

Form **990-PF**

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

OMB No. 1545-0047

2023

Department of the Treasury
Internal Revenue Service

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

Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year **2023** or tax year beginning , and ending

Name of foundation Mattina R Proctor Foundation		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 Ste 1300	Room/suite	B Telephone number (see instructions) 617-748-5107
City or town, state or province, country, and ZIP or foreign postal code Boston MA 02110-2052		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,386,372	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,601	2,601		
	4 Dividends and interest from securities	370,478	370,478		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-138,395			
	b Gross sales price for all assets on line 6a 671,364				
	7 Capital gain net income (from Part IV, line 2)		83,879		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	53,215	53,215			
12 Total. Add lines 1 through 11	287,899	510,173	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	120,834	60,414		60,416
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	1,659			
	b Accounting fees (attach schedule) Stmt 3	10,935			
	c Other professional fees (attach schedule) Stmt 4	118,576	30,208		88,368
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) Stmt 5	42,829	35,879		2,725
	24 Total operating and administrative expenses. Add lines 13 through 23	294,833	126,501	0	151,509
	25 Contributions, gifts, grants paid See Statement 6	752,500			752,500
26 Total expenses and disbursements. Add lines 24 and 25	1,047,333	126,501	0	904,009	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-759,434				
b Net investment income (if negative, enter -0-)		383,672			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2023)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash — non-interest-bearing	-3		
	2 Savings and temporary cash investments	193,271	103,433	103,433
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule)			
	Less: allowance for doubtful accounts	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) See Stmt 7	10,775,147	10,130,841	18,942,535
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach sch.)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach sch.)				
15 Other assets (describe See Statement 8)			340,404	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	10,968,415	10,234,274	19,386,372	
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 (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input type="checkbox"/>			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. <input checked="" type="checkbox"/>			
	26 Capital stock, trust principal, or current funds	10,968,415	10,234,274	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	10,968,415	10,234,274		
30 Total liabilities and net assets/fund balances (see instructions)	10,968,415	10,234,274		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	10,968,415
2 Enter amount from Part I, line 27a	2	-759,434
3 Other increases not included in line 2 (itemize) See Statement 9	3	25,439
4 Add lines 1, 2, and 3	4	10,234,420
5 Decreases not included in line 2 (itemize) See Statement 10	5	146
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 29	6	10,234,274

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	See Worksheet			
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
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	83,879	
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). See instructions. If (loss), enter -0- in Part I, line 8. }	3		

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary — see instructions)	1	5,333
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	5,333
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	5,333
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	16,590
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	16,590
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,257
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax 11,257 Refunded	11	

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	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 <i>General Instruction G</i> ? If "No," attach explanation	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 2023 or the tax year beginning in 2023? See instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address www.mrpf.org		
14 The books are in care of Jeffrey D Hutchins Telephone no. 617-748-5107 75 Federal Street, Suite 1300		
Located at Boston MA ZIP+4 02110		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here	<input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year 15 _____		
16 At any time during calendar year 2023, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

Part VI-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?		X
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	
	(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)?		X
	(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.)		X
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		X
c	Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d	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 2023?		
	N/A		
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 2023, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years		X
	20, 20, 20, 20		
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20, 20, 20, 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X
b	If "Yes," did it have excess business holdings in 2023 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)		
	N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2023?		X

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

	Yes	No
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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d) (4)(A)? See instructions	X	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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		X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). See Statement 11	X	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(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	60,417	0	0
William I Hochberg 1900 Avenue of the Stars, 19th Floor Los Angeles CA 90067	Trustee 10.00	60,417	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

Part IX 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	17,656,008
b	Average of monthly cash balances	1b	219,154
c	Fair market value of all other assets (see instructions)	1c	340,404
d	Total (add lines 1a, b, and c)	1d	18,215,566
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	18,215,566
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	273,233
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	17,942,333
6	Minimum investment return. Enter 5% (0.05) of line 5	6	897,117

Part X 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 IX, line 6	1	897,117
2a	Tax on investment income for 2023 from Part V, line 5	2a	5,333
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	5,333
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	891,784
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	891,784
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	891,784

Part XI 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	904,009
b	Program-related investments — total from Part VIII-B	1b	
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 XII, line 4	4	904,009

