EXTENDED TO AUGUST 17, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 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 ▶ ☐

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)* ▶$ 15,408,037.

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).)

	Line	(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	427,813.	434,763.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	397,461.			STATEMENT 1
	b Gross sales price for all assets on line 6a 859,807.				
	7 Capital gain net income (from Part IV, line 2)		601,856.		
	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	32,596.	43,952.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	857,870.	1,080,571.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	82,618.	41,308.		41,310.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,441.	0.		0.
	b Accounting fees STMT 5	14,618.	0.		0.
	c Other professional fees STMT 6	132,648.	55,400.		77,248.
	17 Interest				
	18 Taxes STMT 7	11,661.	649.		0.
	19 Depreciation and depletion		3,293.		
	20 Occupancy				
	21 Travel, conferences, and meetings	2,266.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	30,290.	26,190.		2,000.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	275,542.	126,840.		120,558.
	25 Contributions, gifts, grants paid	726,000.			726,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,001,542.	126,840.		846,558.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-143,672.			
	b **Net investment income** (if negative, enter -0-)		953,731.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	647.	196,305.	196,305.
	2 Savings and temporary cash investments	386,295.	509,312.	509,312.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	8,359,379.	7,895,578.	14,680,420.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ PROCTOR HEIRS TRUST)	0.	22,000.	22,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,746,321.	8,623,195.	15,408,037.
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	8,593,253.	8,354,922.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	153,068.	268,273.	STATEMENT 10
	30 Total net assets or fund balances	8,746,321.	8,623,195.	
	31 Total liabilities and net assets/fund balances	8,746,321.	8,623,195.	

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	8,746,321.
2	Enter amount from Part I, line 27a	2	-143,672.
3	Other increases not included in line 2 (itemize) ▶ INVESTMENT IN PROCTOR HEIRS TRUST	3	22,000.
4	Add lines 1, 2, and 3	4	8,624,649.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,454.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,623,195.

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	859,807.		257,951.	601,856.

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				601,856.

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** 601,856.

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))
2013	759,121.	14,092,660.	.053866
2012	690,370.	12,936,336.	.053367
2011	697,863.	12,692,024.	.054984
2010	547,281.	11,712,165.	.046728
2009	666,643.	10,803,962.	.061704

2	**Total** of line 1, column (d)	2	.270649
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	.054130
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	15,121,394.
5	Multiply line 4 by line 3	5	818,521.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,537.
7	Add lines 5 and 6	7	828,058.
8	Enter qualifying distributions from Part XII, line 4	8	846,558.

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	9,537.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,537.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	9,537.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 12,001.		
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	12,001.
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	2,464.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	2,464. **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 the 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 2014 or the taxable year beginning in 2014 (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)*

		Line	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)	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

		Line	Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

			Line	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		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)? — **5b** No: 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 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? — **6b** No: 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	41,309.	0.	0.
WILLIAM I. HOCHBERG 201 SANTA MONICA BLVD., SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 10.00	41,309.	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

Form **990-PF** (2014)

423551
11-24-14

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	77,248.
BROUDE & HOCHBERG LLP 75 FEDERAL ST, STE 1300, BOSTON, MA 02110	TRUST ADMINISTRATION	55,400.
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	15,002,026.
b	Average of monthly cash balances	1b	349,643.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,351,669.
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	15,351,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,275.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,121,394.
6	**Minimum investment return.** Enter 5% of line 5	6	756,070.

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	756,070.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 9,537.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,537.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	746,533.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	746,533.
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	746,533.

