

**Return of Private Foundation**

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

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

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>MATTINA R PROCTOR FOUNDATION C/O BROUDE &amp; HOCHBERG LLP</b>		<b>A Employer identification number</b>  <b>11-1067014</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>75 FEDERAL ST</b>	Room/suite <b>1300</b>	<b>B Telephone number</b>  <b>(617) 748-5100</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BOSTON, MA 02110-1921</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>15,506,404.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....			<b>N/A</b>	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	411,986.	417,449.		<b>STATEMENT 2</b>
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	143,426.			<b>STATEMENT 1</b>
	<b>b</b> Gross sales price for all assets on line 6a .....	490,499.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		202,432.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	9,041.	21,928.		<b>STATEMENT 3</b>	
<b>12 Total.</b> Add lines 1 through 11 .....	564,453.	641,809.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	75,732.	37,866.		37,866.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees ..... <b>STMT 4</b>	1,162.	0.		0.
	<b>b</b> Accounting fees ..... <b>STMT 5</b>	16,377.	0.		0.
	<b>c</b> Other professional fees ..... <b>STMT 6</b>	120,272.	50,506.		69,766.
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... <b>STMT 7</b>	9,575.	1,575.		0.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	1,279.	0.		0.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... <b>STMT 8</b>	24,784.	20,719.		1,800.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	249,181.	110,666.		109,432.
	<b>25</b> Contributions, gifts, grants paid .....	655,000.			655,000.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	904,181.	110,666.		764,432.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	-339,728.				
<b>b Net investment income</b> (if negative, enter -0-) .....		531,143.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			<b>N/A</b>		

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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		1,034.	647.	647.	
	2	Savings and temporary cash investments		378,560.	386,295.	386,295.	
	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 11		8,709,606.	8,359,379.	15,097,462.
	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)			0.	0.	22,000.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)			9,089,200.	8,746,321.	15,506,404.	
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	<b>Total liabilities</b> (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			8,848,778.	8,593,253.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			240,422.	153,068.	STATEMENT 10
30	<b>Total net assets or fund balances</b>			9,089,200.	8,746,321.		
31	<b>Total liabilities and net assets/fund balances</b>			9,089,200.	8,746,321.		

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	9,089,200.
2	Enter amount from Part I, line 27a	2	-339,728.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	8,749,472.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	3,151.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,746,321.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 490,499.		288,067.	202,432.

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			202,432.

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	202,432.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	690,370.	12,936,336.	.053367
2011	697,863.	12,692,024.	.054984
2010	547,281.	11,712,165.	.046728
2009	666,643.	10,803,962.	.061704
2008	734,222.	14,359,325.	.051132

2 Total of line 1, column (d) .....	2	.267915
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	.053583
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 .....	4	14,092,660.
5 Multiply line 4 by line 3 .....	5	755,127.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	5,311.
7 Add lines 5 and 6 .....	7	760,438.
8 Enter qualifying distributions from Part XII, line 4 .....	8	764,432.

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.

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**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	5,311.
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	5,311.
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	5,311.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	6,300.
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	989.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 989. Refunded		11	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 the 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 2013 or the taxable year beginning in 2013 (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

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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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
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 2013?

**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? **SEE STATEMENT 12**  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?  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? **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
JEFFREY D HUTCHINS 75 FEDERAL STREET, SUITE 1300 BOSTON, MA 02110	TRUSTEE 10.00	37,866.	0.	0.
WILLIAM I. HOCHBERG 201 SANTA MONICA BLVD., SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 10.00	37,866.	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
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	GRANT ADMINISTRATION	69,766.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	TRUST ADMINISTRATION	50,506.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	LEGAL AND TAX	10,539.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>0</b>

**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	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	14,092,279.
b	Average of monthly cash balances .....	1b	214,990.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	14,307,269.
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	14,307,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	214,609.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	14,092,660.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	704,633.

**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	704,633.
2a	Tax on investment income for 2013 from Part VI, line 5 .....	2a	5,311.
b	Income tax for 2013. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	5,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	699,322.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	699,322.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	699,322.

**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	764,432.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	764,432.
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	5,311.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	759,121.

