

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.

For calendar year 2015 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 or province, country, and ZIP or foreign postal 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"/> 2. Foreign organizations meeting the 85% test, 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) \$ 13,836,836.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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				
	4 Dividends and interest from securities	463,462.	462,272.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-36,035.			STATEMENT 1
	b Gross sales price for all assets on line 6a 575,085.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	5,160.	5,160.		STATEMENT 3	
12 Total. Add lines 1 through 11	432,587.	467,432.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	91,728.	45,864.		45,864.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	2,333.	0.		0.
	b Accounting fees STMT 5	17,268.	0.		0.
	c Other professional fees STMT 6	111,818.	40,119.		71,699.
	17 Interest				
	18 Taxes STMT 7	10,287.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,313.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	32,767.	27,739.		2,905.
	24 Total operating and administrative expenses. Add lines 13 through 23	268,514.	113,722.		120,468.
	25 Contributions, gifts, grants paid	713,500.			713,500.
26 Total expenses and disbursements. Add lines 24 and 25	982,014.	113,722.		833,968.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-549,427.				
b Net investment income (if negative, enter -0-)		353,710.			
c Adjusted net income (if negative, enter -0-)			N/A		

MATTINA R PROCTOR FOUNDATION
C/O BROUDE & HOCHBERG LLP

Form 990-PF (2015)

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	196,305.		
	2 Savings and temporary cash investments	509,312.	199,140.	199,140.
	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 10 7,895,578.	7,874,628.	13,637,696.
	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 PROCTOR HEIRS TRUST)	22,000.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,623,195.	8,073,768.	13,836,836.	
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	8,354,922.	8,067,384.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	268,273.	6,384.	STATEMENT 9	
30 Total net assets or fund balances	8,623,195.	8,073,768.		
31 Total liabilities and net assets/fund balances	8,623,195.	8,073,768.		

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	8,623,195.
2 Enter amount from Part I, line 27a	2	-549,427.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	8,073,768.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,073,768.

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 STATEMENTS			
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	575,085.		620,570.	-45,485.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-45,485.

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	-45,485.
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))
2014	837,021.	15,121,394.	.055353
2013	759,121.	14,092,660.	.053866
2012	690,370.	12,936,336.	.053367
2011	697,863.	12,692,024.	.054984
2010	547,281.	11,712,165.	.046728

2	Total of line 1, column (d)	2	.264298
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	.052860
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	14,057,360.
5	Multiply line 4 by line 3	5	743,072.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,537.
7	Add lines 5 and 6	7	746,609.
8	Enter qualifying distributions from Part XII, line 4	8	833,968.

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

C/O BROUDE & HOCHBERG LLP

Form 990-PF (2015)

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	3,537.
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	3,537.
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	3,537.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,464.	
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	12,464.	
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	8,927.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 8,927. Refunded <input checked="" type="checkbox"/>	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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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 (2015)

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 2015, 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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?
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 2015 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 2015?

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 11** Yes No

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

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

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

6b

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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	45,864.	0.	0.
WILLIAM I. HOCHBERG 1900 AVENUE OF THE STARS, 21ST FLOOR LOS ANGELES, CA 90067	TRUSTEE 10.00	45,864.	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	71,699.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	TRUST ADMINISTRATION	40,119.
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		
3 All other program-related investments. See instructions.		
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	13,979,287.
b	Average of monthly cash balances	1b	292,144.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,271,431.
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	14,271,431.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	214,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,057,360.
6	Minimum investment return. Enter 5% of line 5	6	702,868.

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	702,868.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	3,537.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,537.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	699,331.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	699,331.
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	699,331.

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	833,968.
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	833,968.
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	3,537.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	830,431.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				699,331.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			264,688.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 833,968.				
a Applied to 2014, but not more than line 2a			264,688.	
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 2015 distributable amount				569,280.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				130,051.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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)

Table with 5 columns: (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 12

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 (2015)

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ADOPTION RESOURCES OF CJP 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	GENERAL	4,000.
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF THE TEMPEST BY JOSEPH SUMMER	100,000.
AMERICAN RED CROSS OF MAINE 2401 CONGRESS STREET PORTLAND, ME 04102	N/A	PUBLIC CHARITY	SUPPORT FOR NEW BLOODMOBILE FOR MAINE	20,000.
ARTS LEARNING 12 HIGHLAND STREET NATICK, MA 01760	N/A	PUBLIC CHARITY	SCHOOL LEADERS FOR ARTS EDUCATION PROGRAM	10,000.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR HEARING LOSS AWARENESS/PREVENTION FOR MUSICIANS	12,500.
Total	SEE CONTINUATION SHEET(S)			713,500.
b Approved for future payment				
NONE				
Total				
				0.

