Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) Room/suite
75 FEDERAL ST NO 1300

B Telephone number (see instructions)
(617) 748-5100

City or town, state, and ZIP code
BOSTON, MA 021101921

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

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

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	939	1,034	1,034
	2	Savings and temporary cash investments	118,447	378,560	378,560
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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)	9,281,757	8,709,606	12,851,449
	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 ▶)	0	0	22,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,401,143	9,089,200	13,253,043
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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	9,272,191	8,848,778	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	128,952	240,422	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,401,143	9,089,200	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,401,143	9,089,200	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,401,143
2	Enter amount from Part I, line 27a	2	-311,943
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	9,089,200
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,089,200

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	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	232,192
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see 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))
2011	697,863	12,692,024	0 054984
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

2	**Total** of line 1, column (d).	2	0 260815
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052163
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,936,336
5	Multiply line 4 by line 3.	5	674,798
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,284
7	Add lines 5 and 6.	7	680,082
8	Enter qualifying distributions from Part XII, line 4.	8	695,654

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	5,284
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	5,284
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,284
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,584		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,584
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,300
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,300	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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 2012?	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 instructions). ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	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 instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JEFFREY D HUTCHINS 75 FEDERAL STREET SUITE 1300 BOSTON, MA 02110	TRUSTEE 10 00	35,772	0	0
WILLIAM I HOCHBERG 201 SANTA MONICA BLVD SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 5 00	35,772	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
BROUDE & HOCHBERG LLP 75 FEDERAL ST STE 1300 BOSTON, MA 02110	GRANT ADMINISTRATION	66,036
BROUDE & HOCHBERG LLP 75 FEDERAL ST STE 1300 BOSTON, MA 02110	TRUST ADMINISTRATION	47,697
BROUDE & HOCHBERG LLP 75 FEDERAL ST STE 1300 BOSTON, MA 02110	LEGAL AND TAX	12,099
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see 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 instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	12,978,561
b	Average of monthly cash balances		1b	154,775
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	13,133,336
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	13,133,336
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	197,000
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,936,336
6	**Minimum investment return.** Enter 5% of line 5		6	646,817

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	646,817
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,284		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,284
3	Distributable amount before adjustments Subtract line 2c from line 1		3	641,533
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	641,533
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	641,533

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	695,654
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	695,654
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,284
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	690,370

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				641,533
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			483,944	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 695,654				
a Applied to 2011, but not more than line 2a			483,944	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				211,710
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				429,823
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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**				600,000
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	399,948	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	9,294	
8 Gain or (loss) from sales of assets other than inventory			18	127,840	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		537,082	0

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

(See worksheet in line 13 instructions to verify calculations)

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

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

****** | 2013-05-24 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

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

Firm's name ▶ BROUDE & HOCHBERG LLP

Firm's EIN ▶ 04-2232283

Firm's address ▶ 75 FEDERAL STREET SUITE 1300 BOSTON, MA 021101921

Phone no (617) 748-5100

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)
8548 SHS BANK OF AMERICA CORP	D		2012-05-07
2500 SHS CAMECO CORP	P	2007-04-25	2012-05-07
800 SHS CONAGRA INC	D	2001-12-04	2012-09-28
3266 SHS DUKE ENERGY CORP	D	1985-12-04	2012-07-09
2400 SHS EXPRESS SCRIPTS HOLDING CO	P	2005-02-20	2012-04-13
1137 SHS EXPRESS SCRIPTS HOLDING CO	P		2012-09-28
500 SHS EXXON MOBIL CORP	D	1972-02-28	2012-01-05
1500 SHS EXXON MOBIL CORP	D	1972-02-28	2012-05-07
1024 SHS FRONTIER COMMUNICATIONS CORP	D		2012-03-30
2400 SHS GENERAL MILLS INC	D	1970-07-10	2012-09-28
1000 SHS HEWLETT PACKARD CO	P		2012-08-29
1404 SHS MEDCO HEALTH SOLUTIONS INC	P		2012-04-02
2000 SHS TEMPLE INLAND INC	P		2012-02-13
2000 SHS VALE SA ADR	P	2007-04-25	2012-09-28
3333 SHS WPX ENERGY	P	1993-09-22	2012-01-06
1333 SHS WPX ENERGY	P	1993-09-22	2012-09-28
400 SHS ZIMMER HOLDINGS INC	D	1986-06-11	2012-09-28
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)
67,528		128,312	-60,784
55,849		118,025	-62,176
22,012		18,520	3,492
21		5	16
14		7	7
71,447		31,278	40,169
42,554		42,554	0
126,822		3,502	123,320
4,188		3,251	937
95,302		1,383	93,919
16,880		31,875	-14,995
40,435			40,435
64,000		39,274	24,726
35,667		42,450	-6,783
6		2	4
21,994		6,910	15,084
26,952		453	26,499
8,322			8,322

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	
			-60,784
			-62,176
			3,492
			16
			7
			40,169
			0
			123,320
			937
			93,919
			-14,995
			40,435
			24,726
			-6,783
			4
			15,084
			26,499
			8,322

