

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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning _____, **and ending** _____

Name of foundation MATTINA R PROCTOR FOUNDATION C/O BROUDE & HOCHBERG LLP		A Employer identification number 11-1067014
Number and street (or P.O. box number if mail is not delivered to street address) 75 FEDERAL ST	Room/suite 1300	B Telephone number (617)748-5100
City or town, state, and ZIP code BOSTON, MA 02110-1921		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 12,723,251.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	108.	108.		STATEMENT 2
	4 Dividends and interest from securities	359,865.	359,865.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-40,601.			STATEMENT 1
	b Gross sales price for all assets on line 6a	492,295.			
	7 Capital gain net income (from Part IV, line 2)		10,415.		
	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)					
11 Other income	22,243.	22,243.		STATEMENT 4	
12 Total. Add lines 1 through 11	341,615.	392,631.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	111,292.	111,292.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	1,061.	0.		0.
	b Accounting fees STMT 6	15,225.	0.		0.
	c Other professional fees STMT 7	114,705.	34,706.		79,999.
	17 Interest				
	18 Taxes STMT 8	5,219.	1,434.		0.
	19 Depreciation and depletion		3,336.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	32,332.	28,262.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	279,834.	179,030.		79,999.
	25 Contributions, gifts, grants paid	620,000.			620,000.
26 Total expenses and disbursements. Add lines 24 and 25	899,834.	179,030.		699,999.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-558,219.				
b Net investment income (if negative, enter -0-)		213,601.			
c Adjusted net income (if negative, enter -0-)			N/A		

MATTINA R PROCTOR FOUNDATION

Form 990-PF (2011)

C/O BROUDE & HOCHBERG LLP

11-1067014

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		680.	939.	939.
	2	Savings and temporary cash investments		696,338.	118,447.	118,447.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 12	9,259,122.	9,281,757.	12,603,865.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		9,956,140.	9,401,143.	12,723,251.	
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				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		9,926,053.	9,272,191.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		30,087.	128,952.	STATEMENT 11	
30	Total net assets or fund balances		9,956,140.	9,401,143.		
31	Total liabilities and net assets/fund balances		9,956,140.	9,401,143.		

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	9,956,140.
2	Enter amount from Part I, line 27a	2	-558,219.
3	Other increases not included in line 2 (itemize) NON-DIVIDEND DISTRIBUTIONS	3	3,558.
4	Add lines 1, 2, and 3	4	9,401,479.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	336.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,401,143.

Form 990-PF (2011)

123511
12-02-11

MATTINA R PROCTOR FOUNDATION

Form 990-PF (2011)

C/O BROUDE & HOCHBERG LLP

11-1067014 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 534,849.		524,434.	10,415.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			10,415.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2		10,415.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3		N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	547,281.	11,712,165.	.046728
2009	666,643.	10,803,962.	.061704
2008	734,222.	14,359,325.	.051132
2007	747,816.	16,163,094.	.046267
2006	434,000.	13,760,132.	.031540

2 Total of line 1, column (d)	2	.237371
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047474
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,692,024.
5 Multiply line 4 by line 3	5	602,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,136.
7 Add lines 5 and 6	7	604,677.
8 Enter qualifying distributions from Part XII, line 4	8	699,999.

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

MATTINA R PROCTOR FOUNDATION

Form 990-PF (2011)

C/O BROUDE & HOCHBERG LLP

11-1067014

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,136.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,136.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,136.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,720.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,720.	
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	3,584.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	3,584.	Refunded
			0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Form 990-PF (2011)

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JEFFREY D. HUTCHINS, TRUSTEE Telephone no. 617-748-5100
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
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?
b If "Yes," did it have excess business holdings in 2011 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

SEE STATEMENT 13

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? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

5b		X
6b		X
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.

(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
ALVIN S HOCHBERG 75 FEDERAL STREET, SUITE 1300 BOSTON, MA 02110	TRUSTEE 5.00	38,593.	0.	0.
JEFFREY D HUTCHINS 75 FEDERAL STREET, SUITE 1300 BOSTON, MA 02110	TRUSTEE 10.00	55,646.	0.	0.
WILLIAM I. HOCHBERG 201 SANTA MONICA BLVD., SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 5.00	17,053.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	12,641,056.
b	Average of monthly cash balances	1b	244,248.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,885,304.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,885,304.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	193,280.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,692,024.
6	Minimum investment return. Enter 5% of line 5	6	634,601.