523611
11-24-15

** SEE PURPOSE OF GRANT CONTINUATIONS

Form 990-PF (2015)

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 ALBEMARLE CORP, 240.150 SHS	P	01/13/15	08/04/15
b CAPITAL ONE BANK USA NA CD	P	02/02/15	03/27/15
c DISCOVER BANK CD	P	12/01/15	12/18/15
d GE CAPITAL BANK CD	P	01/21/15	03/13/15
e GOLDMAN SACHS BANK CD	P	11/03/15	12/31/15
f GOLDMAN SACHS BANK CD	P	11/03/15	12/28/15
g SECURITY FINANCIAL BANK CD	P	03/04/15	03/16/15
h SOUTH32 LTD ADR SPONSORED, 1000 SHS	P	05/29/15	08/04/15
i STERLINGS SAVINGS BANK CD	P	01/21/15	03/13/15
j APPLE BANK FOR SAVINGS CD	P	08/05/15	08/25/15
k BANK OF BARODA CD	P	04/14/15	06/23/15
l BANK OF INDIA CD	P	07/22/15	08/25/15
m BANK OF INDIA CD	P	07/22/15	09/23/15
n MERCHANTS BANK INDIANA CD	P	06/01/15	06/29/15
o SANTANDER BANK NA CD	P	05/01/15	06/17/15

(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 12,860.		14,341.	-1,481.
b 50,000.		50,295.	-295.
c 27,000.		27,000.	0.
d 7,000.		7,002.	-2.
e 20,000.		20,117.	-117.
f 20,000.		20,015.	-15.
g 20,000.		20,004.	-4.
h 6,260.		9,000.	-2,740.
i 10,000.		10,000.	0.
j 38,956.		39,000.	-44.
k 6,000.		5,998.	2.
l 7,960.		7,998.	-38.
m 10,000.		9,997.	3.
n 22,000.		21,998.	2.
o 35,000.		34,998.	2.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,481.
b			-295.
c			0.
d			-2.
e			-117.
f			-15.
g			-4.
h			-2,740.
i			0.
j			-44.
k			2.
l			-38.
m			3.
n			2.
o			2.

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	
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	

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 SYNCHRONY BANK CD	P	01/21/15	03/13/15
b ROCKWOOD HOLDINGS INC, 500.000 SHS	P	06/27/11	01/13/15
c BP PRUDHOE BAY ROYALTY TRUST, 1000 SHS	P	08/11/06	08/04/15
d CHEMOURS CO, 2000 SHS	P		08/04/15
e FREEPORT-MCMORAN INC, 4000 SHS	P	04/25/07	04/13/15
f NATIONAL GRID PLC SPON ADR, 1000 SHS	P	10/21/10	08/04/15
g CAPITAL GAINS DIVIDENDS			
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 15,000.		14,998.	2.
b 39,666.		25,060.	14,606.
c 52,469.		75,980.	-23,511.
d 20,123.		21,163.	-1,040.
e 73,257.		139,040.	-65,783.
f 66,736.		46,566.	20,170.
g 14,798.			14,798.
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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2.
b			14,606.
c			-23,511.
d			-1,040.
e			-65,783.
f			20,170.
g			14,798.
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	-45,485.
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

