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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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		B Telephone number (see instructions) (617) 748-5100	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 021101921		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 (<i>from Part II, col. (c), line 16</i>)▶\$ 15,506,404		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4 Dividends and interest from securities.	411,986	417,449		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	143,426			
	b Gross sales price for all assets on line 6a 490,499				
	7 Capital gain net income (from Part IV, line 2) . . .		202,432		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,041	21,928		
	12 Total. Add lines 1 through 11	564,453	641,809		
	13 Compensation of officers, directors, trustees, etc	75,732	37,866		37,866
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	1,162	0		0
	b Accounting fees (attach schedule).	16,377	0		0
	c Other professional fees (attach schedule)	120,272	50,506		69,766
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,575	1,575		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,279	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule).	24,784	20,719		1,800
	24 Total operating and administrative expenses. Add lines 13 through 23	249,181	110,666		109,432
	25 Contributions, gifts, grants paid	655,000			655,000
	26 Total expenses and disbursements. Add lines 24 and 25	904,181	110,666		764,432
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-339,728			
	b Net investment income (if negative, enter -0-)		531,143		
	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	1,034	647	647
	2	Savings and temporary cash investments	378,560	386,295	386,295
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,709,606	8,359,379	15,097,462
	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)	9,089,200	8,746,321	15,506,404	
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	8,848,778	8,593,253	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	240,422	153,068	
	30	Total net assets or fund balances (see page 17 of the instructions)	9,089,200	8,746,321	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,089,200	8,746,321	

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	9,089,200
2	Enter amount from Part I, line 27a	2	-339,728
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,749,472
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,151
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,746,321

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	202,432
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))
2012	690,370	12,936,336	0 053367
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

2	Total of line 1, column (d).	2	0 267915
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 053583
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	14,092,660
5	Multiply line 4 by line 3.	5	755,127
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,311
7	Add lines 5 and 6.	7	760,438
8	Enter qualifying distributions from Part XII, line 4. 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	8	764,432

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	5,311
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	5,311
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	5,311
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,300
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	6,300
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	989
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 989 Refunded	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	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)? <i>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.</i>	1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 2013, 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	Yes	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 2013 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 2013.).	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 2013?	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?			
	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?			
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?			
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	TRUSTEE	37,866	0	0
75 FEDERAL STREET SUITE 1300 BOSTON, MA 02110	10 00			
WILLIAM I HOCHBERG	TRUSTEE	37,866	0	0
201 SANTA MONICA BLVD SUITE 300 SANTA MONICA, CA 90401	10 00			
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	GRANT ADMINISTRATION	69,766
75 FEDERAL ST STE 1300 BOSTON,MA 02110		
BROUDE & HOCHBERG LLP	TRUST ADMINISTRATION	50,506
75 FEDERAL ST STE 1300 BOSTON,MA 02110		
BROUDE & HOCHBERG LLP	LEGAL AND TAX	10,539
75 FEDERAL ST STE 1300 BOSTON,MA 02110		
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	14,092,279
b	Average of monthly cash balances.	1b	214,990
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,307,269
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	14,307,269
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,609
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,092,660
6	Minimum investment return. Enter 5% of line 5.	6	704,633

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	704,633
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,311
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,311
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	699,322
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	699,322
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	699,322

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	764,432
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	764,432
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	5,311
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	759,121
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				699,322
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			429,823	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 764,432				
a Applied to 2012, but not more than line 2a			429,823	
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 2013 distributable amount.				334,609
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				364,713
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 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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 address of the person to whom applications should be addressed

JEFFREY D HUTCHINS TRUSTEE CO BROUD
75 FEDERAL STREET SUITE 1300
BOSTON, MA 02110
(617) 748-5100

b

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

APPLICATIONS ACCEPTED FROM PUBLIC CHARITIES APPLICATIONS SHOULD BE BY LETTER, AND CONTAIN A DESCRIPTION OF THE APPLICANT ORGANIZATION, PURPOSE AND BUDGET OF GRANT SOLICITED, AND PROOF OF TAX EXEMPT STATUS

c

Any submission deadlines

NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

PREFERENCE IS GIVEN TO ORGANIZATIONS LOCATED IN THE NORTHEASTERN UNITED STATES

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	655,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
450 SH IBM CORP	P	2011-07-06	2013-09-06
2,000 SH ENCANA CORP	P	2006-07-27	2013-11-06
1,000 SH EXXON MOBIL CORP	P		2013-04-30
1,000 SH EXXON MOBIL CORP	P		2013-07-18
300 SH IBM CORP	P	2005-02-20	2013-04-30
200 SH IBM CORP	P	2005-02-20	2013-07-18
1,000 SH TECK COMINCO LTD	P	2010-12-21	2013-11-06
2,000 SH VALE SA ADR	P	2007-04-25	2013-11-06
50 SH IBM CORP	P	2005-02-20	2013-09-06
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)
82,367		75,523	6,844
37,159		55,180	-18,021
88,498		329	88,169
94,468		1,975	92,493
60,342		27,966	32,376
39,611		18,644	20,967
27,520		57,609	-30,089
33,579		42,450	-8,871
9,152		8,391	761
17,803			17,803

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	
			6,844
			-18,021
			88,169
			92,493
			32,376
			20,967
			-30,089
			-8,871
			761
			17,803