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



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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				699,322.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			429,823.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	764,432.			
a Applied to 2012, but not more than line 2a			429,823.	
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 2013 distributable amount				334,609.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				364,713.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

**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 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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					
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 or e-mail address of the person to whom applications should be addressed:

**SEE STATEMENT 13**

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 (2013)

C/O BROUDE & HOCHBERG LLP

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**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
ACTION FOR BOSTON COMMUNITY DEVELOPMENT 178 TREMONT STREET BOSTON, MA 02111	N/A	PUBLIC CHARITY	WINTER EMERGENCY INITIATIVE	2,500.
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF RAKING THE SNOW BY DAVID OWENS	10,000.
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF RAKING THE SNOW BY DAVID OWENS	4,000.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	N/A	PUBLIC CHARITY	MAINE WOODS INITIATIVE	10,000.
BARRY PRICE REHABILITATION CENTER 1 WASHINGTON ST., SUITE 400 WELLESLEY, MA 02481	N/A	PUBLIC CHARITY	GENERAL	2,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>655,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				
				<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, membership dues, interest on savings, dividends, rental income, and other revenue, ending with a subtotal of 564,453.

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

Table with 2 columns: Line No. and a text area for explaining how each activity contributes to the foundation's exempt purposes.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: [Date] Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name: JENNIFER E. KLINE; Preparer's signature: [Signature]; Date: [Date]; Check [ ] if self-employed; PTIN: P01432534; Firm's name: BROUDE & HOCHBERG LLP; Firm's EIN: 04-2232383; Firm's address: 75 FEDERAL STREET, SUITE 1300 BOSTON, MA 02110-1921; Phone no.: 617-748-5100

**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 450 SH. IBM CORP.	P	07/06/11	09/06/13
b 2,000 SH. ENCANA CORP.	P	07/27/06	11/06/13
c 1,000 SH. EXXON MOBIL CORP.	P		04/30/13
d 1,000 SH. EXXON MOBIL CORP.	P		07/18/13
e 300 SH. IBM CORP.	P	02/20/05	04/30/13
f 200 SH. IBM CORP.	P	02/20/05	07/18/13
g 1,000 SH. TECK COMINCO LTD.	P	12/21/10	11/06/13
h 2,000 SH. VALE SA ADR	P	04/25/07	11/06/13
i 50 SH. IBM CORP.	P	02/20/05	09/06/13
j CAPITAL GAINS DIVIDENDS			
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 82,367.		75,523.	6,844.
b 37,159.		55,180.	-18,021.
c 88,498.		329.	88,169.
d 94,468.		1,975.	92,493.
e 60,342.		27,966.	32,376.
f 39,611.		18,644.	20,967.
g 27,520.		57,609.	-30,089.
h 33,579.		42,450.	-8,871.
i 9,152.		8,391.	761.
j 17,803.			17,803.
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			6,844.
b			-18,021.
c			88,169.
d			92,493.
e			32,376.
f			20,967.
g			-30,089.
h			-8,871.
i			761.
j			17,803.
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	202,432.
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 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 CHAMBER CONCERTS PO BOX 599 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	MUSICAL PERFORMANCE OF LA VOIX HUMAINE BY FRANCIS POULENC	2,000.
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CENTER HOUSE/CENTER CLUB	5,000.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	BIDMC MUSIC THERAPY PRACTICUM	30,000.
BOSTON EARLY MUSIC FESTIVAL 161 FIRST STREET, SUITE 202 CAMBRIDGE, MA 02142	N/A	PUBLIC CHARITY	RECORDING OF MUSIC BY MARC-ANTOINE CHARPENTIER	20,000.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	GENERAL	25,000.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	SUPPORT FOR CHORUS IN MUSICAL PERFORMANCE OF THE FLYING DUTCHMAN	50,000.
CAMDEN AREA DISTRICT NURSING ASSOCIATION PO BOX 547 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,500.
CAMP SUNSHINE AT SEBAGO LAKE, INC. 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	FAMILY SPONSORSHIPS AND NEW MATTRESSES	14,000.
COASTAL MOUNTAINS LAND TRUST 101 MT. BATTIE STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	BALD AND RAGGED MOUNTAINS CAMPAIGN	5,000.
COMMUNITY SCHOOL PO BOX 555 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
<b>Total from continuation sheets</b> .....				<b>626,000.</b>