523591
04-01-15

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
BOSTON CONSERVATORY 8 THE FENWAY BOSTON, MA 02215	N/A	PUBLIC CHARITY	SUPPORT FOR 132 IPSWICH STREET PROJECT, INSTALLMENT #2 OF 4	12,500.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	GENERAL	25,000.
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVE., 1ST FL. BOSTON, MA 02118	N/A	PUBLIC CHARITY	SUPPORT FOR MUSIC THERAPIST POSITION	5,000.
BOSTON YOUTH SYMPHONY ORCHESTRAS 855 COMMONWEALTH AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCE OF VERDI'S UN BALLO IN MASCHERA	10,000.
CAMDEN AREA MEALS-ON-WHEELS 39 SUMMER STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	SUPPORT FOR KITCHEN RENOVATION	2,500.
CHRIST CHURCH, HAMILTON, MA 149 ASBURY STREET SOUTH HAMILTON, MA 01982	N/A	PUBLIC CHARITY	RESTORATION OF THE CHURCH'S MEDIEVAL STAINED GLASS WINDOWS	15,000.
COTTING SCHOOL 453 CONCORD AVENUE LEXINGTON, MA 02421	N/A	PUBLIC CHARITY	FOR THE PURCHASE OF ORFF XYLOPHONES FOR THE SCHOOL'S MUSIC PROGRAM	2,500.
CREATIVE COMMUNITY FOR PEACE P.O. BOX 341069 LOS ANGELES, CA 90034	N/A	PUBLIC CHARITY	GENERAL	2,500.
CULTURES IN HARMONY (ANIM) 6496 N. TUXEDO STREET INDIANAPOLIS, IN 46220	N/A	PUBLIC CHARITY	MUSIC IN AFGHANISTAN	5,000.
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST, 6TH FLOOR BROOKLINE, MA 02445-7226	N/A	PUBLIC CHARITY	SUPPORT FOR DANA-FARBER'S CREATIVE ARTS PROGRAM AND MOBILE MUSIC STUDIO	10,000.
Total from continuation sheets				567,000.

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
DOWNEAST SCENIC RAILROAD P.O. BOX 1041 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	SUPPORT FOR EDUCATIONAL TRAIN EXCURSION AND HISTORY PROGRAM FOR SCHOOL STUDENTS	2,500.
EARLY MUSIC FOUNDATION, NEW YORK 10 WEST 68TH STREET NEW YORK, NY 10023	N/A	PUBLIC CHARITY	OCTOBER 2015 PERFORMANCE OF 18TH CENTURY SPANISH AND LATIN AMERICAN REPERTOIRE	10,000.
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	SUPPORT FOR THE HARBISON CANTATA COMMISSION IN MEMORY OF CRAIG SMITH	10,000.
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	20,000.
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	2015 SHAKESPEARE CONCERT AT JORDAN HALL AND CONCOMITANT RECORDINGS	39,000.
FRACTURED ATLAS (CUATRO PUNTOS) 82 BRITTANY FARMS ROAD #135 NEW BRITAIN, CT 06053	N/A	PUBLIC CHARITY	EXPANSION OF THE CUATRO PUNTOS EDUCATIONAL CURRICULUM, "LIFE WITHOUT MUSIC" TO THE	6,000.
GODDARD HOUSE 165 CHESTNUT STREET BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	SUPPORT FOR THERAPEUTIC ORGANIC FARMING PROGRAM FOR FRAIL OLDER ADULTS AND INDIVIDUALS WITH	2,500.
HANDEL AND HAYDN SOCIETY 9 HARCOURT STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	UNDERWRITING OF SARAH COBURN'S APPEARANCE IN MENDELSSOHN'S ELIJAH, AND RECORDING OF HAYDN'S THE CREATION	20,000.
HOME AWAY BOSTON, INC. 250 FIRST AVENUE, #321 BOSTON, MA 02129	N/A	PUBLIC CHARITY	PROVIDE HOUSING FOR ONE YEAR TO A PATIENT AND HIS OR HER FAMILY DURING TREATMENT IN THE PEDIATRIC	48,500.
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
LIFELIGHT FOUNDATION P.O. BOX 899 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	PURCHASE OF MEDICAL EQUIPMENT TO RETROFIT NEW AIRCRAFT	7,500.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	N/A	PUBLIC CHARITY	SUPPORT FOR YOUTH AGRICULTURAL PROGRAMMING AT ERICKSON FIELDS PRESERVE IN ROCKPORT,	5,000.
MAINE MEDIA WORKSHOPS & COLLEGE P.O. BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL	25,000.
MANOMET CENTER FOR CONSERVATION SCIENCES P.O. BOX 98 CASCO, ME 04015	N/A	PUBLIC CHARITY	STRENGTHENING NETWORK-WIDE COMMUNICATION AND CONSERVATION OF THE WESTERN HEMISPHERE	5,000.
MERCY HEALTHCARE FOUNDATION MERCY HOSPITAL, 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	FIVE-YEAR PLEDGE TO THE MATTINA R. PROCTOR DIABETES CENTER FOR OUTREACH AND FOR RELOCATION TO FORE	50,000.
MUSICARES 3030 OLYMPIC BOULEVARD SANTA BARBARA, CA 90404	N/A	PUBLIC CHARITY	SUPPORT FOR HEALTHY ESSENTIALS PROGRAM FOR THE BENEFIT OF MUSICIANS LIVING IN MID-COAST MAINE AND/OR	10,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	MARINE ANIMAL RESCUE PROJECT	5,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	50,000.
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR COMBINED DEGREE PROGRAM WITH NORTHEASTERN UNIVERSITY SCHOOL OF LAW AND COLLEGE OF	25,000.
PARMA MUSIC FESTIVAL 24 ADAMS STREET, #3R WALTHAM, MA 02453	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCES AND RECORDINGS AS PART OF THE THE SHAKESPEARE CONCERTS	6,000.
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
PERKINS SCHOOL FOR THE BLIND 175 N. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	MATTINA PROCTOR FUND FOR MUSIC, INSTALLMENT #2 OF 2	25,000.
PINE TREE LEGAL ASSISTANCE P.O. 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	2015 COMPOSERS COMPETITION	2,500.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	5,000.
SABBATHDAY LAKE SHAKER MUSEUM 707 SHAKER ROAD NEW GLOUCESTER, ME 04260	N/A	PUBLIC CHARITY	2015 MAINE FESTIVAL OF AMERICAN MUSIC	1,000.
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	GENERAL; TWO-YEAR SCHOLARSHIP, INSTALLMENT #1 OF 2	33,000.
TUFTS UNIVERSITY 20 TALBOT AVENUE MEDFORD, MA 02155	N/A	PUBLIC CHARITY	LATIN JAZZ CONCERT	2,500.
UNITED WAY OF GREATER PORTLAND ONE CANAL PLAZA, SUITE 300 PORTLAND, ME 04112	N/A	PUBLIC CHARITY	PROGRAMS FOR EARLY CHILDHOOD EDUCATION AND HEALTH	2,500.
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND, ME 04103-2670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	50,000.
WGBH EDUCATIONAL FOUNDATION P.O. BOX 414670 BOSTON, MA 02241-4670	N/A	PUBLIC CHARITY	GENERAL	3,500.
Total from continuation sheets				

