Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
MATTINA R PROCTOR FOUNDATION
C/O BROUDE & HOCHBERG LLP

A Employer identification number 11-1067014

Number and street (or P.O. box number if mail is not delivered to street address): 75 FEDERAL ST
Room/suite: 1300

B Telephone number (617)748-5100

City or town, state, and ZIP code: BOSTON, MA 02110-1921

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,253,043.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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 ▶ ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	399,948.	397,299.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	127,840.			STATEMENT 1
b	Gross sales price for all assets on line 6a 699,993.				
7	Capital gain net income (from Part IV, line 2)		232,192.		
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	9,294.	22,432.		STATEMENT 3
12	**Total.** Add lines 1 through 11	537,082.	651,923.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	71,544.	42,926.		28,618.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	1,306.	0.		0.
b	Accounting fees STMT 5	17,793.	0.		0.
c	Other professional fees STMT 6	113,733.	47,697.		66,036.
17	Interest				
18	Taxes STMT 7	4,339.	1,339.		0.
19	Depreciation and depletion		3,365.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	40,310.	28,230.		1,000.
24	**Total operating and administrative expenses.** Add lines 13 through 23	249,025.	123,557.		95,654.
25	Contributions, gifts, grants paid	600,000.			600,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	849,025.	123,557.		695,654.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-311,943.			
b	**Net investment income** (if negative, enter -0-)		528,366.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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	939.	1,034.	1,034.
	2	Savings and temporary cash investments	118,447.	378,560.	378,560.
	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	9,281,757.	8,709,606.	12,851,449.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)	0.	0.	22,000.
	16	**Total assets** (to be completed by all filers)	9,401,143.	9,089,200.	13,253,043.
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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	9,272,191.	8,848,778.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	128,952.	240,422.	STATEMENT 9
	30	**Total net assets or fund balances**	9,401,143.	9,089,200.	
	31	**Total liabilities and net assets/fund balances**	9,401,143.	9,089,200.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,401,143.
2	Enter amount from Part I, line 27a	2	-311,943.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,089,200.
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	9,089,200.

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	699,993.		467,801.	232,192.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
a				
b				
c				
d				
e				232,192.

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 } 2 232,192.

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))
2011	697,863.	12,692,024.	.054984
2010	547,281.	11,712,165.	.046728
2009	666,643.	10,803,962.	.061704
2008	734,222.	14,359,325.	.051132
2007	747,816.	16,163,094.	.046267

2	**Total** of line 1, column (d)	2	.260815
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	.052163
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,936,336.
5	Multiply line 4 by line 3	5	674,798.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,284.
7	Add lines 5 and 6	7	680,082.
8	Enter qualifying distributions from Part XII, line 4	8	695,654.

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.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	5,284.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,284.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,284.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,584.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,584.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	6,300.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	6,300.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.) N/A	2b		
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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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 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** X

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	35,772.	0.	0.
WILLIAM I. HOCHBERG 201 SANTA MONICA BLVD., SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 5.00	35,772.	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

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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	66,036.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	TRUST ADMINISTRATION	47,697.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	LEGAL AND TAX	12,099.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,978,561.
b	Average of monthly cash balances	1b	154,775.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,133,336.
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	13,133,336.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	197,000.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,936,336.
6	**Minimum investment return.** Enter 5% of line 5	6	646,817.

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	646,817.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,284.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,284.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	641,533.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	641,533.
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	641,533.

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	695,654.
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	695,654.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,284.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	690,370.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				641,533.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			483,944.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 695,654.				
a Applied to 2011, but not more than line 2a			483,944.	
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 2012 distributable amount				211,710.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				429,823.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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:

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 JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	GENERAL	10,000.
ARCADIA PLAYERS 4 OLD SOUTH STREET NORTHAMPTON, MA 01060	N/A	PUBLIC CHARITY	2013 SHAKESPEARE CONCERTS	10,000.
BARRY PRICE REHABILITATION CENTER 38 BORDER STREET WEST NEWTON, MA 02465	N/A	PUBLIC CHARITY	GENERAL	2,500.
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CENTER HOUSE	5,000.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02215	N/A	PUBLIC CHARITY	BIDMC MUSIC THERAPY PRACTICUM	15,000.
Total SEE CONTINUATION SHEET(S) ▶ **3a**				600,000.
b *Approved for future payment* NONE				
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	399,948.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	9,294.	
8 Gain or (loss) from sales of assets other than inventory			18	127,840.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		537,082.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 537,082.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee | Date | Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JEFFREY D. HUTCHINS				P00179642

