

Return of Private Foundation

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ 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 2016 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) ▶ \$ 15,043,884.	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				N/A	
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	87.	198.		STATEMENT 2
4	Dividends and interest from securities	448,358.	444,788.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	154,421.			STATEMENT 1
b	Gross sales price for all assets on line 6a	704,831.			
7	Capital gain net income (from Part IV, line 2)		97,621.		
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	11,000.	11,000.		STATEMENT 4
12	Total. Add lines 1 through 11	613,866.	553,607.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	91,308.	45,654.		45,654.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	1,676.	0.		0.
b	Accounting fees	13,259.	0.		0.
c	Other professional fees	110,531.	39,332.		71,199.
17	Interest				
18	Taxes	4,342.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,778.	0.		0.
22	Printing and publications				
23	Other expenses	35,109.	28,184.		2,300.
24	Total operating and administrative expenses. Add lines 13 through 23	259,003.	113,170.		119,153.
25	Contributions, gifts, grants paid	570,500.			570,500.
26	Total expenses and disbursements. Add lines 24 and 25	829,503.	113,170.		689,653.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-215,637.			
b	Net investment income (if negative, enter -0-)		440,437.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	199,140.	155,009.	155,009.
	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 7,874,628.	7,703,122.	14,888,875.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,073,768.	7,858,131.	15,043,884.	
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	8,067,384.	7,841,657.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,384.	16,474.	STATEMENT 10
30 Total net assets or fund balances	8,073,768.	7,858,131.		
31 Total liabilities and net assets/fund balances	8,073,768.	7,858,131.		

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	8,073,768.
2 Enter amount from Part I, line 27a	2	-215,637.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,858,131.
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	7,858,131.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 704,831.		607,210.	97,621.

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			97,621.

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	97,621.
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))
2015	830,431.	14,057,360.	.059074
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

2 Total of line 1, column (d)	2	.276644
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	.055329
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,983,021.
5 Multiply line 4 by line 3	5	773,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,404.
7 Add lines 5 and 6	7	778,071.
8 Enter qualifying distributions from Part XII, line 4	8	689,653.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	8,809.
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	8,809.
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	8,809.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,927.	
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	12,927.	
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	4,118.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 4,118. Refunded <input 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 type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
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 type="checkbox"/> <u>MA</u>		
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 <i>General Instruction G</i> ? <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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ N/A		
14 The books are in care of ▶ JEFFREY D. HUTCHINS, TRUSTEE Telephone no. ▶ 617-748-5100		
Located at ▶ 75 FEDERAL ST, SUITE 1300, BOSTON, MA ZIP+4 ▶ 02110-1921		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2016, 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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)? 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	45,654.	0.	0.
WILLIAM I. HOCHBERG 1900 AVENUE OF THE STARS, 21ST FLOOR LOS ANGELES, CA 90067	TRUSTEE 10.00	45,654.	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	71,199.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	TRUST ADMINISTRATION	39,332.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,093,286.
b	Average of monthly cash balances	1b	102,674.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,195,960.
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	14,195,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,939.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,983,021.
6	Minimum investment return. Enter 5% of line 5	6	699,151.

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	699,151.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,809.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,809.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	690,342.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	690,342.
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	690,342.

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	689,653.
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	689,653.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	689,653.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				690,342.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			130,051.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 689,653.				
a Applied to 2015, but not more than line 2a			130,051.	
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 2016 distributable amount				559,602.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				130,740.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016, (b) 2015, (c) 2014, (d) 2013, (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).

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.

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

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C/O BROUDE & HOCHBERG LLP

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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 JF&CS 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	GENERAL	10,000.
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF THE TEMPEST BY JOSEPH SUMMER	2,500.
AMERICAN RED CROSS OF MAINE 2401 CONGRESS STREET PORTLAND, ME 04102	N/A	PUBLIC CHARITY	SUPPORT FOR NEW BLOODMOBILE FOR MAINE	8,500.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	N/A	PUBLIC CHARITY	SUPPORT FOR MAINE WOODS INITIATIVE: SUSTAINABLE FORESTRY PROGRAM	2,500.
ARTS LEARNING 12 COVEY ROAD WALPOLE, MA 02081	N/A	PUBLIC CHARITY	SCHOOL ARTS LEADER PROGRAM	10,000.
Total	SEE CONTINUATION SHEET(S)			570,500.
b Approved for future payment				
NONE				
Total				
				0.