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	634,601.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,136.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,136.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	632,465.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	632,465.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	632,465.

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	699,999.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	699,999.
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	5	2,136.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	697,863.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				632,465.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			551,478.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 699,999.				
a Applied to 2010, but not more than line 2a			551,478.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				148,521.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				483,944.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

NONE
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE
 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 14

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:

MATTINA R PROCTOR FOUNDATION

Form 990-PF (2011)

C/O BROUDE & HOCHBERG LLP

11-1067014 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOPTION RESOURCES OF JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	GENERAL	10,000.
ALBANY MUSIC FOUNDATION, INC. 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	RECORDING AND SUMMER GARDEN FORKING PATHS	15,000.
ARCADIA PLAYERS 4 OLD SOUTH STREET NORTHAMPTON, MA 01060	N/A	PUBLIC CHARITY	KEXKES PRODUCTION	10,000.
BANGOR SYMPHONY ORCHESTRA PO BOX 1441 BANGOR, ME 04402	N/A	PUBLIC CHARITY	SEASON FINALE CONCERT	2,500.
BARRY PRICE REHABILITATION CENTER 38 BORDER STREET WEST NEWTON, MA 02465	N/A	PUBLIC CHARITY	GENERAL	2,500.
Total	SEE CONTINUATION SHEET(S)			620,000.
b Approved for future payment				
NONE				
Total				
				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CENTER HOUSE	5,000.
BOSTON CONSERVATORY 45 FRANKLIN STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	TBC ORCHESTRA CONCERT	5,000.
BOSTON EARLY MUSIC FESTIVAL 161 FIRST STREET, SUITE 202 CAMBRIDGE, MA 02142	N/A	PUBLIC CHARITY	VENUS AND ADONIS RECORDING	2,500.
BOSTON LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	GENERAL AND OPERA ANNEX	40,000.
CAMDEN AREA DISTRICT NURSING ASSOCIATION PO BOX 547 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	5,000.
CAMP SUNSHINE AT SEBAGO LAKE, INC. 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	GENERAL	5,000.
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL STREET ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	ACQUISITION OF LAND	50,000.
COASTAL MOUNTAINS LAND TRUST 101 MT. BATTIE STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	ACQUISITION OF CONSERVATION LAND	25,000.
COMMUNITY SCHOOL PO BOX 555 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
COTTING SCHOOL 453 CONCORD AVENUE LEXINGTON, MA 02421	N/A	PUBLIC CHARITY	PURCHASE OF SKOOGS/BASS RESONATOR BARS	3,000.
Total from continuation sheets				580,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	CREATIVE ARTS PROGRAM	5,000.
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	SOLOISTS IN RAKE'S PROGRESS AND AUDITORIUM LIGHTING	13,000.
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PUBLIC CHARITY	SHAKESPEARE CONCERTS AND PARMA RECORDS AGREEMENT 1 INSTALL	42,000.
FRYEBURG ACADEMY 745 MAIN STREET FRYEBURG, ME 04037	N/A	PUBLIC CHARITY	EASTMAN PERFORMING ARTS CENTER	2,500.
GUITAR DOORS PO BOX 884 GORHAM, ME 04038	N/A	PUBLIC CHARITY	GENERAL	2,500.
THE GIFFORD SCHOOL 177 BOSTON POST ROAD WESTON, MA 02493	N/A	PUBLIC CHARITY	THE FENN CENTER	2,500.