Firm's name ▶ BROUDE & HOCHBERG LLP

Firm's EIN ▶ 04-2232283

Firm's address ▶ 75 FEDERAL STREET, SUITE 1300
BOSTON, MA 02110-1921

Phone no. 617-748-5100

Form **990-PF** (2012)

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	8548 SHS. BANK OF AMERICA CORP.	D		05/07/12
b	2500 SHS. CAMECO CORP.	P	04/25/07	05/07/12
c	800 SHS. CONAGRA INC.	D	12/04/01	09/28/12
d	.3266 SHS. DUKE ENERGY CORP.	D	12/04/85	07/09/12
e	.2400 SHS. EXPRESS SCRIPTS HOLDING CO.	P	02/20/05	04/13/12
f	1137 SHS. EXPRESS SCRIPTS HOLDING CO.	P		09/28/12
g	500 SHS. EXXON MOBIL CORP.	D	02/28/72	01/05/12
h	1500 SHS. EXXON MOBIL CORP.	D	02/28/72	05/07/12
i	1024 SHS. FRONTIER COMMUNICATIONS CORP.	D		03/30/12
j	2400 SHS. GENERAL MILLS INC.	D	07/10/70	09/28/12
k	1000 SHS. HEWLETT PACKARD CO.	P		08/29/12
l	1404 SHS. MEDCO HEALTH SOLUTIONS INC.	P		04/02/12
m	2000 SHS. TEMPLE INLAND INC.	P		02/13/12
n	2000 SHS. VALE SA ADR	P	04/25/07	09/28/12
o	.3333 SHS. WPX ENERGY	P	09/22/93	01/06/12

	(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	67,528.		128,312.	-60,784.
b	55,849.		118,025.	-62,176.
c	22,012.		18,520.	3,492.
d	21.		5.	16.
e	14.		7.	7.
f	71,447.		31,278.	40,169.
g	42,554.		42,554.	0.
h	126,822.		3,502.	123,320.
i	4,188.		3,251.	937.
j	95,302.		1,383.	93,919.
k	16,880.		31,875.	-14,995.
l	40,435.			40,435.
m	64,000.		39,274.	24,726.
n	35,667.		42,450.	-6,783.
o	6.		2.	4.

	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				-60,784.
b				-62,176.
c				3,492.
d				16.
e				7.
f				40,169.
g				0.
h				123,320.
i				937.
j				93,919.
k				-14,995.
l				40,435.
m				24,726.
n				-6,783.
o				4.

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	1333 SHS. WPX ENERGY	P	09/22/93	09/28/12
b	400 SHS. ZIMMER HOLDINGS INC.	D	06/11/86	09/28/12
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	21,994.		6,910.	15,084.
b	26,952.		453.	26,499.
c	8,322.			8,322.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				15,084.
b				26,499.
c				8,322.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	232,192.
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

223591
05-01-12

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 LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	GENERAL AND OPERA ANNEX	50,000.
BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	LAHAV PREMATURE AND CRITICALLY ILL INFANT RESEARCH	5,000.
CAMDEN AREA DISTRICT NURSING ASSOCIATION PO BOX 547 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,500.
CAMP SUNSHINE AT SEBAGO LAKE, INC. 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	FAMILY SPONSORSHIPS AND NEW MATTRESSES	14,000.
COASTAL MOUNTAINS LAND TRUST 101 MT. BATTIE STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	BALD AND RAGGED MOUNTAINS CAMPAIGN	10,000.
COMMUNITY SCHOOL PO BOX 555 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	CREATIVE ARTS PROGRAM	5,000.
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	SOLOISTS IN LA CLEMENZA DI TITO	10,000.
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	SHAKESPEARE CONCERTS AND PARMA RECORDING PROJECT	35,500.
HANDEL AND HAYDN SOCIETY 300 MASSACHUSETTS AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	BACH'S ST. MATTHEW PASSION, SOPRANO SOLOIST	2,500.
Total from continuation sheets				557,500.