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
ARCADIA PLAYERS 4 OLD SOUTH STREET NORTHAMPTON, MA 01060	N/A	PUBLIC CHARITY	2013 SHAKESPEARE CONCERTS	10,000
BARRY PRICE REHABILITATION CENTER 38 BORDER STREET WEST NEWTON, MA 02465	N/A	PUBLIC CHARITY	GENERAL	2,500
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CENTER HOUSE	5,000
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02215	N/A	PUBLIC CHARITY	BIDMC MUSIC THERAPY PRACTICUM	15,000
BOSTON LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	GENERAL AND OPERA ANNEX	50,000
BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	LAHAV PREMATURE AND CRITICALLY ILL INFANT RESEARCH	5,000
CAMDEN AREA DISTRICT NURSING ASSOCIATION PO BOX 547 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,500
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	FAMILY SPONSORSHIPS AND NEW MATTRESSES	14,000
COASTAL MOUNTAINS LAND TRUST 101 MT BATTIE STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	BALD AND RAGGED MOUNTAINS CAMPAIGN	10,000
COMMUNITY SCHOOL PO BOX 555 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	CREATIVE ARTS PROGRAM	5,000
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02110	N/A	PUBLIC CHARITY	SOLOISTS IN LA CLEMENZA DI TITO	10,000
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	SHAKESPEARE CONCERTS AND PARMA RECORDING PROJECT	35,500
HANDEL AND HAYDN SOCIETY 300 MASSACHUSETTS AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	BACH'S ST MATTHEW PASSION, SOPRANO SOLOIST	2,500

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*				
HELEN HAY WHITNEY FOUNDATION 20 SQUADRON BLVD SUITE 630 NEW CITY, NY 10956	N/A	PRIVATE FOUNDATION	ONE HHW FELLOWSHIP SECOND INSTALLMENT	50,000
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	LOCAL HISTORY/LOCAL SCHOOLS INITIATIVE	5,000
MAINE HUMANITIES COUNCIL 674 BRIGHTON AVENUE PORTLAND, ME 04102	N/A	PUBLIC CHARITY	HUMANITIES AND HEALTHCARE PROGRAM	15,000
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL AND MAINE MEDIA SCHOLARSHIP FUND	50,000
MAINE MEDICAL CENTER 22 BRAMHALL STREET PORTLAND, ME 04102	N/A	PUBLIC CHARITY	CHILDHOOD OBESITY PREVENTION PROGRAM	25,000
MAKE A WISH FOUNDATION 87 ELM STREET CAMDEN, ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,500
MASSACHUSETTS LAND LEAGUE 249 LAKESIDE AVENUE MARLBOROUGH, MA 01752	N/A	PUBLIC CHARITY	PROGRAM DIRECTOR	8,000
MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER RENOVATIONS	75,000
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	JOHN PRESCOTT RESEARCH LABORATORY CAPITAL CAMPAIGN	15,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	NEC OPERA PROGRAM VISITING ARTIST FUND	15,000
NEW ENGLAND PHILHARMONIC PO BOX 15475 BOSTON, MA 02215	N/A	PUBLIC CHARITY	VOCAL SOLOISTS FOR BRITTEN'S WAR REQUIEM	3,000
NORTHEAST HISTORIC FILM 85 MAIN STREET BUCKSPORT, ME 04416	N/A	PUBLIC CHARITY	FILM PROJECT	3,000
NORTHEASTERN UNIVERSITY SCHOOL OF LAW 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	PUBLIC INTEREST INTERNSHIPS IN MAINE	10,500
PENOBSCOT RIVER RESTORATION TRUST 14 MAINE STREET SUITE 401 BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	GENERAL ADMINISTRATIVE AND OPERATING COSTS	25,000
PERKINS SCHOOL FOR THE BLIND 175 NO BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND INTERNET RADIO STATION	10,000

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*				
PINE STREET INN 444 HARRISON AVENUE BOSTON,MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON,MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,500
STUDIO 7 ARTS INC 7 STANDISH STREET CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,500
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	BOAT BUILDING PROGRAMS AND MORGAN WHALEBOAT PROJECT	10,000
THE FIELD 161 SIXTH AVENUE 14TH FLOOR NEW YORK,NY 10013	N/A	PUBLIC CHARITY	LEON KIRCHNER REVELATIONS RECORDING PROJECT	2,500
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD,MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000
THE NATURE CONSERVANCY OF MAINE 14 MAINE STREET SUITE 401 BRUNSWICK,ME 04011	N/A	PUBLIC CHARITY	NORTH WOODS CAMPAIGN	15,000
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND,ME 041032670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	65,000
VNA CARE NETWORK AND HOSPICE 175 HIGHLAND AVENUE NEEDHAM,MA 02494	N/A	PUBLIC CHARITY	STANLEY R TIPPETT HOSPICE HOME	2,500
Total . . . . ► **3a**				600,000