**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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)				
CRADLES TO CRAYONS 155 NORTH BEACON STREET BRIGHTON, MA 02135	N/A	PUBLIC CHARITY	READY FOR SCHOOL PROGRAM	2,500.
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	CREATIVE ARTS PROGRAM	5,000.
EIGHT LIGHTS, INC. 5 BESSOM STREET MARBLEHEAD, MA 01945	N/A	PUBLIC CHARITY	GENERAL CAPITAL CAMPAIGN	4,000.
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	MUSICAL PERFORMANCE OF THE GREAT GATSBY BY JOHN HARBISON	50,000.
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	SHAKESPEARE CONCERTS AND PARMA RECORDING PROJECT	40,500.
HANDEL AND HAYDN SOCIETY 300 MASSACHUSETTS AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	HANDEL'S JEPHTHA, SOPRANO AND BASS SOLOISTS	5,000.
HELEN HAY WHITNEY FOUNDATION 20 SQUADRON BLVD. SUITE 630 NEW CITY, NY 10956	N/A	PRIVATE FOUNDATION	ONE HHW FELLOWSHIP THIRD INSTALLMENT	50,000.
ILLINOIS STATE UNIVERSITY COLLEGE OF FINE ARTS, BOX 5660 NORMAL, IL 61790	N/A	PUBLIC CHARITY	THE SHAKESPEARE CONCERT SERIES	2,500.
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	N/A	PUBLIC CHARITY	CHAMBER MUSIC CONCERTS	2,000.
JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	ADOPTION RESOURCES PROGRAM	10,000.
<b>Total from continuation sheets</b>				



**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
LAUDHOLM TRUST PO BOX 1007 WELLS, ME 04090	N/A	PUBLIC CHARITY	SOLAR POWER INFRASTRUCTURE PROJECT	25,000.
LOWN CARDIOVASCULAR RESEARCH FOUNDATION 21 LONGWOOD AVENUE BROOKLINE, MA 02446	N/A	PUBLIC CHARITY	2013 AVOIDING AVOIDABLE CARE CONFERENCE	20,000.
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL	5,000.
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS STREET, SUITE M1 PORTLAND, ME 04101	N/A	PUBLIC CHARITY	GENERAL	2,500.
MASSACHUSETTS GENERAL HOSPITAL FOR CHILDREN 55 FRUIT ST.-YAWKEY 8B-8893 BOSTON, MA 02114	N/A	PUBLIC CHARITY	DR. VERENA GOBEL MEDICAL RESEARCH, INSTALLMENT #1 OF 2	50,000.
MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER OUTREACH	5,000.
NATIONAL RECORDING PRESERVATION FOUNDATION C/O FOX AGENCY, 40 WALL ST., 6TH FL. NEW YORK, NY 10005	N/A	PUBLIC CHARITY	RESTORATION OF CULTURALLY SIGNIFICANT RECORDINGS FROM MAINE	5,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	SUSTAINABLE SEAFOODS PROGRAMS	10,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	NEC JAZZ PROGRAM	5,000.
NORTHEAST HISTORIC FILM 85 MAIN STREET, PO BOX 900 BUCKSPORT, ME 04416	N/A	PUBLIC CHARITY	FILM PROJECT	2,000.
<b>Total from continuation sheets</b> .....				

**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
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	VOLUNTEER LAWYERS FOR THE ARTS AND CONCERTO PERFORMANCE	25,000.
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	MAINE LAW PROGRAM AND GUITARFEST	5,000.
ONE FUND BOSTON PO BOX 990009 BOSTON, MA 02199	N/A	PUBLIC CHARITY	GENERAL	5,000.
PERKINS SCHOOL FOR THE BLIND 175 N. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND INTERNET RADIO STATION	10,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000.
PINE TREE LEGAL ASSISTANCE PO BOX 547 PORTLAND, ME 04112	N/A	PUBLIC CHARITY	GENERAL	1,000.
PORTLAND CHAMBER MUSIC FESTIVAL 50 MARKET ST., SUITE 137 PORTLAND, ME 04106	N/A	PUBLIC CHARITY	2013 COMPOSERS COMPETITION	2,500.
RILEY SCHOOL PO BOX 159 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GREENHOUSE RENOVATION PROJECT	2,500.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,500.
STUDIO 7 ARTS, INC. 58 HIGHLAND STREET CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,000.
<b>Total from continuation sheets</b> .....				

