO

170.000 10,234.35

84.670  
12/31/2014

14,393.90

## AS OF ACCOUNT HOLDINGS

03/04/15

PAGE

REPORT PTR207 8G PEOPLES UNITED BANK  
31-V120-01-5 M PROCTOR FBO RESIDENTS

| CUSIP NUMBER | SECURITY DESCRIPTION                         | UNITS       | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|----------------------------------------------|-------------|----------------|-----------------------|--------------|
| 30231G-10-2  | EXXON MOBIL CORP                             | 165.000     | 14,921.69      | 92.450<br>12/31/2014  | 15,254.25    |
| 3133XH-VS-8  | FEDERAL HOME LOAN BANK<br>5.000% 12/09/2016  | 100,000.000 | 100,411.65     | 107.894<br>12/31/2014 | 107,894.00   |
| 3133XL-F8-1  | FEDERAL HOME LOAN BANK<br>5.625% 6/09/2017   | 100,000.000 | 100,109.26     | 110.769<br>12/31/2014 | 110,769.00   |
| 3133IV-TZ-9  | FEDERAL FARM CREDIT BANK<br>5.200% 3/21/2016 | 100,000.000 | 100,103.87     | 105.770<br>12/31/2014 | 105,770.00   |
| 3135G0-YM-9  | FEDERAL NATL MTG ASSN<br>1.875% 9/18/2018    | 65,000.000  | 66,211.02      | 101.664<br>12/31/2014 | 66,081.60    |
| 315616-10-2  | F5 NETWORKS INC<br>COM                       | 50.000      | 5,228.95       | 130.465<br>12/31/2014 | 6,523.25     |
| 315916-78-3  | FIDELITY FLOATING RATE HIGH INC #814         | 16,147.544  | 159,875.35     | 9.620<br>12/31/2014   | 155,339.37   |
| 316145-20-0  | FIDELITY CONVERTIBLE SECURITIES #308         | 2,371.901   | 70,978.43      | 32.230<br>12/31/2014  | 76,446.37    |
| 31620R-30-3  | FIDELITY NATIONAL FINANCIAL INC              | 130.000     | 2,593.81       | 34.450<br>12/31/2014  | 4,478.50     |
| 33616C-10-0  | FIRST REP BK SAN FRANCISCO                   | 160.000     | 5,761.34       | 52.120<br>12/31/2014  | 8,339.20     |
| 345370-86-0  | FORD MOTOR CO                                | 240.000     | 3,959.88       | 15.500<br>12/31/2014  | 3,720.00     |
| 361592-10-8  | GEA GROUP AG<br>ADR                          | 105.000     | 2,819.25       | 44.288<br>12/31/2014  | 4,650.24     |
| 366651-10-7  | GARTNER GROUP INC                            | 105.000     | 5,153.23       | 84.210<br>12/31/2014  | 8,842.05     |
| 36962G-7G-3  | GENERAL ELEC CAP CORP 2.3% 01/14/19          | 35,000.000  | 35,732.90      | 101.596<br>12/31/2014 | 35,558.60    |
| 375558-10-3  | GILEAD SCIENCES INC                          | 145.000     | 15,247.57      | 94.260<br>12/31/2014  | 13,667.70    |
| 37637Q-10-5  | GLACIER BANCORP INC                          | 230.000     | 3,481.71       | 27.770<br>12/31/2014  | 6,387.10     |
| 380956-40-9  | GOLDCORP INC                                 | 160.000     | 3,622.72       | 18.520<br>12/31/2014  | 2,963.20     |