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				891,784
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			848,526	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019				
c From 2020				
d From 2021				
e From 2022				
f Total of lines 3a through e				
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 904,009				
a Applied to 2022, but not more than line 2a			848,526	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2023 distributable amount				55,483
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions				
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				836,301
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)				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021				
d Excess from 2022				
e Excess from 2023				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling _____
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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).)
N/A
 - 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.
N/A
- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

 - a** The name, address, and telephone number or email address of the person to whom applications should be addressed:
Jeffrey D. Hutchins, Trustee 617-748-5107
75 Federal St Ste 1300 Boston MA 02110
 - b** The form in which applications should be submitted and information and materials they should include:
See Statement 12
 - c** Any submission deadlines:
None
 - d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
See Statement 13

Part XIV 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 <i>Paid during the year</i>				
Albany Music Foundation Inc. 915 Broadway Albany NY 12207	N/A	Pub Charity	Summer Sea Change Quartets 1&2	4,500
Alex LeVasseur Memorial Fund 3421 Belmont Blvd Nashville TN 37215	N/A	Pub Charity	In Support of All Activities	4,000
Bellforge Arts Center 258 Main St Medfield MA 02052	N/A	Pub Charity	Capital Campaign	5,000
Berklee College of Music 1140 Boylston St Boston MA 02215	N/A	Pub Charity	All Activites at Board's Discretion	5,000
Berklee College of Music 1140 Boylston St Boston MA 02215	N/A	Pub Charity	In Support of All Activites	6,000
Blue Hill Concert Association PO Box 140 Blue Hill ME 04614	N/A	Pub Charity	FY23 Artist Performance Fees	2,500
Boston Baroque 177 Huntington Ave Boston MA 02115	N/A	Pub Charity	Mozart Don Giovanni	15,000
Boston Conservatory at Berklee 8 Fenway Boston MA 02215	N/A	Pub Charity	Opera Innovators-David Angus	10,000
Boston Conservatory at Berklee 8 Fenway Boston MA 02215	N/A	Pub Charity	Britten Midsummer Night's Dream	15,000
Boston Festival Orchestra 95 Harlow St Arlington MA 02474	N/A	Pub Charity	Mozart Le Nozze di Figaro	5,000
Total			3a	752,500
b <i>Approved for future payment</i>				
N/A				
Total			3b	

Part XIV 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 <i>Paid during the year</i>				
Boston Lyric Opera 15 Channel Center Street Boston MA 02210	N/A	Pub Charity Expansion of Cultural Space		10,000
Boston Lyric Opera 15 Channel Center Street Boston MA 02210	N/A	Pub Charity Aucoin Eurydice		15,000
Boston Symphony Orchestra 301 Massachusetts Ave. Boston MA 02115	N/A	Pub Charity Shostakovich Lady Macbeth of Mtsensk		5,000
Boston Youth Symphony Orchestras 855 Commonwealth Ave Boston MA 02215	N/A	Pub Charity Berlioz La damnation de Faust		15,000
Boston Youth Symphony Orchestras 855 Commonwealth Ave Boston MA 02215	N/A	Pub Charity Bellini Norma		15,000
Bowdoin International Music Festival 181 Park Row Brunswick ME 04011	N/A	Pub Charity Community Concert Series		2,500
Brandeis University 415 South St Waltham MA 02453	N/A	Pub Charity In Support of All Activities		4,000
Camden Festival of Poetry 11 Penobscot Ave Camden ME 04843	N/A	Pub Charity All Activities & Programs		1,500
Center for Furniture Craftsmanship 25 Mill St Rockport ME 04856	N/A	Pub Charity In Support of All Activities		5,500
Creative Community for Peace PO Box 34122 Los Angeles CA 90034	N/A	Pub Charity In Support of All Activities		15,000
Total				3a
b <i>Approved for future payment</i>				
N/A				
Total				3b

