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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MATTINA R PROCTOR FOUNDATION CO 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) Room/suite 75 FEDERAL ST No 1300		B Telephone number (see page 10 of the instructions) (617) 748-5100	
	City or town, state, and ZIP code BOSTON, MA 021101921		C If exemption application is pending, check here ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,110,502		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		

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 page 11 of the 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)	3,940			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,873	5,873		
	4 Dividends and interest from securities.	315,998	315,998		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	396			
	b Gross sales price for all assets on line 6a _____ 105,057				
	7 Capital gain net income (from Part IV, line 2)		396		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	17,049	17,049		
	12 Total. Add lines 1 through 11	343,256	339,316		
	13 Compensation of officers, directors, trustees, etc	107,530	107,530		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,186	0		0
	b Accounting fees (attach schedule)	15,776	0		0
	c Other professional fees (attach schedule)	56,277	0		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,337	726		0
	19 Depreciation (attach schedule) and depletion . . .		2,095		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,126	18,256		0
	24 Total operating and administrative expenses. Add lines 13 through 23	206,232	128,607		0
	25 Contributions, gifts, grants paid	668,750			668,750
	26 Total expenses and disbursements. Add lines 24 and 25	874,982	128,607		668,750
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-531,726			
	b Net investment income (if negative, enter -0-)		210,709		
	c Adjusted net income (if negative, enter -0-) . . .				

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	680	679	679
	2	Savings and temporary cash investments	1,952,016	1,425,137	1,425,054
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,880,233	8,875,387	10,684,769
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,832,929	10,301,203	12,110,502	
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 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	10,652,347	10,347,855	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	180,582	-46,652	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,832,929	10,301,203	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,832,929	10,301,203	

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	10,832,929
2	Enter amount from Part I, line 27a	2	-531,726
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,301,203
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,301,203

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)
1 a	666 shs Guaranty Financial Group Inc	P	1996-04-24	2009-09-08
b	US Treasury 10/15/09	P	2009-04-13	2009-09-11
c	Capital Gains Dividends	P		
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 43		4,845	-4,802
b 99,816		99,816	0
c 5,198			5,198
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-4,802
b			0
c			5,198
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	396
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2008	734,222	14,359,325	0 051132
2007	747,816	16,163,094	0 046267
2006	434,000	13,760,132	0 031540
2005	307,500	8,443,762	0 036417
2004	245,500	5,435,847	0 045163

2	Total of line 1, column (d).	2	0 210519
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	0 042104
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	10,803,962
5	Multiply line 4 by line 3.	5	454,890
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,107
7	Add lines 5 and 6.	7	456,997
8	Enter qualifying distributions from Part XII, line 4.	8	668,750

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,107
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	2,107
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	2,107
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,767	
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	3,767
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	1,660
11		Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,660	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
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 021101921			
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	

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2009?.	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 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 page 20 of the instructions).	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 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?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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

5b

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

Yes

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?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

Yes

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes

No

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 (see page 22 of the 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
ALVIN S HOCHBERG 75 Federal Street Suite 1300 Boston, MA 02110	Trustee 7 00	53,765	0	0
JEFFREY D HUTCHINS 75 Federal Street Suite 1300 Boston, MA 02110	Trustee 10 00	53,765	0	0

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	9,327,124
b	Average of monthly cash balances.	1b	1,641,365
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,968,489
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	10,968,489
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	164,527
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,803,962
6	Minimum investment return. Enter 5% of line 5.	6	540,198

Part XI

Distributable Amount (see page 25 of the 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	540,198
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	2,107
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,107
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	538,091
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	538,091
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	538,091

Part XII

Qualifying Distributions (see page 25 of the 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	668,750
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	668,750
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 (see page 26 of the instructions).	5	2,107
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	666,643
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only. 649,248			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 668,750			
a	Applied to 2008, but not more than line 2a 649,248			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2009 distributable amount. 19,502			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) 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 page 27 of the instructions . . . 0			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 518,589			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-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 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

Jeffrey D Hutchins Trustee co Broud
75 Federal Street Suite 1300
Boston, MA 02110
(617) 748-5100

b

The form in which applications should be submitted and information and materials they should include

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.

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

Preference is given to organizations located in the Northeastern United States

Part XV

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 Paid during the year See Additional Data Table				
Total			▶ 3a	668,750
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2009)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge				
*****		2010-05-13	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature  Marcelle M Schmikler		Date	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code 		EIN 	
	Broude & Hochberg LLP 75 Federal Street Suite 1300 Boston, MA 021101921		Phone no (617) 748-5100	

Additional Data

Software ID: 09000028
Software Version: 2009.03051
EIN: 11-1067014
Name: MATTINA R PROCTOR FOUNDATION
CO BROUDE & HOCHBERG LLP