## AS OF ACCOUNT HOLDINGS

03/04/15

PAGE

REPORT PTR207 8G PEOPLES UNITED BANK  
31-V120-01-5 M PROCTOR FBO RESIDENTS

AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION                | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|-----------------------|--------------|
| 38141G-RC-0  | GOLDMAN SACHS GROUP 2.375% 01/22/18 | 35,000.000 | 34,475.00      | 101.010<br>12/31/2014 | 35,353.50    |
| 38259P-50-8  | GOOGLE INC CL A                     | 8.000      | 2,879.19       | 530.660<br>12/31/2014 | 4,245.28     |
| 395259-10-4  | GREENHILL & CO INC                  | 145.000    | 6,072.20       | 43.600<br>12/31/2014  | 6,322.00     |
| 398905-10-9  | GROUP 1 AUTOMOTIVE INC              | 90.000     | 4,088.70       | 89.620<br>12/31/2014  | 8,065.80     |
| 40412C-10-1  | HCA HOLDINGS INC                    | 150.000    | 10,571.99      | 73.390<br>12/31/2014  | 11,008.50    |
| 404280-40-6  | HSBC HLDGS PLC ADR NEW              | 125.000    | 6,303.49       | 47.230<br>12/31/2014  | 5,903.75     |
| 40650V-10-0  | HALYARD HEALTH INC                  | 1.000      | 34.44          | 45.470<br>12/31/2014  | 45.47        |
| 410345-10-2  | HANESBRANDS INC                     | 160.000    | 10,974.91      | 111.620<br>12/31/2014 | 17,859.20    |
| 413086-10-9  | HARMAN INTL INDS INC NEW            | 85.000     | 5,441.25       | 106.710<br>12/31/2014 | 9,070.35     |
| 413875-10-5  | HARRIS CORP                         | 60.000     | 4,175.65       | 71.820<br>12/31/2014  | 4,309.20     |
| 422347-10-4  | HEARTLAND EXPRESS INC               | 275.000    | 3,843.38       | 27.010<br>12/31/2014  | 7,427.75     |
| 423012-30-1  | HEINEKEN N V NPV ADR                | 180.000    | 5,102.60       | 35.666<br>12/31/2014  | 6,419.88     |
| 423452-10-1  | HELMERICH & PAYNE                   | 155.000    | 13,098.49      | 67.420<br>12/31/2014  | 10,450.10    |
| 428567-10-1  | HIBBETT SPORTS INC                  | 100.000    | 3,906.81       | 48.430<br>12/31/2014  | 4,843.00     |
| 433578-50-7  | HITACHI LIMITED<br>ADR 10 COM       | 105.000    | 7,406.50       | 75.124<br>12/31/2014  | 7,888.02     |
| 434741-20-3  | HOLCIM LTD ADR                      | 410.000    | 6,703.50       | 14.361<br>12/31/2014  | 5,888.01     |
| 44930G-10-7  | ICU MED INC                         | 50.000     | 2,583.38       | 81.900<br>12/31/2014  | 4,095.00     |