Part XIV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Creative Community for Peace PO Box 34122 Los Angeles CA 90034	N/A All Programs	Pub Charity at Board's Discretion		8,000
East Los Angeles Womens Center 1431 S Atlantic Blvd Los Angeles CA 90022	N/A	Pub Charity 2022-2023 Concert Season		1,500
Emmanuel Music P.O. Box 171184 Boston MA 02117	N/A	Pub Charity Bach St Matthew Passion		15,000
Farnsworth Art Museum 16 Museum St Rockland ME 04841	N/A	Pub Charity 75th Anniversary		75,000
Foundation for Modern Opera 15 Brewster Rd Worcester MA 01602	N/A	Private Fdn The Shakespeare Concerts 2023		25,000
Foundation for Modern Opera 15 Brewster Rd Worcester MA 01602	N/A	Private Fdn Music Engraving		10,000
Foundation for Modern Opera 15 Brewster Rd Worcester MA 01602	N/A	Private Fdn Sonnet 4 Video Preproduction		15,000
Friends of Baxter State Park PO Box 322 Belfast ME 04915	N/A	Pub Charity Engaging Youth as Conservationists		2,500
Friends of Castle Heights 9755 Cattaraugus Ave Los Angeles CA 90034	N/A	Pub Charity Third Grade Ukelele Class		6,000
Grammy Foundation 800 W. Olympic Blvd Los Angeles CA 90015	N/A All Activities	Pub Charity at Board's Discretion		5,000
Total			3a	
b <i>Approved for future payment</i> N/A				
Total			3b	

Part XIV 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 <i>Paid during the year</i>				
Guitars in the Classroom 1286 University Ave #389 San Diego CA 92103	N/A	Pub Charity In Support of All Activities	In Support of All Activities	2,500
Jewish Family & Children's Service 1430 Main St Waltham MA 02451	N/A	Pub Charity Adoption Resources	Adoption Resources Activities	15,000
Makanda Project Organization 40 Artwill Street Milton MA 02186	N/A	Pub Charity	2023 Jazz Concert Series	2,500
Massachusetts Forest Trust 249 Lakeside Ave Marlborough MA 01752	N/A	Pub Charity	General Purposes	5,000
MCH, Inc. 46 Summer St Rockland ME 04841	N/A	Pub Charity	Meals on Wheels Program	2,500
MusiCares Development 3030 Olympic Blvd Santa Monica CA 90404	N/A	Pub Charity	In Support of All Activities	2,500
New England Aquarium 1 Central Wharf Boston MA 02110	N/A	Pub Charity	Turtle Rescue Program	15,000
New England Conservatory 290 Huntington Ave Boston MA 02115	N/A	Pub Charity	At Discretion of NEC Board	30,000
New Music USA 114 John St, #998 New York NY 10038	N/A	Pub Charity	At Discretion of New Music USA Board	6,000
New Music USA 114 John St, #998 New York NY 10038	N/A	Pub Charity	All Activities at Board's Discretion	4,000
Total			3a	
b <i>Approved for future payment</i>				
N/A				
Total			3b	

Part XIV 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				
New Music USA 114 John St, #998 New York NY 10038	N/A At Discretion of New Music USA Board	Pub Charity	USA Board	15,000
Northern Light Mercy Hospital P.O. Box 679 Portland ME 04104	N/A Mercy Fore River II Capital Campaign	Pub Charity	Capital Campaign	25,000
Northern Light Mercy Hospital P.O. Box 679 Portland ME 04104	N/A Diabetic Retinopathy RetinaVue Scope	Pub Charity	RetinaVue Scope	30,000
NY Early Music Foundation Inc. 10 West 68th St New York NY 10023	N/A	Pub Charity 2022-2023 Concert Season	Concert Season	5,000
Ocean River Institute P.O. Box 380225 Cambridge MA 02238	N/A	Pub Charity Summer Internships	Summer Internships	2,500
Perkins School for the Blind 175 North Beacon St Watertown MA 02472	N/A	Pub Charity Perkins Radio	Perkins Radio	10,000
Pine Street Inn 444 Harrison Ave Boston MA 02118	N/A	Pub Charity General Purposes	General Purposes	2,500
Pine Tree Legal Assistance P.O. Box 547 Portland ME 04112	N/A	Pub Charity General Operating Support	General Operating Support	1,000
Rogerson Communities 1 Florence St Boston MA 02131	N/A	Pub Charity Daggett-Crandall-Newcomb House	Daggett-Crandall-Newcomb House	2,500
Roulette Intermedium 509 Atlantic Ave Brooklyn NY 11217	N/A All Activities at Board's Discretion	Pub Charity	at Board's Discretion	10,000
Total				3a
b Approved for future payment				
N/A				
Total				3b