Form 990PF Part XV Line 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 Paid during the year				
Albany Music Foundation Inc915 Broadway Albany, NY 12207	N/A	Public Charity	Vocal Recordings	6,000
ARTS WORCESTERWORCESTER CHAMBER MUSIC SOCIETY PO BOX 607 HARVARD, MA 01457	N/A	PUBLIC CHARITY	SHAKESPEARE CONCERTS	20,000
ADOPTION RESOURCES OF JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	POST ADOPTION SUPPORT	10,000
Barry Price Rehabilitation Center38 BORDER STREET WEST NEWTON, MA 02465	N/A	Public Charity	GENERAL	2,500
Bay Cove Human Services66 Canal Street Boston, MA 02114	N/A	Public Charity	Rehabilitation Services	5,000
Boston Lyric Opera45 Franklin Street Boston, MA 02110	N/A	Public Charity	General	25,000
Camden Area District Nursing AssociationPO Box 547 Camden, ME 04843	N/A	Public Charity	General	2,500
Camp Sunshine at Sebago Lake Inc35 Acadia Road Casco, ME 04015	N/A	Public Charity	General	30,000
COMMONWEALTH OPERA COMPANY4 OLD SOUTH STREET SUITE 3 NORTHAMPTON, MA 01060	N/A	PUBLIC CHARITY	MOZART CONCERT	10,000
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	N/A	Public Charity	CREATIVE ARTS PROGRAM	5,000
Emmanuel Music15 Newbury Street Boston, MA 02110	N/A	Public Charity	Vocal Soloists	5,000
Helen Hay Whitney Foundation20 Squadron Blvd Suite 630 New City, NY 10956	N/A	Private Foundation	Childrens Hospital Fellowship	50,000
Jackson Laboratory610 Main Street Bar Harbor, ME 04609	N/A	Public Charity	General	5,000
LAUDHOLM TRUSTPO BOX 1007 Wells, ME 04090	N/A	Public Charity	Land Acquisition & Educational Program	50,000
Maine Medical Center23 Bramhall Street Portland, ME 04102	N/A	Public Charity	Obesity Prevention Program	100,000
Total  3a				668,750

Form 990PF Part XV Line 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 Paid during the year				
Make a Wish Foundation87 Elm Street Camden, ME 04843	N/A	Public Charity	General	2,500
MGH Pediatric HematologyOncology 100 Charles River Plaza Ste 600 Boston, MA 02114	N/A	Public Charity	Basic & Clinical Research	75,000
NEW ENGLAND CONSERVATORY290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC Charity	OPERA STUDIES PROGRAM	25,000
Perkins Institute for the Blind175 No Beacon Street Watertown, MA 02472	N/A	Public Charity	General	5,000
Pine Street Inn444 Harrison Avenue Boston, MA 02118	N/A	Public Charity	General	5,000
ProCOR21 Longwood Avenue BROOKLINE, MA 02446	N/A	Public Charity	International Cardiovascular Pilot Project	50,000
St Thomas' Church33 Chestnut Street Camden, ME 04843	N/A	Public Charity	Building Expansion	25,000
The Community School79 Washington Street Camden, ME 04843	N/A	Public Charity	General	5,000
The Knitting ConnectionPO Box 560065 W Medford, MA 02156	N/A	Public Charity	General	1,000
The Nature Conservancy14 Maine Street Suite 401 Brunswick, ME 04011	N/A	Public Charity	Camden Hills Land Acquisition	50,000
University of New England111 Hills Beach Road Biddeford, ME 04005	N/A	Public Charity	Construction of Cultural Center	82,500
University of New England111 Hills Beach Road Biddeford, ME 04005	N/A	Public Charity	Goddard Center Renovations	16,750
Total  3a				668,750

TY 2009 Accounting Fees Schedule**Name:** MATTINA R PROCTOR FOUNDATION

CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broude & Hochberg LLP	9,026	0		0
Darmody, Merlino & Co , LLP	6,750	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Expenditure Responsibility Statement

Name: MATTINA R PROCTOR FOUNDATION
CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Helen Hay Whitney Foundation	20 Squadron Blvd Suite 630 New City, NY 10956	2009-08-13	50,000	The grant is to support one Helen Hay Whitney fellow for calendar year 2009 The sum of \$47,500 was disbursed by the Helen Hay Whitney Foundation to Children's Hospital in Boston for a stipend and research expenses on behalf of the Helen Hay Whitney fellow, and the balance of \$2,500 was applied to program expenses and conference expenses paid directly by the Helen Hay Whitney Foundation Under the Whitney Foundation's fellowship program, 23 three-year research fellowships are awarded annually, resulting in a total of 69 outstanding fellowships Since its inception the Whitney Foundation has awarded over 980 research fellowships in advanced medical science		None	5/06/2010		