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FRACTURED ATLAS (CUATRO PUNTOS)

EXPANSION OF THE CUATRO PUNTOS EDUCATIONAL CURRICULUM, "LIFE WITHOUT
MUSIC" TO THE BOSTON PUBLIC SCHOOLS

NAME OF RECIPIENT - GODDARD HOUSE

SUPPORT FOR THERAPEUTIC ORGANIC FARMING PROGRAM FOR FRAIL OLDER ADULTS
AND INDIVIDUALS WITH ALZHEIMER'S DISEASE

NAME OF RECIPIENT - HOME AWAY BOSTON, INC.

PROVIDE HOUSING FOR ONE YEAR TO A PATIENT AND HIS OR HER FAMILY DURING
TREATMENT IN THE PEDIATRIC HEMATOLOGY-ONCOLOGY PROGRAM AT MASSGENERAL
HOSPITAL FOR CHILDREN

NAME OF RECIPIENT - MAINE COAST HERITAGE TRUST

SUPPORT FOR YOUTH AGRICULTURAL PROGRAMMING AT ERICKSON FIELDS PRESERVE
IN ROCKPORT, MAINE

NAME OF RECIPIENT - MANOMET CENTER FOR CONSERVATION SCIENCES

STRENGTHENING NETWORK-WIDE COMMUNICATION AND CONSERVATION OF THE
WESTERN HEMISPHERE SHOREBIRD RESERVE NETWORK PROGRAM

NAME OF RECIPIENT - MERCY HEALTHCARE FOUNDATION

FIVE-YEAR PLEDGE TO THE MATTINA R. PROCTOR DIABETES CENTER FOR OUTREACH
AND FOR RELOCATION TO FORE RIVER CAMPUS, INSTALLMENT #1 OF 5