GODDARD HOUSE 201 SOUTH HUNTINGTON AVENUE JAMAICA PLAIN, MA 02130	N/A	PUBLIC CHARITY	EXERCISE EQUIPMENT	1,500.
HELEN HAY WHITNEY FOUNDATION 20 SQUADRON BLVD. SUITE 630 NEW CITY, NY 10956	N/A	PUBLIC CHARITY	ONE HHW FELLOWSHIP	50,000.
JACKSON LABORATORY 610 MAIN STREET BAR HARBOR, ME 04609	N/A	PUBLIC CHARITY	DIABETES RESEARCH	10,000.
LAUDHOLM TRUST PO BOX 1007 WELLS, ME 04090	N/A	PUBLIC CHARITY	ENVIRONMENTAL LEARNING CENTER - LAND ACQUISITION & EDUCATIONAL PROGRAM	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOWN FOUNDATION 21 LONGWOOD AVENUE BROOKLINE, MA 02446	N/A	PUBLIC CHARITY	HOME VIDEO VISIT PROJECT	15,000.
MAINE MEDIA WORKSHOPS PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	ACCREDITATION SUPPORT AND GENERAL	10,000.
MAKE A WISH FOUNDATION 87 ELM STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	5,000.
MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER RENOVATIONS	75,000.
MGH PEDIATRIC HEMATOLOGY/ONCOLOGY 100 CHARLES RIVER PLAZA, STE. 600 BOSTON, MA 02114	N/A	PUBLIC CHARITY	PEDIATRIC HEMATOLOGY-ONCOLOGY BASIC & CLINICAL RESEARCH	50,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	JOHN PRESCOTT RESEARCH LABORATORY CAPITAL CAMPAIGN	15,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	NEC OPERA PROGRAM VISITING ARTIST FUND	15,000.
PENOBSCOT RIVER RESTORATION TRUST 14 MAINE STREET, SUITE 401 BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	DAM REMOVAL & ADMIN. & OPERATING COSTS	25,000.
PERKINS SCHOOL FOR THE BLIND 175 NO. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND PHYSICAL FITNESS PROGRAM	10,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
ROCKPORT MUSIC BOX 312 ROCKPORT, MA 01996	N/A	PUBLIC CHARITY	CAMPAIGN FOR SHALIN LIU PERFORMANCE CENTER	15,000.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,000.
STUDIO 7 ARTS, INC. 7 STANDISH STREET CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,500.
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	BOAT BUILDING PROGRAMS	10,000.
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD, MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 150 SHS. CITIGROUP INC.		02/20/05	07/06/11
b 340 SHS. EXXON MOBIL CORPORATION		02/28/72	03/29/11
c 500 SHS. EXXON MOBIL CORPORATION		02/28/72	12/30/11
d 150000 US TREASURY BILLS		06/02/11	07/18/11
e 300000 US TREASURY BILLS		12/30/10	06/02/11
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,234.		72,630.	-66,396.
b 28,104.		794.	27,310.
c 42,554.		1,167.	41,387.
d 149,928.		149,951.	-23.
e 299,892.		299,892.	0.
f 8,137.			8,137.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-66,396.
b			27,310.
c			41,387.
d			-23.
e			0.
f			8,137.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	10,415.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
150 SHS. CITIGROUP INC.	6,234.	72,630.	0.	PURCHASED	02/20/05	07/06/11
					-66,396.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
340 SHS. EXXON MOBIL CORPORATION	28,104.	10,423.	0.	PURCHASED	02/28/72	03/29/11
					17,681.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
150000 US TREASURY BILLS	149,928.	149,951.	0.	PURCHASED	06/02/11	07/18/11
					-23.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300000 US TREASURY BILLS	PURCHASED	12/30/10	06/02/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
299,892.	299,892.	0.	0.
(F) GAIN OR LOSS	8,137.		
CAPITAL GAINS DIVIDENDS FROM PART IV			8,137.
TOTAL TO FORM 990-PF, PART I, LINE 6A			-40,601.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
SOURCE	AMOUNT	
STATE STREET BANK & TRUST	108.	
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	108.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK & TRUST	368,002.	8,137.	359,865.
TOTAL TO FM 990-PF, PART I, LN 4	368,002.	8,137.	359,865.