Part XIV 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 <i>Paid during the year</i> Silk Road Project PO Box 35460 Brighton MA 02135	N/A	Pub Charity Silkroad Connect		5,000
Strand Theatre P.O. Box 433 Rockland ME 04841	N/A	Pub Charity Educational Programs		2,500
Sweet Relief Musicians Fund 2650 E Imperial Hwy Brea CA 92821	N/A	Pub Charity In Support of All Activities		3,000
Tenacity, Inc. 38 Everett St Allston MA 02134	N/A	Pub Charity General Purposes		5,000
The Apprenticeshop 655 Main St Rockland ME 04841	N/A	Pub Charity In Support of All Activities		3,000
The Apprenticeshop 655 Main St Rockland ME 04841	N/A	Pub Charity All Activities at Board's Discretion		5,000
The Community House 284 Bay Road South Hamilton MA 01982	N/A	Pub Charity Mattina Proctor Arts Endowment		12,500
The Jazz Bakery 1836 Benedict Cyn Dr Beverly Hills CA 90210	N/A	Pub Charity All Activities at Board's Discretion		5,000
The Price Center 27 Christina St Newton MA 02461	N/A	Pub Charity General Support		2,500
TM23 Foundation 2355 Westwood Blvd Los Angeles CA 90024	N/A	Pub Charity In Support of All Activities		4,000
Total				3a
b <i>Approved for future payment</i> N/A				
Total				3b

Part XIV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> The Org for Renal Care in Haiti 5000 Great Plain Rd Dedham MA 02026	N/A	Pub Charity General	Purposes	2,500
TownGreen Inc. 20 Langsford St Gloucester MA 01930	N/A	Pub Charity General	Purposes	1,500
Trekkers Inc. 325 Old County Rd Rockland ME 04841	N/A	Pub Charity Rural Aspirations	Program	5,000
Ulysses Quartet Foundation Inc. 820 Riverside Dr, 2D New York NY 10032	N/A	Pub Charity	Missing Queens Video & Recording	20,000
Ulysses Quartet Foundation Inc. 820 Riverside Dr, 2D New York NY 10032	N/A	Pub Charity	WGBH Recording-Missing Queens	10,500
University of New England 716 Stevens Ave Portland ME 04103	N/A	Pub Charity	Recirculating Aquaculture System	40,000
Walker Therapeutic & Educational Pr 1968 Central Avenue Needham MA 02492	N/A	Pub Charity	Educational Programs	6,000
WGBH Educational Foundation 1 Guest St Boston MA 02135	N/A	Pub Charity	Ulysses Quartet Artist in Residence	50,000
WGBH Educational Foundation 1 Guest St Boston MA 02135	N/A	Pub Charity	Ulysses Quartet Artist in Residence	50,000
Worcester County Mechanics Assoc. 321 Main St Worcester MA 01608	N/A	Pub Charity	Mechanics Hall Youth Singers	2,500
Total			3a	
b <i>Approved for future payment</i> N/A				
Total			3b	

Part XIV **Supplementary Information** *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Worcester Public Library Foundation 3 Salem Sq Worcester MA 01608	N/A	Pub Charity	Summer Reading 2023	2,500
World of Change PO Box 83 Portland ME 04112	N/A	Pub Charity	Expanding Youth Outreach	2,500
Total				3a
b <i>Approved for future payment</i> N/A				
Total				3b

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2023

For calendar year 2023, or tax year beginning _____, and ending _____

Name

Employer Identification Number

Mattina R Proctor Foundation

11-1067014

(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.)
(1) 1,045.15 shs AT & T Inc	P	02/02/89	02/07/23
(2) 78 shs AT & T Inc	P	02/28/89	02/07/23
(3) 600 shs AT & T Inc	P	11/26/91	02/07/23
(4) 2,400 shs AT & T Inc	P	04/21/93	02/07/23
(5) 76.85 shs AT & T Inc	P	02/20/05	02/07/23
(6) 6,000 shs AT & T Inc	P	02/20/05	02/07/23
(7) 3,750 shs CVS Health Corp	P	10/22/19	08/23/23
(8) 1,000 shs CVS Health Corp	P	09/21/20	08/23/23
(9) 1,500.6 shs Verizon Communications	P	06/22/83	11/29/23
(10) 890.6 shs Verizon Communications	P	05/26/89	11/29/23
(11) 329.4 shs Verizon Communications	P	08/24/89	11/29/23
(12) 1,549.4 shs Verizon Communications	P	08/24/89	11/29/23
(13) Wells Fargo			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 19,994		11,602	8,392
(2) 1,492		866	626
(3) 11,478		9,987	1,491
(4) 45,912		48,125	-2,213
(5) 1,470		1,480	-10
(6) 114,782		145,380	-30,598
(7) 248,492		249,731	-1,239
(8) 66,264		58,850	7,414
(9) 56,685		9,997	46,688
(10) 33,642		17,213	16,429
(11) 12,443		6,006	6,437
(12) 58,528		28,248	30,280
(13) 182			182
(14)			
(15)			