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	846,558.
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	846,558.
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	9,537.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	837,021.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				746,533.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			364,713.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 846,558.				
a Applied to 2013, but not more than line 2a			364,713.	
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 2014 distributable amount				481,845.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				264,688.
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 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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 (a) 2014	Prior 3 years (b) 2013	(c) 2012	(d) 2011	(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 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:

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				
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF THE TEMPEST BY JOSEPH SUMMER	100,000.
BARRY L. PRICE REHABILITATION CENTER, INC. ONE WASHINGTON ST., SUITE 400 WELLESLEY, MA 02481	N/A	PUBLIC CHARITY	GENERAL	2,500.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR RIGHT TURN ADDICTION RECOVERY PROGRAM AND JUST THE RIGHT VOLUME FORUM ON MUSICIANS'	25,000.
BOSTON CONSERVATORY 8 THE FENWAY BOSTON, MA 02215	N/A	PUBLIC CHARITY	SUPPORT FOR 132 IPSWICH STREET PROJECT, INSTALLMENT #1 OF 4	12,500.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	GENERAL	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	726,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	427,813.	
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	32,596.	
8 Gain or (loss) from sales of assets other than inventory			18	397,461.	
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.		857,870.	0.

13 Total. Add line 12, columns (b), (d), and (e) ..... 13 857,870.

(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 | TRUSTEE Title

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
JENNIFER E. KLINE		06/03/15		P01432534

Firm's name ▶ BROUDE & HOCHBERG LLP — Firm's EIN ▶ 04-2232383

Firm's address ▶ 75 FEDERAL STREET, SUITE 1300 BOSTON, MA 02110-1921 — Phone no. 617-748-5100

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAMDEN NATL CORP, 500 SHS	P	11/08/89	07/31/14
b	CAMDEN NATL CORP, 300 SHS	P	11/08/89	08/05/14
c	CAMDEN NATL CORP, 500 SHS	P	11/08/89	08/05/14
d	CAMDEN NATL CORP, 200 SHS	P	11/08/89	08/05/14
e	CAMDEN NATL CORP, 2000 SHS	P	11/08/89	08/12/14
f	CENOVUS ENERGY INC, 2000 SHS	P	07/27/06	07/31/14
g	DEERE & CO, 2000 SHS	P	03/10/06	07/31/14
h	KIMBERLY CLARK CORP, 2143 SHS	P	02/20/05	07/31/14
i	PLUM CREEK TIMBER CO INC, 3000 SHS	P	11/22/02	07/31/14
j	SPECTRA ENERGY CORP, 1100 SHS	P	02/20/05	07/31/14
k	CAMDEN NATL CORP, 550 SHS	P	11/08/89	08/25/14
l	CAMDEN NATL CORP, 1560 SHS	P	07/06/92	08/25/14
m	CAPITAL GAINS DIVIDENDS			
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	17,739.		1,335.	16,404.
b	10,726.		801.	9,925.
c	17,965.		1,335.	16,630.
d	7,158.		534.	6,624.
e	74,568.		5,340.	69,228.
f	61,059.		50,916.	10,143.
g	169,656.		73,036.	96,620.
h	225,040.		22,993.	202,047.
i	124,544.		77,597.	46,947.
j	45,594.		15,536.	30,058.
k	19,937.		1,469.	18,468.
l	56,549.		7,059.	49,490.
m	29,272.			29,272.
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				16,404.
b				9,925.
c				16,630.
d				6,624.
e				69,228.
f				10,143.
g				96,620.
h				202,047.
i				46,947.
j				30,058.
k				18,468.
l				49,490.
m				29,272.
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	601,856.
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

423591
05-01-14

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 MEDICAL CENTER 801 MASSACHUSETTS AVE., 1ST FL. BOSTON, MA 02118	N/A	PUBLIC CHARITY	SUPPORT FOR SPARK CENTER (SUPPORTING PARENTS AND RESILIENT KIDS) AT BMC	10,000.
BOSTON YOUTH SYMPHONY ORCHESTRAS 855 COMMONWEALTH AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCE OF TOSCA BY GIACOMO PUCCINI	10,000.
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02454-9110	N/A	PUBLIC CHARITY	SUPPORT FOR BRANDEIS UNIVERSITY'S PEACE, CONFLICT, AND COEXISTENCE STUDIES PROGRAM (PAX)	15,000.
CAMDEN AREA DISTRICT NURSING ASSOCIATION P.O. BOX 547 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,000.
CAMDEN CONFERENCE P.O. BOX 882 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	SUPPORT FOR CAMDEN CONFERENCE 2014: THE GLOBAL POLITICS OF FOOD AND WATER	10,000.
CAMP SUNSHINE AT SEBAGO LAKE, INC. 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	FAMILY SPONSORSHIPS AND NEW MATTRESSES	14,000.
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL STREET ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	FOR CONSTRUCTION OF THE MATTINA PROCTOR FINISHING STUDIO	50,000.
EIGHT LIGHTS, INC. 5 BESSOM STREET MARBLEHEAD, MA 01945	N/A	PUBLIC CHARITY	GENERAL CAPITAL CAMPAIGN	8,500.
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	SUPPORT FOR THE HARBISON CANTATA COMMISSION IN MEMORY OF CRAIG SMITH	10,000.
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	22,500.
Total from continuation sheets				511,000.

