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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

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

A Employer identification number
11-1067014

Number and street (or P O box number if mail is not delivered to street address)
75 FEDERAL ST NO 1300

Room/suite

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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,723,251

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	108	108		
	4 Dividends and interest from securities	359,865	359,865		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-40,601			
	b Gross sales price for all assets on line 6a 492,295				
	7 Capital gain net income (from Part IV, line 2)		10,415		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	22,243	22,243		
	12 **Total.** Add lines 1 through 11	341,615	392,631		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	111,292	111,292		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,061	0		0
	b Accounting fees (attach schedule)	15,225	0		0
	c Other professional fees (attach schedule)	114,705	34,706		79,999
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,219	1,434		0
	19 Depreciation (attach schedule) and depletion		3,336		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,332	28,262		0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	279,834	179,030		79,999
	25 Contributions, gifts, grants paid	620,000			620,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	899,834	179,030		699,999
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-558,219			
	b **Net investment income** (if negative, enter -0-)		213,601		
	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	939	939
	2 Savings and temporary cash investments	696,338	118,447	118,447
	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)	9,259,122	9,281,757	12,603,865
	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)	9,956,140	9,401,143	12,723,251
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	9,926,053	9,272,191	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	30,087	128,952	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	9,956,140	9,401,143	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,956,140	9,401,143	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,956,140
2	Enter amount from Part I, line 27a	2	-558,219
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,558
4	Add lines 1, 2, and 3	4	9,401,479
5	Decreases not included in line 2 (itemize) ▶ _____	5	336
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,401,143

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	10,415
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))
2010	547,281	11,712,165	0 046728
2009	666,643	10,803,962	0 061704
2008	734,222	14,359,325	0 051132
2007	747,816	16,163,094	0 046267
2006	434,000	13,760,132	0 031540

2	**Total** of line 1, column (d)	2	0 237371
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 047474
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,692,024
5	Multiply line 4 by line 3	5	602,541
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,136
7	Add lines 5 and 6	7	604,677
8	Enter qualifying distributions from Part XII, line 4	8	699,999

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 VI Excise 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	2,136
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	2,136
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	2,136
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,720		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,720
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	3,584
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,584 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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 2011 or the taxable year beginning in 2011 (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?	13	Yes	

Website address ▶ N/A

14 The books are in care of ▶ JEFFREY D HUTCHINS TRUSTEE Telephone no ▶ (617) 748-5100

Located at ▶ 75 FEDERAL ST SUITE 1300 BOSTON MA ZIP+4 ▶ 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**

16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
		16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**			
	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 2011 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 2011.)*	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 2011?	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			
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 page 22 of the instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 5 00	38,593	0	0
JEFFREY D HUTCHINS 75 FEDERAL STREET SUITE 1300 BOSTON,MA 02110	TRUSTEE 10 00	55,646	0	0
WILLIAM I HOCHBERG 201 SANTA MONICA BLVD SUITE 300 SANTA MONICA,CA 90401	TRUSTEE 5 00	17,053	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

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	12,641,056
b	Average of monthly cash balances		1b	244,248
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	12,885,304
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	12,885,304
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	193,280
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,692,024
6	**Minimum investment return.** Enter 5% of line 5		6	634,601

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	634,601
2a	Tax on investment income for 2011 from Part VI, line 5	2a 2,136		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,136
3	Distributable amount before adjustments Subtract line 2c from line 1		3	632,465
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	632,465
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	632,465

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	699,999
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	699,999
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	2,136
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	697,863

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				632,465
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			551,478	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 699,999				
a Applied to 2010, but not more than line 2a			551,478	
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 2011 distributable amount				148,521
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
(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	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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				483,944
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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)

	Tax year	Prior 3 years			(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	**(a)** 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 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* See Additional Data Table				
Total . . . . . ▶ **3a**				620,000
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	108	
4 Dividends and interest from securities			14	359,865	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	22,243	
8 Gain or (loss) from sales of assets other than inventory			18	-40,601	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		341,615	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 341,615

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

******	2012-08-08	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
JOHN CRISAFULLI			P00316616

Firm's name	Firm's EIN
BROUDE & HOCHBERG LLP	04-2232283
75 FEDERAL STREET SUITE 1300	
Firm's address: BOSTON, MA 021101921	Phone no (617) 748-5100

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Additional Data

Software ID:

Software Version:

EIN: 11-1067014

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

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS CITIGROUP INC	P	2005-02-20	2011-07-06
340 SHS EXXON MOBIL CORPORATION	P	1972-02-28	2011-03-29
500 SHS EXXON MOBIL CORPORATION		1972-02-28	2011-12-30
150000 US TREASURY BILLS	P	2011-06-02	2011-07-18
300000 US TREASURY BILLS	P	2010-12-30	2011-06-02
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,234		72,630	-66,396
28,104		794	27,310
42,554		1,167	41,387
149,928		149,951	-23
299,892		299,892	0
8,137			8,137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-66,396
			27,310
			41,387
			-23
			0
			8,137

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADOPTION RESOURCES OF JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM,MA 02451	N/A	PUBLIC CHARITY	GENERAL	10,000
ALBANY MUSIC FOUNDATION INC 915 BROADWAY ALBANY,NY 12207	N/A	PUBLIC CHARITY	RECORDING AND SUMMER GARDEN FORKING PATHS	15,000
ARCADIA PLAYERS4 OLD SOUTH STREET NORTHAMPTON,MA 01060	N/A	PUBLIC CHARITY	XERXES PRODUCTION	10,000
BANGOR SYMPHONY ORCHESTRA PO BOX 1441 BANGOR,ME 04402	N/A	PUBLIC CHARITY	SEASON FINALE CONCERT	2,500
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	CENTER HOUSE	5,000
BOSTON CONSERVATORY45 FRANKLIN STREET BOSTON,MA 02110	N/A	PUBLIC CHARITY	TBC ORCHESTRA CONCERT	5,000
BOSTON EARLY MUSIC FESTIVAL 161 FIRST STREET SUITE 202 CAMBRIDGE,MA 02142	N/A	PUBLIC CHARITY	VENUS AND ADONIS RECORDING	2,500
BOSTON LYRIC OPERA45 FRANKLIN STREET BOSTON,MA 02110	N/A	PUBLIC CHARITY	GENERAL AND OPERA ANNEX	40,000
CAMDEN AREA DISTRICT NURSING ASSOCIATIONPO BOX 547 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL	5,000
CAMP SUNSHINE AT SEBAGO LAKE INC35 ACADIA ROAD CASCO,ME 04015	N/A	PUBLIC CHARITY	GENERAL	5,000
CENTER FOR FURNITURE CRAFTSMANSHIP25 MILL STREET ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	ACQUISITION OF LAND	50,000
COASTAL MOUNTAINS LAND TRUST101 MT BATTIE STREET CAMDEN,ME 04843	N/A	PUBLIC CHARITY	ACQUISITION OF CONSERVATION LAND	25,000
COMMUNITY SCHOOLPO BOX 555 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000
COTTING SCHOOL453 CONCORD AVENUE LEXINGTON,MA 02421	N/A	PUBLIC CHARITY	PURCHASE OF SKOOGS/BASS RESONATOR BARS	3,000
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	SOLOISTS IN RAKE'S PROGRESS AND AUDITORIUM LIGHTING	13,000
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER,MA 01602	N/A	PUBLIC CHARITY	SHAKESPEARE CONCERTS AND PARMA RECORDS AGREEMENT 1 INSTALL	42,000
FRYEBURG ACADEMY745 MAIN STREET FRYEBURG,ME 04037	N/A	PUBLIC CHARITY	EASTMAN PERFORMING ARTS CENTER	2,500
GUITAR DOORSPO BOX 884 GORHAM,ME 04038	N/A	PUBLIC CHARITY	GENERAL	2,500
THE GIFFORD SCHOOL177 BOSTON POST ROAD WESTON,MA 02493	N/A	PUBLIC CHARITY	THE FENN CENTER	2,500
GODDARD HOUSE201 SOUTH HUNTINGTON AVENUE JAMAICA PLAIN,MA 02130	N/A	PUBLIC CHARITY	EXERCISE EQUIPMENT	1,500
HELEN HAY WHITNEY FOUNDATION20 SQUADRON BLVD SUITE 630 NEW CITY,NY 10956	N/A	PUBLIC CHARITY	ONE HHW FELLOWSHIP	50,000
JACKSON LABORATORY610 MAIN STREET BAR HARBOR,ME 04609	N/A	PUBLIC CHARITY	DIABETES RESEARCH	10,000
LAUDHOLM TRUSTPO BOX 1007 WELLS,ME 04090	N/A	PUBLIC CHARITY	ENVIRONMENTAL LEARNING CENTER - LAND ACQUISITION & EDUCATIONAL PROGRAM	50,000
LOWN FOUNDATION21 LONGWOOD AVENUE BROOKLINE,MA 02446	N/A	PUBLIC CHARITY	HOME VIDEO VISIT PROJECT	15,000
MAINE MEDIA WORKSHOPSPO BOX 200 ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	ACCREDITATION SUPPORT AND GENERAL	10,000
MAKE A WISH FOUNDATION87 ELM STREET CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL	5,000
MERCY HOSPITAL144 STATE STREET PORTLAND,ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER RENOVATIONS	75,000
MGH PEDIATRIC HEMATOLOGYONCOLOGY100 CHARLES RIVER PLAZA STE 600 BOSTON,MA 02114	N/A	PUBLIC CHARITY	PEDIATRIC HEMATOLOGY-ONCOLOGY BASIC & CLINICAL RESEARCH	50,000