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))
(1)			8,392
(2)			626
(3)			1,491
(4)			-2,213
(5)			-10
(6)			-30,598
(7)			-1,239
(8)			7,414
(9)			46,688
(10)			16,429
(11)			6,437
(12)			30,280
(13)			182
(14)			
(15)			

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
Proctor Heirs Trust	\$ 53,215	\$ 53,215	\$
Total	<u>\$ 53,215</u>	<u>\$ 53,215</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
B&H - Non-Profit	\$ 1,659	\$	\$	\$
Total	<u>\$ 1,659</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
B&H - Tax	\$ 10,935	\$	\$	\$
Total	<u>\$ 10,935</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
B&H - Grant Admin	\$ 88,368	\$	\$	\$ 88,368
B&H - Trustee/Trust Admin	30,208	30,208		
Total	<u>\$ 118,576</u>	<u>\$ 30,208</u>	<u>\$ 0</u>	<u>\$ 88,368</u>

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
Expenses				
Liability Insurance	1,250			
FNZ Custody Fees	160	160		
Wells Fargo Investment Fee	35,719	35,719		
MA Form PC Filing Fee	250			
Web Development	5,450			2,725
Total	\$ 42,829	\$ 35,879	\$ 0	\$ 2,725

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
4,500					2/21/23
4,000					12/12/23
5,000					12/15/23
5,000					11/20/23
6,000					12/12/23
2,500					6/04/23
15,000					11/19/23
10,000					7/25/23
15,000					11/19/23
5,000					6/01/23
10,000					6/04/23
15,000					11/19/23
5,000					11/19/23
15,000					1/12/23
15,000					11/19/23
2,500					6/04/23
4,000					12/12/23
1,500					6/04/23
5,500					3/23/23
15,000					11/20/23
8,000					12/18/23

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
1,500					12/12/23
15,000					11/19/23
75,000					3/23/23
25,000					2/09/23
10,000					12/15/23
15,000					12/15/23
2,500					6/04/23
6,000					12/12/23
5,000					11/20/23
2,500					12/12/23
15,000					8/02/23
2,500					6/04/23
5,000					12/15/23
2,500					12/15/23
2,500					12/12/23
15,000					8/02/23
30,000					6/29/23
6,000					6/29/23
4,000					12/07/23
15,000					11/20/23
25,000					2/09/23
30,000					3/02/23
5,000					2/09/23
2,500					6/23/23
10,000					11/19/23
2,500					12/15/23
1,000					6/04/23
2,500					11/19/23
10,000					11/20/23
5,000					6/04/23
2,500					11/19/23
3,000					12/12/23
5,000					12/24/23
3,000					3/23/23
5,000					11/20/23

11-1067014

Federal Statements

FYE: 12/31/2023

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
12,500					5/11/23
5,000					11/20/23
2,500					12/15/23
4,000					12/12/23
2,500					12/15/23
1,500					12/21/23
5,000					4/08/23
20,000					2/09/23
10,500					7/25/23
40,000					11/02/23
6,000					11/19/23
50,000					10/12/23
50,000					12/13/23
2,500					4/08/23
2,500					4/08/23
2,500					6/04/23

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Abbott Laboratories - 1,900 shs	\$ 200,973	\$ 200,973	Cost	\$ 209,133
Accenture PLC Ireland - 825 shs	152,378	152,378	Cost	289,501
Air Products & Chem - 690 shs	200,856	200,856	Cost	188,922
Amazon.com Inc - 3,575 shs	516,894	516,894	Cost	543,186
Amgen, Inc - 1,200 shs	295,274	295,274	Cost	345,624
Analog Devices Inc - 1,355 shs	152,015	152,015	Cost	269,049
Apple Inc 5,400 shs	370,394	370,394	Cost	1,039,662
Applied Materials Inc - 4,600 shs	254,482	254,482	Cost	745,522
AT&T Inc - 0 shs	364,822		Cost	
Automatic Data Processing - 945 shs	152,497	152,497	Cost	220,157
Becton Dickinson & Co - 1,100 shs	247,485	247,485	Cost	268,213
Blackrock Inc - 384 shs	239,938	239,938	Cost	311,731
Bristol Myers Squibb Co - 4,688 shs	114,551	114,551	Cost	240,541