31-VI20-01-5 M PROCTOR FBO RESIDENTS

AS OF DATE: 12/31/14

CUSIP NUMBER SECURITY DESCRIPTION

UNITS CARRYING VALUE

PRICE DATE

MARKET VALUE

450828-10-8 IBERIABANK CORP

70.000

4,051.43

64.850  
12/31/2014

4,539.50

458140-10-0 INTEL CORP

445.000

15,681.14

36.290  
12/31/2014

16,149.05

459200-10-1 INTERNATIONAL BUSINESS MACHINES

100.000

17,728.29

160.440  
12/31/2014

16,044.00

464285-10-5 ISHARES GOLD TRUST

4,555.000

63,037.66

11.440  
12/31/2014

52,109.20

46625H-10-0 JPMORGAN CHASE &amp; CO

70.000

3,866.80

62.580  
12/31/2014

4,380.60

469814-10-7 JACOBS ENGR GROUP INC DEL

120.000

4,798.58

44.690  
12/31/2014

5,362.80

478160-10-4 JOHNSON &amp; JOHNSON INC

200.000

18,105.25

104.570  
12/31/2014

20,914.00

48137C-10-8 JULIUS BAER GROUP LTD  
ADR

690.000

5,270.70

9.221  
12/31/2014

6,362.49

48562P-10-3 KAPSTONE PAPER &amp; PACKAGING CORP

270.000

8,061.87

29.310  
12/31/2014

7,913.70

494368-10-3 KIMBERLY CLARK CORP

155.000

15,660.58

115.540  
12/31/2014

17,908.70

497266-10-6 KIRBY CORP

91.000

5,371.08

80.740  
12/31/2014

7,347.34

500472-30-3 KONINKLIJKE PHILIPS ELECTRS  
SPONS ADR NEW

240.000

7,997.77

29.000  
12/31/2014

6,960.00

501044-10-1 KROGER CORP

245.000

12,749.78

64.210  
12/31/2014

15,731.45

501889-20-8 LKQ CORP

230.000

6,223.19

28.120  
12/31/2014

6,467.60

532457-10-8 LILLY ELI &amp; CO

65.000

4,222.39

68.990  
12/31/2014

4,484.35

533900-10-6 LINCOLN ELECTRIC HLDGS INC

74.000

3,590.70

69.090  
12/31/2014

5,112.66

534187-10-9 LINCOLN NATIONAL CORP

330.000

16,783.80

57.670  
12/31/2014

19,031.10

## AS OF ACCOUNT HOLDINGS

03/04/15

PAGE

REPORT PTR207 8G PEOPLES UNITED BANK

AS OF DATE: 12/31/14

31-V120-01-5 M PROCTOR FBO RESIDENTS

## CUSIP NUMBER SECURITY DESCRIPTION

## UNITS CARRYING VALUE

## PRICE DATE

## MARKET VALUE

55261P-10-4 M &amp; T BK CORP

125.000 14,202.87

125.620  
12/31/2014

15,702.50

55616P-10-4 MACYS INC

265.000 16,409.03

65.750  
12/31/2014

17,423.75

559222-40-1 MAGNA INTL INC  
COM

175.000 14,763.25

108.690  
12/31/2014

19,020.75

56382Q-10-2 MANNING &amp; NAPIER INC

290.000 3,961.48

13.820  
12/31/2014

4,007.80

57060D-10-8 MARKETAXESS HLDGS INC

160.000 5,186.00

71.710  
12/31/2014

11,473.60

58155Q-10-3 MCKESSON CORPORATION

85.000 14,313.99

207.580  
12/31/2014

17,644.30

582839-10-6 MEAD JOHNSON NUTRITION CO

70.000 5,848.49

100.540  
12/31/2014

7,037.80

58502B-10-6 MEDNAX INC

138.000 3,583.91

66.110  
12/31/2014

9,123.18

59156R-10-8 METLIFE INC

370.000 18,049.74

54.090  
12/31/2014

20,013.30

594918-10-4 MICROSOFT CORP

140.000 3,333.85

46.450  
12/31/2014

6,503.00

595017-10-4 MICROCHIP TECHNOLOGY INC

165.000 6,971.25

45.110  
12/31/2014

7,443.15

59522J-10-3 MID-AMER APT CMNTYS INC

80.000 3,778.79

74.680  
12/31/2014

5,974.40

596278-10-1 MIDDLEBY CORP

120.000 2,927.80

99.100  
12/31/2014

11,892.00

606783-20-7 MITSUBISHI ESTATE  
ADR

290.000 7,522.50

21.315  
12/31/2014

6,181.35

60740F-10-5 MOBILE MINI INC

145.000 4,112.19

40.510  
12/31/2014

5,873.95

60871R-20-9 MOLSON COORS BREWING CO  
CL B

80.000 3,799.20

74.520  
12/31/2014

5,961.60

63633D-10-4 NATIONAL HEALTH INVESTORS INC

90.000 4,235.76

69.960  
12/31/2014

6,296.40

03/04/15

PAGE

## AS OF ACCOUNT HOLDINGS

REPORT PTR207 8G PEOPLES UNITED BANK

AS OF DATE: 12/31/14

31-V120-01-5 M PROCTOR FBO RESIDENTS

| CUSIP NUMBER | SECURITY DESCRIPTION                | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|-----------------------|--------------|
| 637071-10-1  | NATIONAL OILWELL VARCO INC          | 155.000    | 10,063.52      | 65.530<br>12/31/2014  | 10,157.15    |
| 63888U-10-8  | NATURAL GROCERS BY VITAMIN COTTAGE  | 115.000    | 3,592.85       | 28.170<br>12/31/2014  | 3,239.55     |
| 651229-10-6  | NEWELL RUBBERMAID INC               | 280.000    | 6,095.88       | 38.090<br>12/31/2014  | 10,665.20    |
| 654624-10-5  | NIPPON TELEG & TEL CORP SPONS ADR   | 195.000    | 5,193.20       | 25.610<br>12/31/2014  | 4,993.95     |
| 655663-10-2  | NORDSON CORP                        | 60.000     | 4,093.20       | 77.960<br>12/31/2014  | 4,677.60     |