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
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	2014 SHAKESPEARE CONCERT AT JORDAN HALL AND CONCOMITANT RECORDINGS	39,000.
FREEPORT HISTORICAL SOCIETY 45 MAIN STREET FREEPORT, ME 04032	N/A	PUBLIC CHARITY	ARCHAEOLOGICAL AND EDUCATIONAL SURVEY OF THE HISTORIC PETTENGILL FARM BRICK YARD AND WHARF	1,500.
GLORIAE DEI ARTES FOUNDATION P.O. BOX 2831 ORLEANS, MA 02653	N/A	PUBLIC CHARITY	E.M. SKINNER ORGAN RESTORATION AND BUILDING PROJECT AT THE CHURCH OF THE TRANSFIGURATION	10,000.
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	N/A	PUBLIC CHARITY	CHAMBER MUSIC CONCERTS	2,000.
MAINE MEDIA WORKSHOPS & COLLEGE P.O. BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL	12,500.
MASSACHUSETTS GENERAL HOSPITAL FOR CHILDREN 55 FRUIT ST.-YAWKEY 8B-8893 BOSTON, MA 02114	N/A	PUBLIC CHARITY	DR. VERENA GOBEL MEDICAL RESEARCH, INSTALLMENT #2 OF 2	50,000.
NATIONAL RECORDING PRESERVATION FOUNDATION C/O FOX AGENCY, 40 WALL ST., 6TH FL. NEW YORK, NY 10005	N/A	PUBLIC CHARITY	RESTORATION OF CULTURALLY SIGNIFICANT RECORDINGS FROM MAINE	15,000.
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	MARINE ANIMAL RESCUE PROJECT	15,000.
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	20,000.
NEW ENGLAND PHILHARMONIC P.O. BOX 231168 BOSTON, MA 02123	N/A	PUBLIC CHARITY	UNDERWRITE THREE VOCAL SOLOISTS IN BRITTEN'S SPRING SYMPHONY TO BE PERFORMED ON MARCH 1, 2015	3,000.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR COMBINED DEGREE PROGRAM WITH NORTHEASTERN UNIVERSITY SCHOOL OF LAW AND COLLEGE OF	20,000.
PERKINS SCHOOL FOR THE BLIND 175 N. BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	MUSIC EDUCATION PROGRAMS	25,000.
PINE TREE LEGAL ASSISTANCE P.O. BOX 547 PORTLAND, ME 04112	N/A	PUBLIC CHARITY	GENERAL	1,000.
PORTLAND CHAMBER MUSIC FESTIVAL 50 MARKET ST., SUITE 137 PORTLAND, ME 04106	N/A	PUBLIC CHARITY	2014 COMPOSERS COMPETITION	2,500.
RILEY SCHOOL P.O. BOX 159 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	SCHOLARSHIPS	5,000.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	5,000.
STANFORD JAZZ WORKSHOP P.O. BOX 20454 STANFORD, CA 94309	N/A	PUBLIC CHARITY	SCHOLARSHIPS AND OUTREACH	10,000.
STUDIO 7 ARTS, INC. 58 HIGHLAND STREET CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	PUBLICATION OF STILL POINTS BY ROBERT G. GARDNER	2,500.
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN, INSTALLMENT #2 OF 2	25,000.
THE KNITTING CONNECTION P.O. BOX 560065 W MEDFORD, MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000.
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
UCLA FOUNDATION 240 CHARLES E. YOUND DR. NORTH LOS ANGELES, CA 90095-1427	N/A	PUBLIC CHARITY	SCHOLARSHIPS	15,000.
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND, ME 04103-2670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	75,000.
VNA CARE NETWORK & HOSPICE 175 HIGHLAND AVENUE NEEDHAM, MA 02494	N/A	PUBLIC CHARITY	SUPPORT FOR STANLEY R. TIPPETT HOSPICE HOME	2,000.
WAYFINDER SCHOOLS P.O. BOX 555 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,000.
Total from continuation sheets				