NAME OF RECIPIENT - MUSICARES

SUPPORT FOR HEALTHY ESSENTIALS PROGRAM FOR THE BENEFIT OF MUSICIANS
LIVING IN MID-COAST MAINE AND/OR THE BOSTON AREA

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NORTHEASTERN UNIVERSITY

SUPPORT FOR COMBINED DEGREE PROGRAM WITH NORTHEASTERN UNIVERSITY SCHOOL
OF LAW AND COLLEGE OF ARTS, MEDIA AND DESIGN (CAMD), CO-OP POSITIONS
FOR LAW STUDENTS AT VOLUNTEER LAWYERS FOR THE ARTS IN MAINE AND
MASSACHUSETTS AND/OR PUBLIC INTEREST CO-OP POSITIONS IN MID-COAST
MAINE; GUITARFEST 2016

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
ALBEMARLE CORP, 240.150 SHS	12,860.	14,341.	0.	PURCHASED	0.	-1,481.
					01/13/15	08/04/15

(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
CAPITAL ONE BANK USA NA CD	50,000.	50,295.	0.	PURCHASED	0.	-295.
					02/02/15	03/27/15

(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
DISCOVER BANK CD	27,000.	27,000.	0.	PURCHASED	0.	0.
					12/01/15	12/18/15

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GE CAPITAL BANK CD	7,000.	7,002.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS BANK CD	20,000.	20,117.	0.	0.	-117.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS BANK CD	20,000.	20,015.	0.	0.	-15.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECURITY FINANCIAL BANK CD	20,000.	20,004.	0.	0.	-4.

(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
SOUTH32 LTD ADR SPONSORED, 1000 SHS	6,260.	0.	0.	PURCHASED	05/29/15	08/04/15

(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
STERLINGS SAVINGS BANK CD	10,000.	10,000.	0.	PURCHASED	01/21/15	03/13/15

(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
APPLE BANK FOR SAVINGS CD	38,956.	39,000.	0.	PURCHASED	08/05/15	08/25/15

(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
BANK OF BARODA CD	6,000.	5,998.	0.	PURCHASED	04/14/15	06/23/15

(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
BANK OF INDIA CD	7,960.	7,998.	0.	PURCHASED	07/22/15	08/25/15
						-38.

(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
BANK OF INDIA CD	10,000.	9,997.	0.	PURCHASED	07/22/15	09/23/15
						3.

(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
MERCHANTS BANK INDIANA CD	22,000.	21,998.	0.	PURCHASED	06/01/15	06/29/15
						2.

(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
SANTANDER BANK NA CD	35,000.	34,998.	0.	PURCHASED	05/01/15	06/17/15
						2.

(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
SYNCHRONY BANK CD	15,000.	14,998.	0.	PURCHASED	01/21/15	03/13/15

(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
ROCKWOOD HOLDINGS INC, 500.000 SHS	39,666.	24,610.	0.	PURCHASED	06/27/11	01/13/15

(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
BP PRUDHOE BAY ROYALTY TRUST, 1000 SHS	52,469.	75,980.	0.	PURCHASED	08/11/06	08/04/15

(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
CHEMOURS CO, 2000 SHS	20,123.	21,163.	0.	PURCHASED		08/04/15

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FREEMPORT-MCMORAN INC, 4000 SHS	PURCHASED	04/25/07	04/13/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,257.	139,040.	0.	0.	-65,783.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NATIONAL GRID PLC SPON ADR, 1000 SHS	PURCHASED	10/21/10	08/04/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,736.	46,566.	0.	0.	20,170.

CAPITAL GAINS DIVIDENDS FROM PART IV	14,798.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-36,035.

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	29.	0.	29.	26.	
WELLS FARGO ADVISORS	478,231.	14,798.	463,433.	462,246.	
TO PART I, LINE 4	478,260.	14,798.	463,462.	462,272.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
WELLS FARGO ADVISORS	5,160.	5,160.		
TOTAL TO FORM 990-PF, PART I, LINE 11	5,160.	5,160.		

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	2,333.	0.		0.	
TO FM 990-PF, PG 1, LN 16A	2,333.	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	10,068.	0.		0.	
DARMODY, MERLINO & CO., LLP	7,200.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	17,268.	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	71,699.	0.		71,699.	
BROUDE & HOCHBERG TRUST ADMIN. FEE	40,119.	40,119.		0.	
TO FORM 990-PF, PG 1, LN 16C	111,818.	40,119.		71,699.	