11-1067014

Federal Statements

FYE: 12/31/2023

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Broadcom Inc - 526 shs	\$ 152,065	\$ 152,065	Cost	\$ 587,148
Brown and Brown Inc - 5,200 shs	228,529	228,529	Cost	369,772
Caterpillar Inc - 3,400 shs	250,676	250,676	Cost	1,005,278
Cheniere Energy Inc - 1,680 shs	267,314	267,314	Cost	286,793
Chevron Corp - 2,670 shs	327,057	327,057	Cost	398,257
Cisco Systems Inc - 7,000 shs	209,605	209,605	Cost	353,640
Costco Wholesale Corp - 1,120 shs	350,133	350,133	Cost	739,290
CVS Health Corp - 0 shs	308,581		Cost	
Disney Co - 3,900 shs	351,546	351,546	Cost	352,131
Dow Inc - 4,900 shs	301,154	301,154	Cost	268,716
Duke Energy Corp - 2,475 shs	112,112	112,112	Cost	240,174
Eli Lilly & Co - 300 shs		165,453	Cost	174,876
Emerson Electric Co - 3,400 shs	173,086	173,086	Cost	330,922
Genuine Parts Co - 2,000 shs	199,206	199,206	Cost	277,000
Home Depot Inc - 1,400 shs	345,017	345,017	Cost	485,170
JP Morgan Chase & Co - 4,400 shs	160,149	160,149	Cost	748,440
McDonalds Corp - 1,245 shs	250,809	250,809	Cost	369,155
Merck & Co Inc - 5,000 shs	302,836	302,836	Cost	545,100
Microsoft Corp - 5,725 shs	429,770	429,770	Cost	2,152,829
Nike Inc Cl B - 4,100 shs	429,539	429,539	Cost	445,137
Oracle Corp - 4,788 shs	276,988	276,988	Cost	504,799
Paychex Inc - 3,600 shs	290,902	290,902	Cost	428,796
Pfizer Inc - 7,189 shs	107,652	107,652	Cost	206,971
Procter & Gamble Co - 1,800 shs	94,807	94,807	Cost	263,772
Prologis Inc - 973 shs	44,787	44,787	Cost	129,701
Raytheon Technologies Corp - 3,300 s	120,460	120,460	Cost	277,662
Starbucks Corp - 2,950 shs	244,327	244,327	Cost	283,230
State Street Corp - 3,500 shs	50,848	50,848	Cost	271,110
Target Corp - 1,400 shs	207,942	207,942	Cost	199,388
Union Pacific Corp - 2,000 shs	24,013	24,013	Cost	491,240
UnitedHealth Group Inc - 800 shs	238,785	238,785	Cost	421,176
US Bancorp - 6,500 shs	191,360	191,360	Cost	281,320
Verizon Communications -0 shs	136,356		Cost	
Walmart, Inc - 2,425 shs	334,177	334,177	Cost	382,301
Total	\$ <u>10,775,147</u>	\$ <u>10,130,841</u>		\$ <u>18,942,535</u>

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
1.4706% Int Proctor Heirs Royalty Tr	\$	\$	\$ 340,404
Total	\$ 0	\$ 0	\$ 340,404

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
PHT Nontaxable Distribution	\$ 15,047
Dividend reprted in 2022 received in 2023	392
Grant Check #2292 Uncleared	10,000
Total	\$ 25,439

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Dividends reported in 2023 received in 2024	\$ 90
FNZ Dec 23 interest posted Feb 24	56
Total	\$ 146

Statement 11 - Form 990-PF, Part VI-B, Line 5d - Expenditure responsibilities (Section 53.4945-5(d))**Description**

Foundation for Modern Opera
15 Brewster Road
Worcester, MA 01602
Grants:
02/09/2023 \$25,000 for 2023 Shakespeare Concert at NEC Jordan Hall
12/15/2023 \$15,000 for engraving services to Foundation for Modern Opera
12/15/2023 \$10,000 for Sonnet 4 music video pre-production costs
Date of Report by Grantee: 08/21/2024
Any diversion by Grantee: None

Statement 12 - Form 990-PF, Part XIV, Line 2b - Application Format and Required Contents**Description**

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.