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
HELEN HAY WHITNEY FOUNDATION 20 SQUADRON BLVD. SUITE 630 NEW CITY, NY 10956	N/A	PRIVATE FOUNDATION	ONE HHW FELLOWSHIP SECOND INSTALLMENT	50,000.
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	LOCAL HISTORY/LOCAL SCHOOLS INITIATIVE	5,000.
MAINE HUMANITIES COUNCIL 674 BRIGHTON AVENUE PORTLAND, ME 04102	N/A	PUBLIC CHARITY	HUMANITIES AND HEALTHCARE PROGRAM	15,000.
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL AND MAINE MEDIA SCHOLARSHIP FUND	50,000.
MAINE MEDICAL CENTER 22 BRAMHALL STREET PORTLAND, ME 04102	N/A	PUBLIC CHARITY	CHILDHOOD OBESITY PREVENTION PROGRAM	25,000.
MAKE A WISH FOUNDATION 87 ELM STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,500.
MASSACHUSETTS LAND LEAGUE 249 LAKESIDE AVENUE MARLBOROUGH, MA 01752	N/A	PUBLIC CHARITY	PROGRAM DIRECTOR	8,000.
MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER RENOVATIONS	75,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	JOHN PRESCOTT RESEARCH LABORATORY CAPITAL CAMPAIGN	15,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	NEC OPERA PROGRAM VISITING ARTIST FUND	15,000.
Total from continuation sheets				

223631
05-01-12

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 ENGLAND PHILHARMONIC PO BOX 15475 BOSTON, MA 02215	N/A	PUBLIC CHARITY	VOCAL SOLOISTS FOR BRITTEN'S WAR REQUIEM	3,000.
NORTHEAST HISTORIC FILM 85 MAIN STREET BUCKSPORT, ME 04416	N/A	PUBLIC CHARITY	FILM PROJECT	3,000.
NORTHEASTERN UNIVERSITY SCHOOL OF LAW 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	PUBLIC INTEREST INTERNSHIPS IN MAINE	10,500.
PENOBSCOT RIVER RESTORATION TRUST 14 MAINE STREET, SUITE 401 BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	GENERAL ADMINISTRATIVE AND OPERATING COSTS	25,000.
PERKINS SCHOOL FOR THE BLIND 175 NO. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND INTERNET RADIO STATION	10,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,500.
STUDIO 7 ARTS, INC. 7 STANDISH STREET CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,500.
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	BOAT BUILDING PROGRAMS AND MORGAN WHALEBOAT PROJECT	10,000.
THE FIELD 161 SIXTH AVENUE, 14TH FLOOR NEW YORK, NY 10013	N/A	PUBLIC CHARITY	LEON KIRCHNER REVELATIONS RECORDING PROJECT	2,500.
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
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD, MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000.
THE NATURE CONSERVANCY OF MAINE 14 MAINE STREET, SUITE 401 BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	NORTH WOODS CAMPAIGN	15,000.
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND, ME 04103-2670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	65,000.
VNA CARE NETWORK AND HOSPICE 175 HIGHLAND AVENUE NEEDHAM, MA 02494	N/A	PUBLIC CHARITY	STANLEY R. TIPPETT HOSPICE HOME	2,500.
Total from continuation sheets				

223631
05-01-12

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8548 SHS. BANK OF AMERICA CORP.	DONATED		05/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,528.	150,950.	0.	0.	-83,422.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS. CAMECO CORP.	PURCHASED	04/25/07	05/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,849.	118,025.	0.	0.	-62,176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHS. CONAGRA INC.	DONATED	12/04/01	09/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,012.	21,396.	0.	0.	616.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.3266 SHS. DUKE ENERGY CORP.	DONATED	12/04/85	07/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21.	15.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.2400 SHS. EXPRESS SCRIPTS HOLDING CO.	PURCHASED	02/20/05	04/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14.	7.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1137 SHS. EXPRESS SCRIPTS HOLDING CO.	PURCHASED		09/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,447.	31,278.	0.	0.	40,169.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS. EXXON MOBIL CORP.	DONATED	02/28/72	01/05/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,554.	15,327.	0.	0.	27,227.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS. EXXON MOBIL CORP.	DONATED	02/28/72	05/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126,822.	45,982.	0.	0.	80,840.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1024 SHS. FRONTIER COMMUNICATIONS CORP.	DONATED		03/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,188.	9,183.	0.	0.	-4,995.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2400 SHS. GENERAL MILLS INC.	DONATED	07/10/70	09/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,302.	50,401.	0.	0.	44,901.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS. HEWLETT PACKARD CO.	PURCHASED		08/29/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,880.	31,875.	0.	0.	-14,995.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1404 SHS. MEDCO HEALTH SOLUTIONS INC.	PURCHASED		04/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,435.	0.	0.	0.	40,435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS. TEMPLE INLAND INC.	PURCHASED		02/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,000.	39,274.	0.	0.	24,726.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS. VALE SA ADR	PURCHASED	04/25/07	09/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,667.	42,450.	0.	0.	-6,783.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.3333 SHS. WPX ENERGY	PURCHASED	09/22/93	01/06/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6.	2.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1333 SHS. WPX ENERGY	PURCHASED	09/22/93	09/28/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,994.	6,910.	0.	0.	15,084.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SHS. ZIMMER HOLDINGS INC.	DONATED	06/11/86	09/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,952.	9,078.	0.	0.	17,874.