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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 APPLE, INC., 500.000 SHS	P	03/28/16	11/22/16
b APPLE, INC., 300.000 SHS	P	03/28/16	11/22/16
c BANK OF BARODA CD .4000% DUE 03/30/2016	P	03/08/16	03/30/16
d BANK OF CHINA CD .5000% DUE 12/22/2016	P	10/17/16	12/22/16
e BANK OF CHINA CD .3000% DUE 12/16/2016	P	11/02/16	12/16/16
f BANK OF CHINA CD .4000% DUE 09/26/2016	P	08/25/16	09/26/16
g APPLE, INC., 500.000 SHS	P	08/25/16	11/22/16
h CONOCOPHILLIPS, 4676.000 SHS	P	02/20/05	03/28/16
i EXXONMOBIL CORP., 340.000 SHS	P	02/20/05	05/03/16
j EXXONMOBIL CORP., 1660.000 SHS	P	02/20/05	05/03/16
k WILLIAMS COMPANIES, INC., 4000.000 SHS	P	09/22/93	03/28/16
l CAPITAL GAINS DIVIDENDS			
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	55,816.		52,815.	3,001.
b	33,490.		31,692.	1,798.
c	20,000.		20,000.	0.
d	15,000.		15,000.	0.
e	36,000.		36,000.	0.
f	60,000.		60,000.	0.
g	55,816.		53,963.	1,853.
h	182,684.		188,635.	-5,951.
i	29,972.		20,077.	9,895.
j	146,333.		98,023.	48,310.
k	61,483.		31,005.	30,478.
l	8,237.			8,237.
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			3,001.
b			1,798.
c			0.
d			0.
e			0.
f			0.
g			1,853.
h			-5,951.
i			9,895.
j			48,310.
k			30,478.
l			8,237.
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	97,621.
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
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	JUST THE RIGHT VOLUME PROGRAM FOR HEARING LOSS AWARENESS/PREVENTION FOR MUSICIANS	5,000.
BOSTON CONSERVATORY 8 THE FENWAY BOSTON, MA 02215	N/A	PUBLIC CHARITY	SUPPORT FOR 132 IPSWICH STREET PROJECT, INSTALLMENT #3 OF 4	12,500.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	UNDERWRITE RAISED ORCHESTRA PIT FOR DON GIOVANNI PRODUCTION	15,000.
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	GENERAL	25,000.
BOSTON YOUTH SYMPHONY ORCHESTRAS 855 COMMONWEALTH AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCES OF VERDI'S OTELLO AND ROSSINI'S LA CENERENTOLA	15,000.
CAMDEN CONFERENCE P.O. BOX 882 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	SUPPORT FOR 2016 CONFERENCE, THE NEW AFRICA	15,000.
CANTATA SINGERS 729 BOYLSTON STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	IN SUPPORT OF THE APRIL 2016 PERFORMANCE OF BRAHMS' GERMAN REQUIEM	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	10,000.
CHURCH OF THE TRANSFIGURATION P.O. BOX 2831 ORLEANS, MA 02653	N/A	PUBLIC CHARITY	SUPPORT FOR E.M. SKINNER ORGAN RESTORATION AND BUILDING PROJECT	20,000.
Total from continuation sheets				537,000.