Federal Statements

Form 990-PF, Part XIV, Line 2c - Submission Deadlines

Description

None

Statement 13 - Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations

Description

Preference is given to organizations located in the Northeastern United States.

Mattina R Proctor Foundation

11-1067014 Form 990-PF Estimates

Form **990-W**
 (Worksheet)
 Department of the Treasury
 Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable
 Income for Tax-Exempt Organizations**
 (and on Investment Income for Private Foundations)

OMB No. 1545-0047

▶ Go to www.irs.gov/Form990W for instructions and the latest information.
 ▶ Keep for your records. Do not send to the Internal Revenue Service.

2022

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax for trusts. See instructions	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits. See instructions	5	
6	Subtract line 5 from line 4	6	
7	Other taxes. See instructions	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels. See instructions	9	
10a	Subtract line 9 from line 8. Note: If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	5,333
b	Enter the tax shown on the 2021 return. See instructions. Caution: If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	5,333
c	2022 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	5,333

		(a)	(b)	(c)	(d)	
11	Installment due dates. See instructions	11	05/15/24	06/17/24	09/16/24	12/16/24
12	Required installments. Enter 25% of line 10c in columns (a) through (d). But see instructions if the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization."	12	1,334	1,334	1,334	1,334
13	2021 Overpayment. See instructions	13	1,334	1,334	1,334	1,334
14	Payment due (Subtract line 13 from line 12)	14				

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2022)

Underdistribution and Excess Distributions for Part XII

Form **990-PF**

2023

For calendar year 2023, or tax year beginning _____, ending _____

Name

Mattina R Proctor Foundation

Employer Identification Number
11-1067014

Undistributed Income Carryovers

Form 990-PF, Part XII

Tax Year	Prior Undistributed Income			Current Year Decreases	Next Year Carryover	
	Nontaxable or Previously Taxed	Taxable in 2023	Total per Year		Nontaxable or Previously Taxed	Taxable in 2024
Years prior						
20 19						
20 20						
20 21						
2022		848,526	848,526	848,526		
2023			891,784	55,483		836,301
Total Carryover to Next Year						836,301

* Carryover amount includes 4942(a) amounts

Excess Distribution Carryovers

Form 990-PF, Part XII

Preceding Tax Year Excess Distributions	Current Year	Next Year
	Decreases	Carryover
2018		
2019		
2020		
2021		
2022		
Current Year Excess Distribution Generated (2023)		0
Total Carryover to Next Year		0

Form **990PF**

Two Year Comparison Report

2022 & 2023

For calendar year 2023, or tax year beginning _____, ending _____

Name

Mattina R Proctor Foundation

Taxpayer Identification Number

11-1067014

		2022		2023		Differences		
		Revenue and expenses per books	Net investment income	Revenue and expenses per books	Net investment income	Revenue and expenses per books	Net investment income	
Revenue	1. Contributions, gifts, grants, and similar amounts received	1.						
	2. Interest on savings and temporary cash investments	2.	564	564	2,601	2,601	2,037	
	3. Dividends and interest from securities	3.	368,814	368,814	370,478	370,478	1,664	
	4. Gross rents	4.						
	5. Net gain or (loss) from sale of assets	5.	-48,313		-138,395		-90,082	
	6. Capital gain net income	6.				83,879	83,879	
	7. Gross profit or (loss)	7.						
	8. Other income	8.	133,778	133,778	53,215	53,215	-80,563	
	9. Total. Add lines 1 through 8	9.	454,843	503,156	287,899	510,173	-166,944	7,017
Expenses & Deductions	10. Compensation of officers, directors, trustees, etc.	10.	121,601	60,800	120,834	60,414	-767	-386
	11. Other employee salaries and wages	11.						
	12. Pension plans, employee benefits	12.						
	13. Professional fees	13.	119,548	30,400	131,170	30,208	11,622	-192
	14. Interest	14.						
	15. Taxes	15.						
	16. Depreciation and depletion	16.						
	17. Occupancy	17.						
	18. Other expenses	18.	43,193	36,352	42,829	35,879	-364	-473
	19. Contributions, gifts, grants paid	19.	500,000		752,500		252,500	
	20. Total expenses and disbursements. Add lines 10 through 19	20.	784,342	127,552	1,047,333	126,501	262,991	-1,051
21. Net income (if negative investment activity, enter -0-)	21.	-329,499	375,604	-759,434	383,672	-429,935	8,068	
Taxes	22. Excise Tax	22.		5,221		5,333		112
	23. Section 511 Tax	23.						
	24. Subtitle A income tax	24.						
	25. Total Taxes	25.		5,221		5,333		112
	Due / Refund	26. Estimates and overpayments credited	26.		21,811		16,590	
27. Foreign tax withheld		27.						
28. Other Payments		28.						
29. Total payments and credits		29.		21,811		16,590		-5,221
30. Balance due / (Overpayment)		30.		-16,590		-11,257		5,333
31. Overpayment credited to next year		31.		16,590		11,257		-5,333
32. Penalty		32.						
33. Net due / (Refund)	33.		0		0			
Other	34. Total assets	34.	10,968,415		10,234,274		-734,141	
	35. Total liabilities	35.	0		0		0	
	36. Net assets	36.	10,968,415		10,234,274		-734,141	