423631
05-01-14

Part XV **Supplementary Information**

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

NAME OF RECIPIENT - BERKLEE COLLEGE OF MUSIC

SUPPORT FOR RIGHT TURN ADDICTION RECOVERY PROGRAM AND JUST THE RIGHT VOLUME

FORUM ON MUSICIANS' HEARING LOSS

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 500 SHS	PURCHASED	11/08/89	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,739.	10,859.	0.	0.	6,880.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 300 SHS	PURCHASED	11/08/89	08/05/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,726.	6,516.	0.	0.	4,210.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 500 SHS	PURCHASED	11/08/89	08/05/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,965.	10,859.	0.	0.	7,106.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 200 SHS			PURCHASED	11/08/89	08/05/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,158.	4,344.	0.	0.	2,814.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 2000 SHS			PURCHASED	11/08/89	08/12/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,568.	43,437.	0.	0.	31,131.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CENOVUS ENERGY INC, 2000 SHS			PURCHASED	07/27/06	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
61,059.	50,916.	0.	0.	10,143.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEERE & CO, 2000 SHS			PURCHASED	03/10/06	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169,656.	73,036.	0.	0.	96,620.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KIMBERLY CLARK CORP, 2143 SHS			PURCHASED	02/20/05	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
225,040.	115,109.	0.	0.	109,931.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PLUM CREEK TIMBER CO INC, 3000 SHS			PURCHASED	11/22/02	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
124,544.	80,360.	0.	0.	44,184.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPECTRA ENERGY CORP, 1100 SHS			PURCHASED	02/20/05	07/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,594.	21,084.	0.	0.	24,510.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 550 SHS			PURCHASED	11/08/89	08/25/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,937.	11,945.	0.	0.	7,992.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAMDEN NATL CORP, 1560 SHS	PURCHASED	07/06/92	08/25/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,549.	33,881.	0.	0.	22,668.

CAPITAL GAINS DIVIDENDS FROM PART IV	29,272.
TOTAL TO FORM 990-PF, PART I, LINE 6A	397,461.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST	328,196.	10,955.	317,241.	309,420.	
WELLS FARGO ADVISORS	128,889.	18,317.	110,572.	125,343.	
TO PART I, LINE 4	457,085.	29,272.	427,813.	434,763.	

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	8,569.	17,964.	
WELLS FARGO ADVISORS	2,027.	3,988.	
PROCTOR HEIRS TRUST	22,000.	22,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	32,596.	43,952.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG LLP LEGAL	1,441.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,441.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROUDE & HOCHBERG LLP TAX	7,418.	0.		0.
DARMODY, MERLINO & CO., LLP	7,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	14,618.	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	77,248.	0.		77,248.
BROUDE & HOCHBERG TRUST ADMIN. FEE	55,400.	55,400.		0.
TO FORM 990-PF, PG 1, LN 16C	132,648.	55,400.		77,248.

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	649.	649.		0.
FEDERAL ESTIMATED TAX 2014	11,012.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,661.	649.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXPONENT PHILANTHROPY MEMBERSHIP DUES	725.	0.		0.
STATE STREET CUSTODY FEES	15,606.	15,606.		0.
LIABILITY INSURANCE	1,250.	0.		0.
ADVERTISING	2,000.	0.		2,000.
WELLS FARGO INVESTMENT FEE	10,434.	10,434.		0.
ADR FEES	30.	30.		0.
MA FORM PC FILING FEE	125.	0.		0.
AMORTIZATION OF BOND PREMIUM	120.	120.		0.
TO FORM 990-PF, PG 1, LN 23	30,290.	26,190.		2,000.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
DECREASE IN BOOK VALUE AS A RESULT OF A RETURN OF CAPITAL	1,454.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,454.