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
CULTURES IN HARMONY (ANIM) 6496 N. TUXEDO STREET INDIANAPOLIS, IN 46220	N/A	PUBLIC CHARITY	TO BENEFIT AFGHANISTAN NATIONAL INSTITUTE OF MUSIC	6,000.
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	UNDERWRITE THE TWO BASS ROLES OF PHOEBUS AND PAN IN THE APRIL 9, 2016 PERFORMANCE OF BACH'S SECULAR CANTATA	10,000.
ENGAGE CUBA FOUNDATION 1050 THOMAS JEFFERSON STREET WASHINGTON, DC 20007	N/A	PUBLIC CHARITY	MUSIC PROGRAMS/GENERAL	5,000.
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	THE SHAKESPEARE CONCERTS SERIES RECORDINGS	10,000.
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	SUPPORT FOR THE SHAKESPEARE CONCERTS 2016 PERFORMANCE	25,000.
FRIENDS OF PRESUMPCOT RIVER P.O. BOX 1474 WESTBROOK, ME 04098	N/A	PUBLIC CHARITY	GENERAL	5,000.
HANDEL AND HAYDN SOCIETY 9 HARCOURT STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	UNDERWRITING OF JOELLE HARVEY'S APPEARANCE IN HANDEL'S SAUL	10,000.
HANDEL AND HAYDN SOCIETY 9 HARCOURT STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	SUPPORT FOR BACH CHRISTMAS CONCERT	2,500.
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
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR 2016-2017 CONCERT SEASON	2,500.
LOWN INSTITUTE 21 LONGWOOD AVENUE BROOKLINE, MA 02446	N/A	PUBLIC CHARITY	SUPPORT FOR RIGHT CARE, MAINE CHAPTER	25,000.
MAINE MEDIA WORKSHOPS & COLLEGE P.O. BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	ARCHITECTURAL DESIGN AND PLANNING PHASE OF A MASTER FACILITIES PLAN	25,000.
MCH, INC. 46 SUMMER STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	SUPPORT FOR RENOVATION AND CONSTRUCTION OF A NEW KITCHEN FOR MEALS ON WHEELS PROGRAM	2,500.
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	GENERAL	5,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	MARINE ANIMAL RESCUE PROJECT	10,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	25,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	10,000.
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
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	SUPPORT FOR GREAT PERFORMANCES AND MORE PROJECT	5,000.
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	10,000.
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	4,000.
PERKINS SCHOOL FOR THE BLIND 175 N. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	INSTALLMENT #1 OF 2 IN SUPPORT OF PERKINS RADIO PROJECT	25,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	2,500.
PORT RESOURCES 280 B GANNETT DRIVE SOUTH PORTLAND, ME 04106	N/A	PUBLIC CHARITY	TO PURCHASE TABLET COMPUTERS	1,000.
PORTLAND CHAMBER MUSIC FESTIVAL 50 MARKET STREET, SUITE 137 PORTLAND, ME 04106	N/A	PUBLIC CHARITY	2016 COMPOSERS COMPETITION	2,500.
PRICE CENTER 27 CHRISTINA STREET, SUITE 201 NEWTON, MA 02461	N/A	PUBLIC CHARITY	GENERAL	2,500.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	5,000.
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	TWO-YEAR SCHOLARSHIP, INSTALLMENT #2 OF 2	9,000.
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 - EMMANUEL MUSIC

UNDERWRITE THE TWO BASS ROLES OF PHOEBUS AND PAN IN THE APRIL 9, 2016
PERFORMANCE OF BACH'S SECULAR CANTATA BWV 201

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 - MERCY HEALTHCARE FOUNDATION

FIVE-YEAR PLEDGE TO THE MATTINA R. PROCTOR DIABETES CENTER FOR OUTREACH
AND FOR RELOCATION TO FORE RIVER CAMPUS, INSTALLMENT #2 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

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
BANK OF CHINA CD .5000% DUE 12/22/2016	PURCHASED	10/17/16	12/22/16	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	14,995.	0.	0.	5.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
BANK OF CHINA CD .3000% DUE 12/16/2016	PURCHASED	11/02/16	12/16/16	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,000.	36,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
BANK OF CHINA CD .4000% DUE 09/26/2016	PURCHASED	08/25/16	09/26/16	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,000.	60,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
APPLE, INC., 500.000 SHS	PURCHASED	08/25/16	11/22/16	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,816.	53,963.	0.	0.	1,853.

(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
CONOCOPHILLIPS, 4676.000 SHS	182,684.	188,635.	0.	PURCHASED	02/20/05	03/28/16
						-5,951.

(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
EXXONMOBIL CORP., 340.000 SHS	29,972.	10,423.	0.	PURCHASED	02/20/05	05/03/16
						19,549.

(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
EXXONMOBIL CORP., 1660.000 SHS	146,333.	50,887.	0.	PURCHASED	02/20/05	05/03/16
						95,446.

(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
WILLIAMS COMPANIES, INC., 4000.000 SHS	61,483.	31,005.	0.	PURCHASED	09/22/93	03/28/16
						30,478.

CAPITAL GAINS DIVIDENDS FROM PART IV						8,237.
TOTAL TO FORM 990-PF, PART I, LINE 6A						154,421.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	40.	41.	
WELLS FARGO	47.	157.	
TOTAL TO PART I, LINE 3	87.	198.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO ADVISORS	456,595.	8,237.	448,358.	444,788.	
TO PART I, LINE 4	456,595.	8,237.	448,358.	444,788.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROCTOR HEIRS TRUST	11,000.	11,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,000.	11,000.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG LLP LEGAL	1,676.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,676.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROUDE & HOCHBERG LLP TAX	6,059.	0.		0.	
DARMODY, MERLINO & CO., LLP	7,200.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	13,259.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROUDE & HOCHBERG GRANT ADMIN. FEE	71,199.	0.		71,199.	
BROUDE & HOCHBERG TRUST ADMIN. FEE	39,332.	39,332.		0.	
TO FORM 990-PF, PG 1, LN 16C	110,531.	39,332.		71,199.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING TAX	342.	0.		0.	
FEDERAL ESTIMATED TAX 2016	4,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,342.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXPONENT PHILANTHROPY				
MEMBERSHIP DUES	750.	0.		0.
LIABILITY INSURANCE	1,250.	0.		0.
WEBSITE DEVELOPMENT	2,500.	0.		0.
ADVERTISING	2,300.	0.		2,300.
STATE STREET CUSTODY FEES	597.	597.		0.
WELLS FARGO INVESTMENT FEE	27,587.	27,587.		0.
MA FORM PC FILING FEE	125.	0.		0.
TO FORM 990-PF, PG 1, LN 23	35,109.	28,184.		2,300.