Form **990PF**

Tax Return History

2023

Use the 2Yr Report for more recent historical information

Name

Mattina R Proctor Foundation

Taxpayer Identification Number

11-1067014

		2019		2020		2021		
		Revenue and expenses per books	Net investment income	Revenue and expenses per books	Net investment income	Revenue and expenses per books	Net investment income	
Revenue	1. Contributions, gifts, grants, and similar amounts received	1.						
	2. Interest on savings and temporary cash investments	2.		329	329	24	24	
	3. Dividends and interest from securities	3.		426,698	426,698	371,780	371,780	
	4. Gross rents	4.						
	5. Net gain or (loss) from sale of assets	5.		1,970,129		852,920		
	6. Capital gain net income	6.			2,153,812		942,506	
	7. Gross profit or (loss)	7.						
	8. Other income	8.			352,322	352,322	61,654	61,654
	9. Total. Add lines 1 through 8	9.	0	0	2,749,478	2,933,161	1,286,378	1,375,964
Expenses & Deductions	10. Compensation of officers, directors, trustees, etc.	10.		104,840	52,420	121,710	60,855	
	11. Other employee salaries and wages	11.						
	12. Pension plans, employee benefits	12.						
	13. Professional fees	13.			115,675	26,263	141,897	30,428
	14. Interest	14.						
	15. Taxes	15.			45		29,293	
	16. Depreciation and depletion	16.						
	17. Occupancy	17.						
	18. Other expenses	18.			41,319	36,807	61,589	35,955
	19. Contributions, gifts, grants paid	19.			491,300		507,600	
	20. Total expenses and disbursements. Add lines 10 through 19	20.			753,179	115,490	862,089	127,238
21. Net income (if negative investment activity, enter -0-)	21.	0	0	1,996,299	2,817,671	424,289	1,248,726	
Taxes	22. Excise Tax	22.			39,166		17,357	
	23. Section 511 Tax	23.						
	24. Subtitle A income tax	24.						
	25. Total Taxes	25.				39,166	17,357	
	26. Estimates and overpayments credited	26.				49,075	39,168	
Due / Refund	27. Foreign tax withheld	27.						
	28. Other Payments	28.						
	29. Total payments and credits	29.				49,075	39,168	
	30. Balance due / (Overpayment)	30.		0		0	0	
	31. Overpayment credited to next year	31.				9,875	21,811	
	32. Penalty	32.				34		
	33. Net due / (Refund)	33.		0		0	0	
Other	34. Total assets	34.	0	10,824,037		11,262,047		
	35. Total liabilities	35.	0	0		0		
	36. Net assets	36.	0	10,824,037		11,262,047		

11-1067014

Federal Statements

FYE: 12/31/2023

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
Wells Fargo	\$ 2,402		14		
Proctor Heirs Trust	199		14		
Total	<u>\$ 2,601</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
Wells Fargo Advisors	\$ 367,047		14		
FNZ Trust Company	2,774		14		
Proctor Heirs Trust	657		14		
Total	<u>\$ 370,478</u>				

11-1067014

Federal Statements

FYE: 12/31/2023

EOY-Savings/Cash investments

<u>Description</u>	<u>Amount</u>
FNZ (State Street)	\$ 31,296
Wells Fargo	109,152
Less 2023 grants not cleared	-36,500
Less Check #2343 not cleared	-515
Total	\$ <u>103,433</u>