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	287.	0.		0.	
FEDERAL ESTIMATED TAX 2014	10,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	10,287.	0.		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	
EXPONENT PHILANTHROPY MEMBERSHIP DUES	750.	0.		0.	
STATE STREET CUSTODY FEES	452.	452.		0.	
LIABILITY INSURANCE	1,250.	0.		0.	
ADVERTISING	2,905.	0.		2,905.	
WELLS FARGO INVESTMENT FEE	27,285.	27,287.		0.	
MA FORM PC FILING FEE	125.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	32,767.	27,739.		2,905.	

FORM 990-PF	OTHER FUNDS		STATEMENT	9
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
ACCUMULATED INCOME	268,273.	6,384.		
TOTAL TO FORM 990-PF, PART II, LINE 29	268,273.	6,384.		

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500 SH. APPLE	53,963.	52,630.
21,007 SH. AT&T INC.	590,860.	722,851.
B P PRUDHOE BAY ROYALTY TRUST	0.	0.
2,500 SH. BHP BILLITON PLC	168,172.	56,625.
3,000 SH. BOSTON PROPERTIES INC.	268,819.	382,620.
2,500 SH. BP PLC ADR	69,592.	78,150.
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	425,673.
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	111,760.
3,400 SH. CATERPILLAR INC.	250,676.	231,064.
6,000 SH. CHEVRON CORP.	358,740.	539,760.
3,331 SH. CISCO SYSTEMS INC.	57,918.	90,453.
16,000 SH. COCA COLA CO.	329,718.	687,360.
6,000 SH. CONAGRA FOODS INC.	160,468.	252,960.
4,676 SH. CONOCOPHILLIPS	188,635.	218,322.
1,500 SH. DISNEY CO.	41,850.	157,620.
4,500 SH. DOW CHEMICAL CO.	240,390.	231,660.
10,000 SH. DU PONT DE NEMOURS & CO.	445,924.	666,000.
2,475 SH. DUKE ENERGY CORP.	112,112.	176,690.
4,500 SH. DUKE REALTY CORP.	139,210.	94,590.
4,000 SH. EMERSON ELECTRIC CO.	63,205.	191,320.
20,000 SH. EXXONMOBIL CORP.	613,097.	1,559,000.
FREEMONT-MCMORAN COPPER & GOLD	0.	0.
26,810 SH. GENERAL ELECTRIC CO.	620,770.	835,132.
12,000 SH. GENERAL MILLS INC.	252,004.	691,920.
7,250 SH. GLOBAL X SUPERDIVIDEND ETF	158,521.	142,970.
870 SH. JOHNSON & JOHNSON	56,924.	89,366.
7,400 SH. JP MORGAN CHASE & CO.	269,342.	488,622.
9,844 SH. MERCK & CO. INC.	411,850.	519,960.
2,000 SH. MICROSOFT CORP.	51,512.	110,960.
NATIONAL GRID PLC	0.	0.
1,000 SH. PEPSICO INC.	59,708.	99,920.
7,189 SH. PFIZER INC.	113,557.	232,061.
2,338 SH. PHILLIPS 66-W/I	59,480.	191,248.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	881,451.
ROCKWOOD HLDGS INC.	0.	0.
10,000 SH. STATE STREET CORP.	145,281.	663,600.
4,000 SH. UNION PACIFIC CORP.	48,026.	312,800.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	249,782.
6,500 SH. US BANCORP	191,360.	277,355.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	197,359.
6,000 SH. WELLS FARGO & CO.	179,145.	326,160.
4,886 SH. WEYERHAEUSER CO.	136,012.	146,482.
4,000 SH. WILLIAMS COS. INC.	31,005.	102,800.
1,000 SH. 3M CO.	72,717.	150,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,874,628.	13,637,696.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

GRANT AMOUNT

10,000.

DATE OF GRANT

01/20/15

AMOUNT EXPENDED

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

05/06/16

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.	03/18/15	

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

05/06/16

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>
4,000.	09/21/15	

PURPOSE OF GRANT

UNDERWRITE RECORDING PRODUCTION COSTS WITH CENTAUR RECORDS.

DATES OF REPORTS BY GRANTEE

05/06/16

ANY DIVERSION BY GRANTEE

NONE