| 66987V-10-9  | NOVARTIS ADR                        | 75.000     | 5,266.65       | 92.660<br>12/31/2014  | 6,949.50     |
| 67011P-10-0  | NOW INC                             | 21.000     | 529.90         | 25.730<br>12/31/2014  | 540.33       |
| 68389X-10-5  | ORACLE CORPORATION                  | 385.000    | 13,865.78      | 44.970<br>12/31/2014  | 17,313.45    |
| 683974-50-5  | OPPENHEIMER DEVELOPING MKTS Y #788  | 5,573.285  | 183,249.10     | 35.060<br>12/31/2014  | 195,399.37   |
| 689164-10-1  | OTSUKA HLDGS CO LTD<br>ADR          | 490.000    | 7,214.80       | 15.084<br>12/31/2014  | 7,391.16     |
| 693390-84-1  | PIMCO HIGH YIELD INSTL #108         | 16,725.837 | 158,047.47     | 9.140<br>12/31/2014   | 152,874.15   |
| 693391-55-9  | PIMCO EMERGING MKTS BOND INSTL #137 | 14,815.837 | 164,811.84     | 10.140<br>12/31/2014  | 150,232.59   |
| 693475-10-5  | PNC FINANCIAL SERVICES GROUP        | 170.000    | 14,436.38      | 91.230<br>12/31/2014  | 15,509.10    |
| 695156-10-9  | PACKAGING CORP AMER                 | 215.000    | 14,354.73      | 78.050<br>12/31/2014  | 16,780.75    |
| 713448-CK-2  | PEPSICO INC 2.250% 1/07/2019        | 40,000.000 | 40,483.60      | 101.143<br>12/31/2014 | 40,457.20    |
| 713448-10-8  | PEPSICO INC                         | 50.000     | 4,041.50       | 94.560<br>12/31/2014  | 4,728.00     |
| 718546-10-4  | PHILLIPS 66                         | 50.000     | 4,062.50       | 71.700<br>12/31/2014  | 3,585.00     |

| CUSIP NUMBER | SECURITY DESCRIPTION                              | UNITS      | CARRYING VALUE | PRICE DATE              | MARKET VALUE |
|--------------|---------------------------------------------------|------------|----------------|-------------------------|--------------|
| 720279-10-8  | PIER 1 IMPORTS INC                                | 345.000    | 7,188.22       | 15.400<br>12/31/2014    | 5,313.00     |
| 722005-66-7  | PIMCO COMMODITY REAL RETURN STRATEGY<br>INSTL #45 | 10,146.634 | 63,557.38      | 4.480<br>12/31/2014     | 45,456.92    |
| 722005-81-6  | PIMCO INVESTMENT GRADE CORP BD INSTL<br>#56       | 14,675.873 | 155,658.87     | 10.550<br>12/31/2014    | 154,830.46   |
| 73328P-10-6  | PORSCHE AUTOMOBIL HLDG SE<br>ADR                  | 685.000    | 5,883.85       | 8.127<br>12/31/2014     | 5,567.00     |
| 739276-10-3  | POWER INTEGRATIONS INC                            | 80.000     | 2,610.75       | 51.740<br>12/31/2014    | 4,139.20     |
| 741503-40-3  | PRICELINE GROUP INC                               | 7.000      | 6,616.30       | 1,140.210<br>12/31/2014 | 7,981.47     |
| 741511-10-9  | PRICESMART INC                                    | 85.000     | 7,192.00       | 91.220<br>12/31/2014    | 7,753.70     |
| 74267C-10-6  | PROASSURANCE CORP                                 | 155.000    | 5,066.25       | 45.150<br>12/31/2014    | 6,998.25     |
| 742718-10-9  | PROCTER & GAMBLE CO                               | 50.000     | 4,192.50       | 91.090<br>12/31/2014    | 4,554.50     |
| 743713-10-9  | PROTO LABS INC                                    | 95.000     | 6,474.31       | 67.160<br>12/31/2014    | 6,380.20     |
| 74733V-10-0  | QEP RES INC                                       | 185.000    | 5,303.59       | 20.220<br>12/31/2014    | 3,740.70     |
| 747525-10-3  | QUALCOMM INC                                      | 210.000    | 15,475.36      | 74.330<br>12/31/2014    | 15,609.30    |
| 748356-10-2  | QUESTAR CORP                                      | 300.000    | 6,311.57       | 25.280<br>12/31/2014    | 7,584.00     |
| 749685-10-3  | RPM INTERNATIONAL INC                             | 330.000    | 10,280.92      | 50.710<br>12/31/2014    | 16,734.30    |
| 755111-50-7  | RAYTHEON CO NEW                                   | 180.000    | 12,512.84      | 108.170<br>12/31/2014   | 19,470.60    |
| 75524B-10-4  | RBC BEARINGS INC                                  | 80.000     | 3,078.37       | 64.530<br>12/31/2014    | 5,162.40     |
| 76026T-20-5  | REPSOL YPF S A<br>SPONSORED ADR                   | 330.000    | 8,011.90       | 18.810<br>12/31/2014    | 6,207.30     |

AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION        | UNITS     | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|--------------|-----------------------------|-----------|----------------|--------------------------|--------------|
| 31-V120-01-5 | M PROCTOR FBO RESIDENTS     | 245.000   | 4,988.66       | 26.890                   | 6,588.05     |
| 767744-10-5  | RITCHIE BROS AUCTIONEERS    | 190.000   | 4,542.75       | 33.953                   | 6,451.07     |
| 771195-10-4  | ROCHE HLDG LTD SPON ADR     | 155.000   | 7,397.40       | 22.310                   | 3,458.05     |
| 777779-30-7  | ROSETTA RESOURCES INC       | 500.000   | 8,717.25       | 15.319                   | 7,659.50     |
| 780249-10-8  | ROYAL DSM NV ADR            | 2,295.000 | 8,139.44       | 3.180                    | 7,298.10     |
| 780641-20-5  | ROYAL KPN NV                | 190.000   | 5,290.24       | 38.560                   | 7,326.40     |
| 783764-10-3  | RYLAND GROUP INC            | 140.000   | 6,642.49       | 58.490                   | 8,188.60     |
| 78467J-10-0  | SS&C TECHNOLOGIES HLDGS INC | 65.000    | 3,756.84       | 116.070                  | 7,544.55     |
| 78486Q-10-1  | SVB FINANCIAL GROUP         | 325.000   | 26,209.46      | 85.410                   | 27,758.25    |
| 806857-10-8  | SCHLUMBERGER LIMITED        | 525.000   | 6,583.70       | 14.481                   | 7,602.53     |
| 813113-20-6  | SECOM LTD ADR               | 540.000   | 10,078.95      | 18.176                   | 9,815.04     |
| 81783H-10-5  | SEVEN & I HLDGS CO LTD ADR  | 100.000   | 5,939.45       | 125.960                  | 12,596.00    |
| 82669G-10-4  | SIGNATURE BK NEW YORK N Y   | 160.000   | 9,326.40       | 56.071                   | 8,971.36     |
| 83084V-10-6  | SKY PLC ADR                 | 260.000   | 9,313.18       | 72.710                   | 18,904.60    |
| 83088M-10-2  | SKYWORKS SOLUTIONS INC      | 655.000   | 6,766.49       | 8.468                    | 5,546.54     |
| 83364L-10-9  | SOCIETE GENERALE SA ADR     | 120.000   | 5,224.24       | 51.180                   | 6,141.60     |
| 83421A-10-4  | SOLERA HOLDINGS INC         | 465.000   | 8,734.25       | 20.470                   | 9,518.55     |
| 835699-30-7  | SONY CORP ADR               |           |                | 12/31/2014               |              |

AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION                          | UNITS      | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|--------------|-----------------------------------------------|------------|----------------|--------------------------|--------------|
| 847560-10-9  | SPECTRA ENERGY CORP                           | 115.000    | 3,977.79       | 36.300<br>12/31/2014     | 4,174.50     |
| 854502-10-1  | STANLEY BLACK & DECKER INC                    | 55.000     | 4,466.15       | 96.080<br>12/31/2014     | 5,284.40     |
| 858586-10-0  | STEPAN CO                                     | 115.000    | 6,330.15       | 40.080<br>12/31/2014     | 4,609.20     |
| 858912-10-8  | STERICYCLE INC                                | 80.000     | 7,609.93       | 131.080<br>12/31/2014    | 10,486.40    |
| 859152-10-0  | STERIS CORP                                   | 130.000    | 5,216.89       | 64.850<br>12/31/2014     | 8,430.50     |
| 86562M-20-9  | SUMITOMO MITSUI FINL GROUP I<br>SPONSORED ADR | 1,530.000  | 13,790.32      | 7.280<br>12/31/2014      | 11,138.40    |
| 867224-10-7  | SUNCOR ENERGY INC NEW                         | 205.000    | 7,270.22       | 31.780<br>12/31/2014     | 6,514.90     |
| 867914-10-3  | SUNTRUST BANKS INC                            | 405.000    | 15,377.81      | 41.900<br>12/31/2014     | 16,969.50    |
| 86803T-10-4  | SUNTORY BEVERAGE & FOOD ADR                   | 360.000    | 6,261.60       | 17.390<br>12/31/2014     | 6,260.40     |
| 868157-10-8  | SUPERIOR ENERGY SVCS INC                      | 195.000    | 5,152.74       | 20.150<br>12/31/2014     | 3,929.25     |
| 874039-10-0  | TAIWAN SEMICONDUCTOR MFG CO ADR               | 310.000    | 5,683.60       | 22.380<br>12/31/2014     | 6,937.80     |
| 88224Q-10-7  | TEXAS CAPITAL BANCSHARES INC                  | 80.000     | 4,416.75       | 54.330<br>12/31/2014     | 4,346.40     |
| 882508-AU-8  | TEXAS INSTRUMENTS INC 1.650% 8/03/19          | 50,000.000 | 50,077.56      | 97.633<br>12/31/2014     | 48,816.50    |
| 890880-20-6  | TORAY INDS UNSPONSORED ADR                    | 100.000    | 7,073.00       | 80.754<br>12/31/2014     | 8,075.40     |
| 891092-10-8  | TORO CO                                       | 140.000    | 4,190.19       | 63.810<br>12/31/2014     | 8,933.40     |
| 89153V-AK-5  | TOTAL CAPITAL 2.125% 01/10/19                 | 35,000.000 | 35,470.05      | 100.325<br>12/31/2014    | 35,113.75    |
| 892356-10-6  | TRACTOR SUPPLY CO                             | 75.000     | 3,923.88       | 78.820<br>12/31/2014     | 5,911.50     |

REPORT PTR207 8G PEOPLES UNITED BANK

31-VI20-01-5 M PROCTOR FBO RESIDENTS

CUSIP NUMBER SECURITY DESCRIPTION

896522-10-9 TRINITY INDUSTRIES INC

899896-10-4 TUPPERWARE CORP

902252-10-5 TYLER TECHNOLOGIES INC

902494-10-3 TYSON FOODS INC CL A

902973-30-4 U S BANCORP DEL NEW

904214-10-3 UMPQUA HOLDINGS CORP

904587-10-2 UNIBAIL-RODAMCO SE

904764-AQ-0 UNILEVER CAP CORP 2.200% 3/06/2019

907818-10-8 UNION PACIFIC CORP

911312-10-6 UNITED PARCEL SVC INC CL B

913017-10-9 UNITED TECHNOLOGIES CORP

917047-10-2 URBAN OUTFITTERS INC  
COM

92220P-10-5 VARIAN MED SYS INC

922908-55-3 VANGUARD REIT ETF

92343V-10-4 VERIZON COMMUNICATIONS

92345Y-10-6 VERISK ANALYTICS INC

92826C-83-9 VISA INC CLASS A SHARES (V)