**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
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN, INSTALLMENT #1 OF 2	25,000.
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD, MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000.
THE NATURE CONSERVANCY IN MAINE 14 MAINE STREET, SUITE 401 BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	GENERAL	5,000.
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND, ME 04103-2670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	75,000.
<b>Total from continuation sheets .....</b>				

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

---

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
450 SH. IBM CORP.			PURCHASED	07/06/11	09/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
82,367.	58,736.	0.	0.	23,631.	

---

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SH. ENCAN A CORP.			PURCHASED	07/27/06	11/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
37,159.	55,180.	0.	0.	-18,021.	

---

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SH. EXXON MOBIL CORP.			PURCHASED		04/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
88,498.	30,655.	0.	0.	57,843.	

---

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SH. EXXON MOBIL CORP.	94,468.	30,655.	0.	0.	63,813.	PURCHASED		07/18/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH. IBM CORP.	60,342.	39,157.	0.	0.	21,185.	PURCHASED	02/20/05	04/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SH. IBM CORP.	39,611.	26,105.	0.	0.	13,506.	PURCHASED	02/20/05	07/18/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SH. TECK COMINCO LTD.	27,520.	57,609.	0.	0.	-30,089.	PURCHASED	12/21/10	11/06/13

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SH. VALE SA ADR	PURCHASED	04/25/07	11/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
33,579.	42,450.	0.	0.
(F) GAIN OR LOSS	-8,871.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SH. IBM CORP.	PURCHASED	02/20/05	09/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
9,152.	6,526.	0.	0.
(F) GAIN OR LOSS	2,626.		

CAPITAL GAINS DIVIDENDS FROM PART IV	17,803.
TOTAL TO FORM 990-PF, PART I, LINE 6A	143,426.

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	429,789.	17,803.	411,986.	417,449.	
TO PART I, LINE 4	429,789.	17,803.	411,986.	417,449.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	9,041.	21,928.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,041.	21,928.	

FORM 990-PF	LEGAL FEES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG LLP LEGAL	1,162.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,162.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG LLP TAX	9,377.	0.		0.
DARMODY, MERLINO & CO., LLP	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	16,377.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG GRANT ADMIN. FEE	69,766.	0.		69,766.
BROUDE & HOCHBERG TRUST ADMIN. FEE	50,506.	50,506.		0.
TO FORM 990-PF, PG 1, LN 16C	120,272.	50,506.		69,766.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING TAX	1,575.	1,575.			0.
FEDERAL TAX 2012 PAID ON EXTENSION	8,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	9,575.	1,575.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASSOC. OF SMALL FOUNDATIONS DUES	725.	0.			0.
STATE STREET CUSTODY FEES	9,409.	9,409.			0.
STATE STREET TRANSACTION FEES	165.	0.			0.
LIABILITY INSURANCE	1,250.	0.			0.
ADVERTISING	1,800.	0.		1,800.	
INVESTMENT MANAGEMENT FEE	11,250.	11,250.			0.
CIA VALE DO RIO DOCE ADR FEES	60.	60.			0.
MA FORM PC FILING FEE	125.	0.			0.
TO FORM 990-PF, PG 1, LN 23	24,784.	20,719.			1,800.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
DECREASE IN BOOK VALUE AS A RESULT OF A RETURN OF CAPITAL		3,151.	
TOTAL TO FORM 990-PF, PART III, LINE 5		3,151.	