Form 990PF Part XV Line 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 ENGLAND AQUARIUM CENTRAL WHARF BOSTON,MA 02110	N/A	PUBLIC CHARITY	JOHN PRESCOTT RESEARCH LABORATORY CAPITAL CAMPAIGN	15,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	NEC OPERA PROGRAM VISITING ARTIST FUND	15,000
PENOBSCOT RIVER RESTORATION TRUST14 MAINE STREET SUITE 401 BRUNSWICK,ME 04011	N/A	PUBLIC CHARITY	DAM REMOVAL & ADMIN & OPERATING COSTS	25,000
PERKINS SCHOOL FOR THE BLIND 175 NO BEACON STREET WATERTOWN,MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND PHYSICAL FITNESS PROGRAM	10,000
PINE STREET INN444 HARRISON AVENUE BOSTON,MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000
ROCKPORT MUSICBOX 312 ROCKPORT,MA 01996	N/A	PUBLIC CHARITY	CAMPAIGN FOR SHALIN LIU PERFORMANCE CENTER	15,000
ROGERSON COMMUNITIESONE FLORENCE STREET BOSTON,MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,000
STUDIO 7 ARTS INC7 STANDISH STREET CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,500
THE APPRENTICESHOP643 MAIN STREET ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	BOAT BUILDING PROGRAMS	10,000
THE KNITTING CONNECTIONPO BOX 560065 W MEDFORD,MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000
Total . . . . . ▶ **3a**				620,000

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TY 2011 Accounting Fees Schedule

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

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROUDE & HOCHBERG LLP	8,225	0		0
DARMODY, MERLINO & CO , LLP	7,000	0		0

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

TY 2011 Expenditure Responsibility Statement

Name: MATTINA R PROCTOR FOUNDATION
C/O 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	2011-01-07	50,000	SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP	50,000	NONE	07/24/2012		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2011-02-14	25,000	UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSION AT MECHANICS HALL	25,000	NONE	08/07/2012		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2011-07-21	10,000	UNDERWRITE FALL SHAKESPEARE CONCERT AT EMMANUEL CHURCH AND RECORDING SESSION AT MECHANICS HALL	10,000	NONE	08/07/2012		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2011-09-12	7,000	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS	7,000	NONE	08/08/2012		

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TY 2011 Investments Corporate Stock Schedule

Name: MATTINA R PROCTOR FOUNDATION
C/O 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	635,252
2,500 SH. BHP BILLITON PLC	168,172	145,975
2,500 SH. BP PLC ADR	69,592	106,850
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980	113,960
8,548 SH. BANK OF AMERICA CORP.	150,950	47,527
3,000 SH. BOSTON PROPERTIES INC.	268,819	298,800
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204	218,065
5,610 SH. CAMDEN NATIONAL CORP.	121,842	182,886
2,500 SH. CAMECO CORP.	118,025	45,125
1,000 SH. CANADIAN NATIONAL RAILWAY	66,558	78,560
2,500 SH. CATERPILLAR INC.	176,751	226,500
2,000 SH. CENOVUS ENERGY INC.	50,916	66,400
6,000 SH. CHEVRON CORP.	358,740	638,400
3,331 SH. CISCO SYSTEMS INC.	57,918	60,224
0 SH. CITIGROUP INC.	0	0
8,000 SH. COCA COLA CO.	329,718	559,760
4,000 SH. CIA VALE DO RIO DOCE-ADR	84,900	85,800
6,800 SH. CONAGRA FOODS INC.	181,864	179,520
4,676 SH. CONOCOPHILLIPS	248,115	340,740
2,000 SH. DEERE & CO.	73,036	154,700
1,500 SH. DISNEY CO.	41,850	56,250
4,500 SH. DOW CHEMICAL CO.	240,390	129,420
10,000 SH. DU PONT DE NEMOURS & CO.	467,087	457,800
2,201 SH. DUKE ENERGY CORP.	29,867	48,422
4,500 SH. DUKE REALTY CORP.	141,992	54,225
4,000 SH. EMERSON ELECTRIC CO.	63,205	186,360
2,000 SH. ENCANA CORP.	55,180	37,060
24,000 SH. EXXONMOBIL CORP.	735,716	2,034,240
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040	147,160
1,024 SH. FRONTIER COMMUNICATIONS CORP.	9,183	5,274