CAPITAL GAINS DIVIDENDS FROM PART IV	8,322.
TOTAL TO FORM 990-PF, PART I, LINE 6A	127,840.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK & TRUST	408,270.	8,322.	399,948.
TOTAL TO FM 990-PF, PART I, LN 4	408,270.	8,322.	399,948.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	9,294.	22,432.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,294.	22,432.	

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	1,306.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,306.	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	10,793.	0.		0.
DARMODY, MERLINO & CO., LLP	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	17,793.	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	66,036.	0.		66,036.
BROUDE & HOCHBERG TRUST ADMIN. FEE	47,697.	47,697.		0.
TO FORM 990-PF, PG 1, LN 16C	113,733.	47,697.		66,036.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAX	1,339.	1,339.		0.
FEDERAL TAX 2011 PAID ON EXTENSION	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,339.	1,339.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOC. OF SMALL FOUNDATIONS DUES	695.	0.		0.
STATE STREET TRANSACTION FEES	150.	0.		0.
LIABILITY INSURANCE	1,250.	0.		0.
ADVERTISING	1,000.	0.		1,000.
INVESTMENT MANAGEMENT FEE	15,000.	15,000.		0.
CIA VALE DO RIO DOCE ADR FEES	90.	90.		0.
BP PRUDOE BAY EXPENSES	0.	13,140.		0.
MA FORM PC FILING FEE	125.	0.		0.
PROCTOR HEIRS TR ADVANCE	22,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	40,310.	28,230.		1,000.

FORM 990-PF OTHER FUNDS STATEMENT 9

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ACCUMULATED INCOME	128,952.	240,422.
TOTAL TO FORM 990-PF, PART II, LINE 29	128,952.	240,422.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
21,007 SH. AT&T INC.	590,860.	708,146.
2,500 SH. BHP BILLITON PLC	168,172.	175,925.
2,500 SH. BP PLC ADR	69,592.	104,100.
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980.	68,540.
0 SH. BANK OF AMERICA CORP.	0.	0.
3,000 SH. BOSTON PROPERTIES INC.	268,819.	317,430.
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	201,667.
5,610 SH. CAMDEN NATIONAL CORP.	121,842.	190,572.
0 SH. CAMECO CORP.	0.	0.
1,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	91,010.
2,500 SH. CATERPILLAR INC.	176,751.	224,021.
2,000 SH. CENOVUS ENERGY INC.	50,916.	67,080.
6,000 SH. CHEVRON CORP.	358,740.	648,840.
3,331 SH. CISCO SYSTEMS INC.	57,918.	65,452.
16,000 SH. COCA COLA CO.	329,718.	580,000.
6,000 SH. CONAGRA FOODS INC.	160,468.	177,000.
4,676 SH. CONOCOPHILLIPS	188,635.	271,161.
2,000 SH. DEERE & CO.	73,036.	172,840.
1,500 SH. DISNEY CO.	41,850.	74,685.
4,500 SH. DOW CHEMICAL CO.	240,390.	145,482.
10,000 SH. DU PONT DE NEMOURS & CO.	467,087.	449,785.
2,475 SH. DUKE ENERGY CORP.	112,112.	157,905.
4,500 SH. DUKE REALTY CORP.	141,992.	62,415.
4,000 SH. EMERSON ELECTRIC CO.	63,205.	211,840.
2,000 SH. ENCANA CORP.	55,180.	39,520.
22,000 SH. EXXONMOBIL CORP.	674,407.	1,904,100.
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040.	136,800.
0 SH. FRONTIER COMMUNICATIONS CORP.	0.	0.
26,810 SH. GENERAL ELECTRIC CO.	620,770.	562,742.
12,000 SH. GENERAL MILLS INC.	252,004.	485,040.
0 SH. HEWLETT PACKARD CO.	0.	0.
1,000 SH. IBM CORP.	130,525.	191,550.
7,400 SH. JP MORGAN CHASE & CO.	269,342.	325,371.
870 SH. JOHNSON & JOHNSON	56,924.	60,987.
2,143 SH. KIMBERLY CLARK CORP.	115,109.	180,933.
0 SH. MEDCO HEALTH SOLUTIONS INC.	0.	0.
9,844 SH. MERCK & CO. INC.	411,850.	403,013.
2,000 SH. MICROSOFT CORP.	51,512.	53,419.
1,000 SH. NATIONAL GRID PLC	46,566.	57,440.
1,000 SH. PEPSICO INC.	59,708.	68,430.
7,189 SH. PFIZER INC.	113,557.	180,295.
2,338 SH. PHILLIPS 66-W/I	59,480.	124,148.
3,000 SH. PLUM CREEK TIMBER CO.	80,360.	133,110.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	753,579.
0 SH. PROGRESS ENERGY INC.	0.	0.
500 SH. ROCKWOOD HLDGS INC.	26,435.	24,730.
1,100 SH. SPECTRA ENERGY CORP.	21,084.	30,118.