TY 2012 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	10,793	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 2012 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	2012-01-19	50,000	SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP	50,000	NONE	05/09/2013		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2012-01-19	10,500	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS	10,500	NONE	05/12/2013		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2012-02-16	25,000	UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSIONS AT MECHANICS HALL	25,000	NONE	05/12/2013		

TY 2012 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	708,146
2,500 SH. BHP BILLITON PLC	168,172	175,925
2,500 SH. BP PLC ADR	69,592	104,100
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980	68,540
0 SH. BANK OF AMERICA CORP.	0	0
3,000 SH. BOSTON PROPERTIES INC.	268,819	317,430
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204	201,667
5,610 SH. CAMDEN NATIONAL CORP.	121,842	190,572
0 SH. CAMECO CORP.	0	0
1,000 SH. CANADIAN NATIONAL RAILWAY	66,558	91,010
2,500 SH. CATERPILLAR INC.	176,751	224,021
2,000 SH. CENOVUS ENERGY INC.	50,916	67,080
6,000 SH. CHEVRON CORP.	358,740	648,840
3,331 SH. CISCO SYSTEMS INC.	57,918	65,452
16,000 SH. COCA COLA CO.	329,718	580,000
6,000 SH. CONAGRA FOODS INC.	160,468	177,000
4,676 SH. CONOCOPHILLIPS	188,635	271,161
2,000 SH. DEERE & CO.	73,036	172,840
1,500 SH. DISNEY CO.	41,850	74,685
4,500 SH. DOW CHEMICAL CO.	240,390	145,482
10,000 SH. DU PONT DE NEMOURS & CO.	467,087	449,785
2,475 SH. DUKE ENERGY CORP.	112,112	157,905
4,500 SH. DUKE REALTY CORP.	141,992	62,415
4,000 SH. EMERSON ELECTRIC CO.	63,205	211,840
2,000 SH. ENCANA CORP.	55,180	39,520
22,000 SH. EXXONMOBIL CORP.	674,407	1,904,100
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040	136,800
0 SH. FRONTIER COMMUNICATIONS CORP.	0	0
26,810 SH. GENERAL ELECTRIC CO.	620,770	562,742
12,000 SH. GENERAL MILLS INC.	252,004	485,040

Name of Stock	End of Year Book Value	End of Year Fair Market Value
0 SH. HEWLETT PACKARD CO.	0	0
1,000 SH. IBM CORP.	130,525	191,550
7,400 SH. JP MORGAN CHASE & CO.	269,342	325,371
870 SH. JOHNSON & JOHNSON	56,924	60,987
2,143 SH. KIMBERLY CLARK CORP.	115,109	180,933
0 SH. MEDCO HEALTH SOLUTIONS INC.	0	0
9,844 SH. MERCK & CO. INC.	411,850	403,013
2,000 SH. MICROSOFT CORP.	51,512	53,419
1,000 SH. NATIONAL GRID PLC	46,566	57,440
1,000 SH. PEPSICO INC.	59,708	68,430
7,189 SH. PFIZER INC.	113,557	180,295
2,338 SH. PHILLIPS 66-W/I	59,480	124,148
3,000 SH. PLUM CREEK TIMBER CO.	80,360	133,110
11,100 SH. PROCTER & GAMBLE CO.	379,517	753,579
0 SH. PROGRESS ENERGY INC.	0	0
500 SH. ROCKWOOD HLDGS INC.	26,435	24,730
1,100 SH. SPECTRA ENERGY CORP.	21,084	30,118
10,000 SH. STATE STREET CORP.	145,281	470,100
1,000 SH. TECK RESOURCES LIMITED	57,609	36,350
0 SH. TEMPLE INLAND INC.	0	0
1,000 SH. 3M CO.	72,717	92,850
6,500 SH. US BANCORP	191,360	207,610
2,000 SH. UNION PACIFIC CORP.	48,026	251,440
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430	213,226
2,000 SH. VALE DO RIO DOCE-ADR	42,450	41,920
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356	184,763
6,000 SH. WELLS FARGO & CO.	179,145	205,080
4,886 SH. WEYERHAEUSER CO.	136,012	135,929
4,000 SH. WILLIAMS COS. INC.	31,005	130,960
0 SH. ZIMMER HOLDINGS INC.	0	0

TY 2012 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	1,306	0		0

TY 2012 Other Assets Schedule

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

EIN: 11-1067014

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROCTOR HEIRS TR			22,000

TY 2012 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	150	0		0
LIABILITY INSURANCE	1,250	0		0
ADVERTISING	1,000	0		1,000
INVESTMENT MANAGEMENT FEE	15,000	15,000		0
CIA VALE DO RIO DOCE ADR FEES	90	90		0
BP PRUDOE BAY EXPENSES	0	13,140		0
MA FORM PC FILING FEE	125	0		0
PROCTOR HEIRS TR ADVANCE	22,000	0		0

TY 2012 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	9,294	22,432	9,294

TY 2012 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	66,036	0		66,036
BROUDE & HOCHBERG TRUST ADMIN FEE	47,697	47,697		0

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TY 2012 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	1,339	1,339		0
FEDERAL TAX 2011 PAID ON EXTENSION	3,000	0		0