Name of Stock	End of Year Book Value	End of Year Fair Market Value
26,810 SH. GENERAL ELECTRIC CO.	620,770	480,167
14,400 SH. GENERAL MILLS INC.	302,405	581,904
1,000 SH. HEWLETT PACKARD CO.	31,875	25,760
1,000 SH. IBM CORP.	130,525	183,880
7,400 SH. JP MORGAN CHASE & CO.	269,341	246,050
870 SH. JOHNSON & JOHNSON	56,924	57,055
2,143 SH. KIMBERLY CLARK CORP.	115,109	157,639
1,404 SH. MEDCO HEALTH SOLUTIONS INC.	31,285	78,484
9,844 SH. MERCK & CO. INC.	411,850	371,119
2,000 SH. MICROSOFT CORP.	51,512	51,920
1,000 SH NATIONAL GRID PLC	46,566	48,480
1,000 SH. PEPSICO INC.	59,708	66,350
7,189 SH. PFIZER INC.	113,557	155,570
3,000 SH. PLUM CREEK TIMBER CO.	80,360	109,680
11,100 SH. PROCTER & GAMBLE CO.	379,517	740,481
2,000 SH. PROGRESS ENERGY INC.	82,260	112,040
500 SH. ROCKWOOD HLDGS INC.	26,435	19,685
1,100 SH. SPECTRA ENERGY CORP.	21,084	33,825
10,000 SH. STATE STREET CORP.	145,281	403,100
1,000 SH TECK RESOURCES LIMITED	57,609	35,190
2,000 SH. TEMPLE INLAND INC.	39,274	63,420
1,000 SH. 3M CO.	72,717	81,730
6,500 SH. US BANCORP	191,360	175,825
2,000 SH. UNION PACIFIC CORP.	48,026	211,880
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430	190,034
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356	171,312
6,000 SH. WELLS FARGO & CO.	179,145	165,360
4,886 SH. WEYERHAEUSER CO.	136,012	91,222
4,000 SH. WILLIAMS COS. INC.	37,916	132,080
400 SH. ZIMMER HOLDINGS INC.	9,078	21,368

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TY 2011 Legal Fees Schedule

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

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROUDE & HOCHBERG LLP	1,061	0		0

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TY 2011 Other Decreases Schedule

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

EIN: 11-1067014

Description	Amount
AMOUNTS REPORTED AS INCOME IN 2011 NOT RECEIVED UNTIL 2012	336

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TY 2011 Other Expenses Schedule

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

EIN: 11-1067014

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSOC OF SMALL FOUNDATIONS DUES	695	0		0
STATE STREET TRANSACTION FEES	195	195		0
LIABILITY INSURANCE	1,250	0		0
ADVERTISING	2,000	0		0
INVESTMENT MANAGEMENT FEE	15,000	15,000		0
CIA VALE DO RIO DOCE ADR FEES	220	220		0
BP PRUDOE BAY EXPENSES	12,847	12,847		0
MA FORM PC FILING FEE	125	0		0

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TY 2011 Other Income Schedule

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

EIN: 11-1067014

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STATE STREET BANK & TRUST	22,243	22,243	22,243

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TY 2011 Other Increases Schedule

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

EIN: 11-1067014

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	3,558

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TY 2011 Other Professional Fees Schedule

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

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROUDE & HOCHBERG GRANT ADMIN FEE	79,999	0		79,999
BROUDE & HOCHBERG TRUST ADMIN FEE	34,706	34,706		0

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TY 2011 Taxes Schedule

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

EIN: 11-1067014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAX	1,434	1,434		0
FEDERAL ESTIMATED TAX 2011	2,720	0		0
FEDERAL TAX 2010 BALANCE DUE	1,065	0		0