10,000 SH. STATE STREET CORP.	145,281.	470,100.
1,000 SH. TECK RESOURCES LIMITED	57,609.	36,350.
0 SH. TEMPLE INLAND INC.	0.	0.
1,000 SH. 3M CO.	72,717.	92,850.
6,500 SH. US BANCORP	191,360.	207,610.
2,000 SH. UNION PACIFIC CORP.	48,026.	251,440.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	213,226.
2,000 SH. VALE DO RIO DOCE-ADR	42,450.	41,920.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	184,763.
6,000 SH. WELLS FARGO & CO.	179,145.	205,080.
4,886 SH. WEYERHAEUSER CO.	136,012.	135,929.
4,000 SH. WILLIAMS COS. INC.	31,005.	130,960.
0 SH. ZIMMER HOLDINGS INC.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,709,606.	12,851,449.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 11
PART VII-B, LINE 5C

GRANTEE'S NAME

HELEN HAY WHITNEY FOUNDATION

GRANTEE'S ADDRESS

20 SQUADRON BLVD, SUITE 630
NEW CITY, NY 10956

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
50,000.	01/19/12	50,000.

PURPOSE OF GRANT

SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP.

DATES OF REPORTS BY GRANTEE

05/09/2013

ANY DIVERSION BY GRANTEE

NONE

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,500.	01/19/12	10,500.

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

05/12/2013

ANY DIVERSION BY GRANTEE

NONE

GRANTEE'S NAME

FOUNDATION FOR MODERN OPERA

GRANTEE'S ADDRESS

15 BREWSTER RD
WORCESTER, MA 01602

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
25,000.	02/16/12	25,000.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

05/12/2013

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

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.

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print 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	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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, and ending ______.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 11,584.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 3,584.
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**	$ 8,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

Form **8879-EO**

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or fiscal year beginning ______________, 2012, and ending ______________, 20___

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

OMB No. 1545-1878

2012

Name of exempt organization
MATTINA R PROCTOR FOUNDATION
C/O BROUDE & HOCHBERG LLP

Employer identification number
11-1067014

Name and title of officer
JEFFREY D. HUTCHINS
TRUSTEE

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

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

1a Form 990 check here ▶ ☐	**b** **Total revenue,** if any (Form 990, Part VIII, column (A), line 12)	**1b**	
2a Form 990-EZ check here ▶ ☐	**b** **Total revenue,** if any (Form 990-EZ, line 9)	**2b**	
3a Form 1120-POL check here ▶ ☐	**b** **Total tax** (Form 1120-POL, line 22)	**3b**	
4a Form 990-PF check here ▶ ☒	**b** **Tax based on investment income** (Form 990-PF, Part VI, line 5)	**4b**	5284
5a Form 8868 check here ▶ ☐	**b** **Balance Due** (Form 8868, Part I, line 3c or Part II, line 8c)	**5b**	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** the reason for any delay in processing the return or refund, and **(c)** the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

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

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ ______________________ Date ▶ ______________

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN. 04394435492
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163,** Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ▶ ______________________ Date ▶ ______________

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

LHA **For Paperwork Reduction Act Notice, see instructions.**
223051
11-05-12

Form **8879-EO** (2012)