FORM 990-PF	OTHER FUNDS		STATEMENT 10
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
ACCUMULATED INCOME	6,384.	16,474.	
TOTAL TO FORM 990-PF, PART II, LINE 29	6,384.	16,474.	

FORM 990-PF	CORPORATE STOCK		STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
APPLE	0.	0.	
21,007 SH. AT&T INC.	590,860.	893,428.	
2,500 SH. BHP BILLITON PLC	168,172.	78,650.	
3,000 SH. BOSTON PROPERTIES INC.	268,819.	377,340.	
2,500 SH. BP PLC ADR	69,592.	93,450.	
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	361,627.	
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	134,800.	
3,400 SH. CATERPILLAR INC.	250,676.	315,316.	
6,000 SH. CHEVRON CORP.	358,740.	706,200.	
3,331 SH. CISCO SYSTEMS INC.	57,918.	100,663.	
16,000 SH. COCA COLA CO.	329,718.	663,360.	
6,000 SH. CONAGRA FOODS INC.	123,937.	237,300.	
CONOCOPHILLIPS	0.	0.	
1,500 SH. DISNEY CO.	41,850.	156,330.	

4,500 SH. DOW CHEMICAL CO.	240,390.	257,490.
10,000 SH. DU PONT DE NEMOURS & CO.	445,924.	734,000.
2,475 SH. DUKE ENERGY CORP.	112,112.	192,110.
8,200 SH. DUKE REALTY CORP	220,109.	217,792.
4,000 SH. EMERSON ELECTRIC CO.	63,205.	223,000.
18,000 SH. EXXONMOBIL CORP.	551,787.	1,624,680.
26,810 SH. GENERAL ELECTRIC CO.	620,770.	847,196.
12,000 SH. GENERAL MILLS INC.	252,004.	741,240.
7,350 SH. GLOBAL X SUPERDIVIDEND ETF	160,487.	152,954.
870 SH. JOHNSON & JOHNSON	56,924.	100,233.
7,400 SH. JP MORGAN CHASE & CO.	269,342.	638,546.
2,000 SH. LAMB WESTON HOLDINGS, INC.	36,531.	75,700.
9,844 SH. MERCK & CO. INC.	411,850.	579,516.
3,500 SH. MICROSOFT CORP.	132,054.	217,490.
1,000 SH. PEPSICO INC.	59,708.	104,630.
7,189 SH. PFIZER INC.	113,557.	233,499.
2,338 SH. PHILLIPS 66-W/I	59,480.	202,027.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	933,288.
10,000 SH. STATE STREET CORP.	145,281.	777,200.
4,000 SH. UNION PACIFIC CORP.	48,026.	414,720.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	285,012.
6,500 SH. US BANCORP	191,360.	333,905.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	227,933.
6,000 SH. WELLS FARGO & CO.	179,145.	330,660.
4,886 SH. WEYERHAEUSER CO.	136,012.	147,020.
WILLIAMS COS. INC.	0.	0.
1,000 SH. 3M CO.	72,717.	178,570.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>7,703,122.</u>	<u>14,888,875.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

GRANT AMOUNT

10,000.

DATE OF GRANT

01/15/16

AMOUNT EXPENDED

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

05/31/17

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.	01/22/16	

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

05/31/17

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 Automatic 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.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (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
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MATTINA R PROCTOR FOUNDATION C/O BROUDE & HOCHBERG LLP	Employer identification number (EIN) or 11-1067014
	Number, street, and room or suite no. If a P.O. box, see instructions. 75 FEDERAL ST, NO. 1300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110-1921	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

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 6-month extension of time until **NOVEMBER 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year **2016** or
- ▶ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12,927.
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.	3b	\$	12,927.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	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.

**MAIL TO: DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0045**