TY 2009 Investments Corporate

Stock Schedule

Name: MATTINA R PROCTOR FOUNDATION

CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Name of Stock	End of Year Book Value	End of Year Fair Market Value
21,007 sh. AT&T Inc.	590,860	588,826
2,500 sh. BP Plc ADR	69,592	144,925
1,000 sh. BP Prudhoe Bay Royalty Trust	75,980	82,800
8,548 sh. Bank of America Corp.	150,950	128,733
3,000 sh. Boston Properties Inc.	268,819	201,210
6,188 sh. Bristol Myers Squibb Co.	151,204	156,247
5,610 sh. Camden National Corp.	121,842	183,447
2,500 sh. Cameco Corp.	118,025	80,425
2,500 sh. Caterpillar Inc.	176,751	142,475
6,000 sh. Chevron Corp.	358,740	461,940
3,331 sh. Cisco Systems Inc.	57,918	79,744
1,500 sh. Citigroup Inc.	72,630	4,965
8,000 sh. Coca Cola Co.	329,718	456,000
4,000 sh. Cia Vale Do Rio Doce-ADR	84,900	116,120
6,800 sh. Conagra Foods Inc.	181,864	156,740
4,676 sh. ConocoPhillips	248,115	238,803
2,000 sh. Deere & Co.	73,036	108,180
1,500 sh. Disney Co.	41,850	48,375
4,500 sh. Dow Chemical Co.	240,390	124,335
10,000 sh. Du Pont De Nemours & Co.	467,087	336,700
2,201 sh. Duke Energy Corp.	29,867	37,879
4,500 sh. Duke Realty Corp.	141,992	54,765
4,000 sh. Emerson Electric Co.	63,205	170,400
2,000 sh. Encana Corp.	55,180	64,780
24,340 sh. ExxonMobil Corp.	746,139	1,659,745
2,000 sh. Freeport-McMoRan Copper & Gold	139,040	160,580
26,810 sh. General Electric Co.	620,770	405,635
7,200 sh. General Mills Inc.	302,405	509,832
666 sh. Guaranty Financial Group Inc.	0	0
1,000 sh. Hewlett Packard Co.	31,875	51,510

Name of Stock	End of Year Book Value	End of Year Fair Market Value
550 sh. IBM Corp.	51,271	71,995
7,400 sh. JP Morgan Chase & Co.	269,342	308,358
870 sh. Johnson & Johnson	56,924	56,037
2,143 sh. Kimberly Clark Corp.	115,109	136,531
1,404 SH. MEDCO HEALTH SOLUTIONS INC.	31,285	89,730
9,844 sh. Merck & Co. Inc.	411,850	359,700
2,000 sh. Microsoft Corp.	51,512	60,960
1,000 sh. Pepsico Inc.	59,708	60,800
7,189 sh. Pfizer Inc.	113,557	130,768
3,000 sh. Plum Creek Timber Co.	80,360	113,280
11,100 sh. Procter & Gamble Co.	379,517	672,993
2,000 sh. Progress Energy Inc.	82,260	82,020
1,100 sh. Spectra Energy Corp.	21,084	22,561
10,000 sh. State Street Corp.	145,281	435,400
2,000 sh. Temple Inland Inc.	39,274	42,220
1,000 sh. 3M Co.	72,717	82,670
6,500 sh. US Bancorp	191,360	146,315
2,000 sh. Union Pacific Corp.	48,026	127,800
2,600 sh. United Technologies Corp.	130,430	180,466
4,270 sh. Verizon Communications Inc.	145,547	141,465
6,000 sh. Wells Fargo & Co.	179,145	161,940
2,000 sh. Weyerhaeuser Co.	91,174	86,280
4,000 sh. Williams Cos. Inc.	37,916	84,320
400 sh. Zimmer Holdings Inc.	9,078	23,644
2000 SH. CENOVUS ENERGY INC.	50,916	50,400

TY 2009 Legal Fees Schedule

Name: MATTINA R PROCTOR FOUNDATION
CO BROUDE & HOCHBERG LLP
EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broude & Hochberg LLP	2,186	0		0

TY 2009 Other Expenses Schedule**Name:** MATTINA R PROCTOR FOUNDATION

CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mass Form PC Filing Fee	125	0		0
Assoc of Small Foundations Dues	495	0		0
State Street Transaction Fees	180	180		0
Liability Insurance	1,250	0		0
Investment management fee	10,000	10,000		0
Cia Vale Do Rio Doce ADR Fee	120	120		0
BP Prudoe Bay Expenses	7,956	7,956		0

TY 2009 Other Income Schedule

Name: MATTINA R PROCTOR FOUNDATION

CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
State Street Bank & Trust	13,964	13,964	13,964
Lancaster Lease Royalty	571	571	571
LANCASTER LEASE ROYALTY	2,514	2,514	2,514

TY 2009 Other Professional Fees Schedule

Name: MATTINA R PROCTOR FOUNDATION
CO BROUDE & HOCHBERG LLP
EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broude & Hochberg Grant Admin Fee	56,277	0		0

TY 2009 Taxes Schedule

Name: MATTINA R PROCTOR FOUNDATION

CO BROUDE & HOCHBERG LLP

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Withholding Tax	726	726		0
Federal Estimated Tax	3,611	0		0