FORM 990-PF OTHER INCOME	STATEMENT	4	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	22,243.	22,243.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,243.	22,243.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROUDE & HOCHBERG LLP	1,061.	0.		0.	
TO FM 990-PF, PG 1, LN 16A	1,061.	0.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROUDE & HOCHBERG LLP	8,225.	0.		0.	
DARMODY, MERLINO & CO., LLP	7,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	15,225.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROUDE & HOCHBERG GRANT ADMIN. FEE	79,999.	0.		79,999.	
BROUDE & HOCHBERG TRUST ADMIN. FEE	34,706.	34,706.		0.	
TO FORM 990-PF, PG 1, LN 16C	114,705.	34,706.		79,999.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING TAX	1,434.	1,434.			0.
FEDERAL ESTIMATED TAX 2011	2,720.	0.			0.
FEDERAL TAX 2010 BALANCE DUE	1,065.	0.			0.
TO FORM 990-PF, PG 1, LN 18	5,219.	1,434.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASSOC. OF SMALL FOUNDATIONS DUES	695.	0.			0.
STATE STREET TRANSACTION FEES	195.	195.			0.
LIABILITY INSURANCE	1,250.	0.			0.
ADVERTISING	2,000.	0.			0.
INVESTMENT MANAGEMENT FEE	15,000.	15,000.			0.
CIA VALE DO RIO DOCE ADR FEES	220.	220.			0.
BP PRUDOE BAY EXPENSES	12,847.	12,847.			0.
MA FORM PC FILING FEE	125.	0.			0.
TO FORM 990-PF, PG 1, LN 23	32,332.	28,262.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
AMOUNTS REPORTED AS INCOME IN 2011 NOT RECEIVED UNTIL 2012		336.	
TOTAL TO FORM 990-PF, PART III, LINE 5		336.	

FORM 990-PF	OTHER FUNDS	STATEMENT	11
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
ACCUMULATED INCOME	30,087.	128,952.	
TOTAL TO FORM 990-PF, PART II, LINE 29	30,087.	128,952.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
21,007 SH. AT&T INC.	590,860.	635,252.	
2,500 SH. BHP BILLITON PLC	168,172.	145,975.	
2,500 SH. BP PLC ADR	69,592.	106,850.	
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980.	113,960.	
8,548 SH. BANK OF AMERICA CORP.	150,950.	47,527.	
3,000 SH. BOSTON PROPERTIES INC.	268,819.	298,800.	
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	218,065.	
5,610 SH. CAMDEN NATIONAL CORP.	121,842.	182,886.	
2,500 SH. CAMECO CORP.	118,025.	45,125.	
1,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	78,560.	
2,500 SH. CATERPILLAR INC.	176,751.	226,500.	
2,000 SH. CENOVUS ENERGY INC.	50,916.	66,400.	
6,000 SH. CHEVRON CORP.	358,740.	638,400.	
3,331 SH. CISCO SYSTEMS INC.	57,918.	60,224.	
0 SH. CITIGROUP INC.	0.	0.	
8,000 SH. COCA COLA CO.	329,718.	559,760.	
4,000 SH. CIA VALE DO RIO DOCE-ADR	84,900.	85,800.	
6,800 SH. CONAGRA FOODS INC.	181,864.	179,520.	
4,676 SH. CONOCOPHILLIPS	248,115.	340,740.	
2,000 SH. DEERE & CO.	73,036.	154,700.	
1,500 SH. DISNEY CO.	41,850.	56,250.	
4,500 SH. DOW CHEMICAL CO.	240,390.	129,420.	
10,000 SH. DU PONT DE NEMOURS & CO.	467,087.	457,800.	
2,201 SH. DUKE ENERGY CORP.	29,867.	48,422.	
4,500 SH. DUKE REALTY CORP.	141,992.	54,225.	
4,000 SH. EMERSON ELECTRIC CO.	63,205.	186,360.	
2,000 SH. ENCANA CORP.	55,180.	37,060.	
24,000 SH. EXXONMOBIL CORP.	735,716.	2,034,240.	
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040.	147,160.	
1,024 SH. FRONTIER COMMUNICATIONS CORP.	9,183.	5,274.	
26,810 SH. GENERAL ELECTRIC CO.	620,770.	480,167.	
14,400 SH. GENERAL MILLS INC.	302,405.	581,904.	
1,000 SH. HEWLETT PACKARD CO.	31,875.	25,760.	
1,000 SH. IBM CORP.	130,525.	183,880.	