AS OF ACCOUNT HOLDINGS

AS OF DATE: 12/31/14

| CUSIP NUMBER | SECURITY DESCRIPTION               | UNITS      | CARRYING VALUE | PRICE DATE            | MARKET VALUE |
|--------------|------------------------------------|------------|----------------|-----------------------|--------------|
| 896522-10-9  | TRINITY INDUSTRIES INC             | 340.000    | 16,537.57      | 28.010<br>12/31/2014  | 9,523.40     |
| 899896-10-4  | TUPPERWARE CORP                    | 70.000     | 1,580.60       | 63.000<br>12/31/2014  | 4,410.00     |
| 902252-10-5  | TYLER TECHNOLOGIES INC             | 95.000     | 4,751.27       | 109.440<br>12/31/2014 | 10,396.80    |
| 902494-10-3  | TYSON FOODS INC CL A               | 385.000    | 15,130.46      | 40.090<br>12/31/2014  | 15,434.65    |
| 902973-30-4  | U S BANCORP DEL NEW                | 115.000    | 3,589.09       | 44.950<br>12/31/2014  | 5,169.25     |
| 904214-10-3  | UMPQUA HOLDINGS CORP               | 265.000    | 5,324.35       | 17.010<br>12/31/2014  | 4,507.65     |
| 904587-10-2  | UNIBAIL-RODAMCO SE                 | 320.000    | 8,464.87       | 25.756<br>12/31/2014  | 8,241.92     |
| 904764-AQ-0  | UNILEVER CAP CORP 2.200% 3/06/2019 | 35,000.000 | 35,666.75      | 101.051<br>12/31/2014 | 35,367.85    |
| 907818-10-8  | UNION PACIFIC CORP                 | 145.000    | 12,962.24      | 119.130<br>12/31/2014 | 17,273.85    |
| 911312-10-6  | UNITED PARCEL SVC INC CL B         | 45.000     | 3,886.65       | 111.170<br>12/31/2014 | 5,002.65     |
| 913017-10-9  | UNITED TECHNOLOGIES CORP           | 85.000     | 9,447.48       | 115.000<br>12/31/2014 | 9,775.00     |
| 917047-10-2  | URBAN OUTFITTERS INC<br>COM        | 195.000    | 7,306.22       | 35.130<br>12/31/2014  | 6,850.35     |
| 92220P-10-5  | VARIAN MED SYS INC                 | 85.000     | 5,753.94       | 86.510<br>12/31/2014  | 7,353.35     |
| 922908-55-3  | VANGUARD REIT ETF                  | 675.000    | 44,690.22      | 81.000<br>12/31/2014  | 54,675.00    |
| 92343V-10-4  | VERIZON COMMUNICATIONS             | 322.000    | 16,288.67      | 46.780<br>12/31/2014  | 15,063.16    |
| 92345Y-10-6  | VERISK ANALYTICS INC               | 75.000     | 3,680.24       | 64.050<br>12/31/2014  | 4,803.75     |
| 92826C-83-9  | VISA INC CLASS A SHARES (V)        | 30.000     | 5,886.70       | 262.200<br>12/31/2014 | 7,866.00     |

03/04/15

## AS OF ACCOUNT HOLDINGS

AS OF DATE: 12/31/14

REPORT PTR207 8G PEOPLES UNITED BANK  
31-VI20-01-5 M PROCTOR FBO RESIDENTS

| CUSIP NUMBER         | SECURITY DESCRIPTION             | UNITS   | CARRYING VALUE | PRICE DATE<br>12/31/2014 | MARKET VALUE |
|----------------------|----------------------------------|---------|----------------|--------------------------|--------------|
| 92857W-30-8          | VODAFONE GROUP PLC SPONS ADR NEW | 287.000 | 11,458.09      | 34.170<br>12/31/2014     | 9,806.79     |
| 92937A-10-2          | WPP PLC NEW ADR                  | 70.000  | 6,777.85       | 104.100<br>12/31/2014    | 7,287.00     |
| 929740-10-8          | WABTEC CORP                      | 116.000 | 5,166.36       | 86.890<br>12/31/2014     | 10,079.24    |
| 941848-10-3          | WATERS CORP                      | 70.000  | 6,505.40       | 112.720<br>12/31/2014    | 7,890.40     |
| 949746-10-1          | WELLS FARGO & CO NEW             | 400.000 | 17,384.20      | 54.820<br>12/31/2014     | 21,928.00    |
| 955306-10-5          | WEST PHARMACEUTICAL SVSC INC     | 145.000 | 6,439.37       | 53.240<br>12/31/2014     | 7,719.80     |
| 962166-10-4          | WEYERHAEUSER CO                  | 135.000 | 3,858.19       | 35.890<br>12/31/2014     | 4,845.15     |
| 963320-10-6          | WHIRLPOOL CORP                   | 105.000 | 13,991.99      | 193.740<br>12/31/2014    | 20,342.70    |
| 96925P-10-4          | WILLIAM HILL PLC<br>ADR-ORD SHS  | 285.000 | 6,383.05       | 22.609<br>12/31/2014     | 6,443.57     |
| 98389B-10-0          | XCEL ENERGY INC                  | 445.000 | 12,611.30      | 35.920<br>12/31/2014     | 15,984.40    |
| 989207-10-5          | ZEBRA TECHNOLOGIES CORP CL A     | 65.000  | 2,981.68       | 77.410<br>12/31/2014     | 5,031.65     |
| TOTAL HOLDINGS       |                                  |         | 3,776,322.92   |                          | 4,116,930.98 |
| TOTAL INCOME CASH    |                                  |         | .00            |                          | .00          |
| TOTAL PRINCIPAL CASH |                                  |         | .00            |                          | .00          |
| TOTAL ACCOUNT        |                                  |         | 3,776,322.92   |                          | 4,116,930.98 |