FORM 990-PF	OTHER FUNDS	STATEMENT	10
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
ACCUMULATED INCOME	240,422.	153,068.	
TOTAL TO FORM 990-PF, PART II, LINE 29	240,422.	153,068.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
21,007 SH. AT&T INC.	590,860.	738,606.	
2,500 SH. BHP BILLITON PLC	168,172.	155,300.	
2,500 SH. BP PLC ADR	69,592.	121,525.	
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980.	79,630.	
3,000 SH. BOSTON PROPERTIES INC.	268,819.	301,110.	
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	328,892.	
5,610 SH. CAMDEN NATIONAL CORP.	121,842.	234,711.	
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	114,040.	
2,500 SH. CATERPILLAR INC.	176,751.	227,025.	
2,000 SH. CENOVUS ENERGY INC.	50,916.	57,300.	
6,000 SH. CHEVRON CORP.	358,740.	749,460.	
3,331 SH. CISCO SYSTEMS INC.	57,918.	74,714.	
16,000 SH. COCA COLA CO.	329,718.	660,960.	
6,000 SH. CONAGRA FOODS INC.	160,468.	202,200.	
4,676 SH. CONOCOPHILLIPS	188,635.	330,359.	
2,000 SH. DEERE & CO.	73,036.	182,660.	
1,500 SH. DISNEY CO.	41,850.	114,600.	
4,500 SH. DOW CHEMICAL CO.	240,390.	199,800.	
10,000 SH. DU PONT DE NEMOURS & CO.	467,087.	649,700.	
2,475 SH. DUKE ENERGY CORP.	112,112.	170,800.	
4,500 SH. DUKE REALTY CORP.	139,364.	67,680.	
4,000 SH. EMERSON ELECTRIC CO.	63,205.	280,720.	
0 SH. ENCANNA CORP.	0.	0.	
20,000 SH. EXXONMOBIL CORP.	613,097.	2,024,000.	
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040.	150,960.	
26,810 SH. GENERAL ELECTRIC CO.	620,770.	751,484.	
12,000 SH. GENERAL MILLS INC.	252,004.	598,920.	
0 SH. IBM CORP.	0.	0.	
7,400 SH. JP MORGAN CHASE & CO.	269,342.	432,752.	
870 SH. JOHNSON & JOHNSON	56,924.	79,683.	
2,143 SH. KIMBERLY CLARK CORP.	115,109.	223,858.	
9,844 SH. MERCK & CO. INC.	411,850.	492,692.	
2,000 SH. MICROSOFT CORP.	51,512.	74,820.	
1,000 SH. NATIONAL GRID PLC	46,566.	65,320.	

1,000 SH. PEPSICO INC.	59,708.	82,940.
7,189 SH. PFIZER INC.	113,557.	220,199.
2,338 SH. PHILLIPS 66-W/I	59,480.	180,330.
3,000 SH. PLUM CREEK TIMBER CO.	80,360.	139,530.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	903,651.
500 SH. ROCKWOOD HLDGS INC.	25,910.	35,960.
1,100 SH. SPECTRA ENERGY CORP.	21,084.	39,182.
10,000 SH. STATE STREET CORP.	145,281.	733,900.
0 SH. TECK RESOURCES LIMITED	0.	0.
1,000 SH. 3M CO.	72,717.	140,250.
6,500 SH. US BANCORP	191,360.	262,600.
2,000 SH. UNION PACIFIC CORP.	48,026.	336,000.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	295,880.
2,000 SH. VALE DO RIO DOCE-ADR	0.	0.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	209,828.
6,000 SH. WELLS FARGO & CO.	179,145.	272,400.
4,886 SH. WEYERHAEUSER CO.	136,012.	154,251.
4,000 SH. WILLIAMS COS. INC.	31,005.	154,280.
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TOTAL TO FORM 990-PF, PART II, LINE 10B	8,359,379.	15,097,462.
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 12

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.	01/16/13	50,000.

PURPOSE OF GRANT

SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP.

DATES OF REPORTS BY GRANTEE

05/07/2014

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>
10,500.	01/16/13	10,500.

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

08/13/2014

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.	03/08/13	25,000.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

08/13/2014

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>
5,000.	12/31/13	5,000.

PURPOSE OF GRANT

SUPPLEMENTAL FUNDING FOR PARMA RECORDS RECORDING CONTRACT.

DATES OF REPORTS BY GRANTEE

08/13/2014

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF

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

STATEMENT 13

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

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at** [www.irs.gov/form8868](http://www.irs.gov/form8868) .

- 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](http://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.*

		Enter filer's identifying number
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>MATTINA R PROCTOR FOUNDATION C/O BROUDE &amp; HOCHBERG LLP</b>	Employer identification number (EIN) or  <b>11-1067014</b>
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. <b>75 FEDERAL ST, NO. 1300</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02110-1921</b>	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2013** 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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	5,312.
<b>b</b> If this application is for Forms 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.	<b>3b</b>	\$	6,300.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.