7,400 SH. JP MORGAN CHASE & CO.	269,341.	246,050.
870 SH. JOHNSON & JOHNSON	56,924.	57,055.
2,143 SH. KIMBERLY CLARK CORP.	115,109.	157,639.
1,404 SH. MEDCO HEALTH SOLUTIONS INC.	31,285.	78,484.
9,844 SH. MERCK & CO. INC.	411,850.	371,119.
2,000 SH. MICROSOFT CORP.	51,512.	51,920.
1,000 SH NATIONAL GRID PLC	46,566.	48,480.
1,000 SH. PEPSICO INC.	59,708.	66,350.
7,189 SH. PFIZER INC.	113,557.	155,570.
3,000 SH. PLUM CREEK TIMBER CO.	80,360.	109,680.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	740,481.
2,000 SH. PROGRESS ENERGY INC.	82,260.	112,040.
500 SH. ROCKWOOD HLDGS INC.	26,435.	19,685.
1,100 SH. SPECTRA ENERGY CORP.	21,084.	33,825.
10,000 SH. STATE STREET CORP.	145,281.	403,100.
1,000 SH TECK RESOURCES LIMITED	57,609.	35,190.
2,000 SH. TEMPLE INLAND INC.	39,274.	63,420.
1,000 SH. 3M CO.	72,717.	81,730.
6,500 SH. US BANCORP	191,360.	175,825.
2,000 SH. UNION PACIFIC CORP.	48,026.	211,880.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	190,034.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	171,312.
6,000 SH. WELLS FARGO & CO.	179,145.	165,360.
4,886 SH. WEYERHAEUSER CO.	136,012.	91,222.
4,000 SH. WILLIAMS COS. INC.	37,916.	132,080.
400 SH. ZIMMER HOLDINGS INC.	9,078.	21,368.
	<hr/>	<hr/>
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,281,757.	12,603,865.
	<hr/> <hr/>	<hr/> <hr/>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

HELEN HAY WHITNEY FOUNDATION

GRANTEE'S ADDRESS20 SQUADRON BLVD, SUITE 630
NEW CITY, NY 10956

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
50,000.	01/07/11	50,000.

PURPOSE OF GRANT

SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP.

DATES OF REPORTS BY GRANTEE

07/24/2012

ANY DIVERSION BY GRANTEE

NONE

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
25,000.	02/14/11	25,000.

PURPOSE OF GRANT

UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSION AT MECHANICS HALL.

DATES OF REPORTS BY GRANTEE

08/07/2012

ANY DIVERSION BY GRANTEE

NONE

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000.	07/21/11	10,000.

PURPOSE OF GRANT

UNDERWRITE FALL SHAKESPEARE CONCERT AT EMMANUEL CHURCH AND RECORDING SESSION AT MECHANICS HALL.

DATES OF REPORTS BY GRANTEE

08/07/2012

ANY DIVERSION BY GRANTEE

NONE

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
7,000.	09/12/11	7,000.

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

08/08/2012

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEFFREY D. HUTCHINS, TRUSTEE, C/O BROUDE & HOCHBERG LLP
75 FEDERAL STREET, SUITE 1300
BOSTON, MA 02110

TELEPHONE NUMBER

617-748-5100

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ACCEPTED FROM PUBLIC CHARITIES. APPLICATIONS SHOULD BE BY LETTER, AND CONTAIN A DESCRIPTION OF THE APPLICANT ORGANIZATION, PURPOSE AND BUDGET OF GRANT SOLICITED, AND PROOF OF TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO ORGANIZATIONS LOCATED IN THE NORTHEASTERN UNITED STATES.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. MATTINA R PROCTOR FOUNDATION C/O BROUDE & HOCHBERG LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 11-1067014
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 75 FEDERAL ST, NO. 1300	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110-1921	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JEFFREY D. HUTCHINS, TRUSTEE

- The books are in the care of ▶ **75 FEDERAL ST, SUITE 1300 - BOSTON, MA 02110-1921**
 Telephone No. ▶ **617-748-5100** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,720.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,720.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2011, or fiscal year beginning _____, 2011, and ending _____, 20____

2011

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization MATTINA R PROCTOR FOUNDATION C/O BROUDE & HOCHBERG LLP	Employer identification number 11-1067014
--	---

Name and title of officer
**JEFFREY D. HUTCHINS
TRUSTEE**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b _____
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b <u>2136</u>
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize **BROUDE & HOCHBERG LLP** to enter my PIN **54312**
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

04394435492
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**