FORM 990-PF OTHER FUNDS STATEMENT 10

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ACCUMULATED INCOME	153,068.	268,273.
TOTAL TO FORM 990-PF, PART II, LINE 29	153,068.	268,273.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
21,007 SH. AT&T INC.	590,860.	705,625.
1,000 SH. B P PRUDHOE BAY ROYALTY TRUST	75,980.	67,640.
2,500 SH. BHP BILLITON PLC	168,172.	107,500.
3,000 SH. BOSTON PROPERTIES INC.	268,819.	386,070.
2,500 SH. BP PLC ADR	69,592.	95,300.
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204.	365,278.
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558.	137,820.
2,500 SH. CATERPILLAR INC.	176,751.	228,825.
6,000 SH. CHEVRON CORP.	358,740.	673,080.
3,331 SH. CISCO SYSTEMS INC.	57,918.	92,652.
16,000 SH. COCA COLA CO.	329,718.	675,520.
6,000 SH. CONAGRA FOODS INC.	160,468.	217,680.
4,676 SH. CONOCOPHILLIPS	188,635.	322,925.
1,500 SH. DISNEY CO.	41,850.	141,285.
4,500 SH. DOW CHEMICAL CO.	240,390.	205,245.
10,000 SH. DU PONT DE NEMOURS & CO.	467,087.	739,400.
2,475 SH. DUKE ENERGY CORP.	112,112.	206,762.
4,500 SH. DUKE REALTY CORP.	139,210.	90,900.
4,000 SH. EMERSON ELECTRIC CO.	63,205.	246,920.
20,000 SH. EXXONMOBIL CORP.	613,097.	1,849,000.
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040.	93,440.
26,810 SH. GENERAL ELECTRIC CO.	620,770.	677,489.
12,000 SH. GENERAL MILLS INC.	252,004.	639,960.
870 SH. JOHNSON & JOHNSON	56,924.	90,976.
7,400 SH. JP MORGAN CHASE & CO.	269,342.	463,092.
9,844 SH. MERCK & CO. INC.	411,850.	559,041.
2,000 SH. MICROSOFT CORP.	51,512.	92,900.
1,000 SH. NATIONAL GRID PLC	46,566.	70,660.
1,000 SH. PEPSICO INC.	59,708.	94,560.
7,189 SH. PFIZER INC.	113,557.	223,937.
2,338 SH. PHILLIPS 66-W/I	59,480.	167,635.
11,100 SH. PROCTER & GAMBLE CO.	379,517.	1,011,099.
500 SH. ROCKWOOD HLDGS INC.	24,610.	39,400.
10,000 SH. STATE STREET CORP.	145,281.	785,000.

4,000 SH. UNION PACIFIC CORP.	48,026.	476,520.
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430.	299,000.
6,500 SH. US BANCORP	191,360.	292,175.
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356.	199,750.
6,000 SH. WELLS FARGO & CO.	179,145.	328,920.
4,886 SH. WEYERHAEUSER CO.	136,012.	175,359.
4,000 SH. WILLIAMS COS. INC.	31,005.	179,760.
1,000 SH. 3M CO.	72,717.	164,320.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,895,578.	14,680,420.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 12
PART VII-B, LINE 5C

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.	05/09/14	25,000.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

05/19/2015

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
3,000.	01/01/14	3,000.

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

05/19/2015

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
11,000.	08/14/14	11,000.

PURPOSE OF GRANT

UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS.

DATES OF REPORTS BY GRANTEE

05/19/2015

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
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 2014)

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.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print		Enter filer's identifying number
	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
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 75 FEDERAL ST, NO. 1300	Social security number (SSN)
	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

- 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, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2014 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**	$	9,579.
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**	$	12,001.
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.