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACTION FOR BOSTON COMMUNITY DEVELOPMENT 178 TREMONT STREET BOSTON,MA 02111	N/A	PUBLIC CHARITY	WINTER EMERGENCY INITIATIVE	2,500
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY,NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF RAKING THE SNOW BY DAVID OWENS	10,000
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY,NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF RAKING THE SNOW BY DAVID OWENS	4,000
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON,MA 02108	N/A	PUBLIC CHARITY	MAINE WOODS INITIATIVE	10,000
BARRY PRICE REHABILITATION CENTER 1 WASHINGTON ST SUITE 400 WELLESLEY,MA 02481	N/A	PUBLIC CHARITY	GENERAL	2,500
BAY CHAMBER CONCERTS PO BOX 599 ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	MUSICAL PERFORMANCE OF LA VOIX HUMAINE BY FRANCIS POULENC	2,000
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON,MA 02114	N/A	PUBLIC CHARITY	CENTER HOUSE/CENTER CLUB	5,000
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON,MA 02115	N/A	PUBLIC CHARITY	BIDMC MUSIC THERAPY PRACTICUM	30,000
BOSTON EARLY MUSIC FESTIVAL 161 FIRST STREET SUITE 202 CAMBRIDGE,MA 02142	N/A	PUBLIC CHARITY	RECORDING OF MUSIC BY MARC-ANTOINE CHARPENTIER	20,000
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON,MA 02111	N/A	PUBLIC CHARITY	GENERAL	25,000
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON,MA 02111	N/A	PUBLIC CHARITY	SUPPORT FOR CHORUS IN MUSICAL PERFORMANCE OF THE FLYING DUTCHMAN	50,000
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	5,000
COMMUNITY SCHOOL PO BOX 555 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000
Total  3a				655,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CRADLES TO CRAYONS 155 NORTH BEACON STREET BRIGHTON,MA 02135	N/A	PUBLIC CHARITY	READY FOR SCHOOL PROGRAM	2,500
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE,MA 02445	N/A	PUBLIC CHARITY	CREATIVE ARTS PROGRAM	5,000
EIGHT LIGHTS INC 5 BESSOM STREET MARBLEHEAD,MA 01945	N/A	PUBLIC CHARITY	GENERAL CAPITAL CAMPAIGN	4,000
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON,MA 02116	N/A	PUBLIC CHARITY	MUSICAL PERFORMANCE OF THE GREAT GATSBY BY JOHN HARBISON	50,000
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER,MA 01602	N/A	PRIVATE FOUNDATION	SHAKESPEARE CONCERTS AND PARMA RECORDING PROJECT	40,500
HANDEL AND HAYDN SOCIETY 300 MASSACHUSETTS AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	HANDEL'S JEPHTHA, SOPRANO AND BASS SOLOISTS	5,000
HELEN HAY WHITNEY FOUNDATION 20 SQUADRON BLVD SUITE 630 NEWCITY,NY 10956	N/A	PRIVATE FOUNDATION	ONE HHW FELLOWSHIP THIRD INSTALLMENT	50,000
ILLINOIS STATE UNIVERSITY COLLEGE OF FINE ARTS BOX 5660 NORMAL,IL 61790	N/A	PUBLIC CHARITY	THE SHAKESPEARE CONCERT SERIES	2,500
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON,MA 02115	N/A	PUBLIC CHARITY	CHAMBER MUSIC CONCERTS	2,000
JEWISH FAMILY & CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM,MA 02451	N/A	PUBLIC CHARITY	ADOPTION RESOURCES PROGRAM	10,000
LAUDHOLM TRUST PO BOX 1007 WELLS,ME 04090	N/A	PUBLIC CHARITY	SOLAR POWER INFRASTRUCTURE PROJECT	25,000
LOWN CARDIOVASCULAR RESEARCH FOUNDATION 21 LONGWOOD AVENUE BROOKLINE,MA 02446	N/A	PUBLIC CHARITY	2013 AVOIDING AVOIDABLE CARE CONFERENCE	20,000
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	GENERAL	5,000
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS STREET SUITE M1 PORTLAND,ME 04101	N/A	PUBLIC CHARITY	GENERAL	2,500
MASSACHUSETTS GENERAL HOSPITAL FOR CHILDREN 55 FRUIT STYAWKEY 8B-8893 BOSTON,MA 02114	N/A	PUBLIC CHARITY	DR VERENA GOBEL MEDICAL RESEARCH, INSTALLMENT #1 OF 2	50,000
Total  3a				655,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	DIABETES CENTER OUTREACH	5,000
NATIONAL RECORDING PRESERVATION FOUNDATION C/O FOX AGENCY 40 WALL ST 6TH FL NEW YORK, NY 10005	N/A	PUBLIC CHARITY	RESTORATION OF CULTURALLY SIGNIFICANT RECORDINGS FROM MAINE	5,000
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	SUSTAINABLE SEAFOODS PROGRAMS	10,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	NEC JAZZ PROGRAM	5,000
NORTHEAST HISTORIC FILM 85 MAIN STREET PO BOX 900 BUCKSPORT, ME 04416	N/A	PUBLIC CHARITY	FILM PROJECT	2,000
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	VOLUNTEER LAWYERS FOR THE ARTS AND CONCERTO PERFORMANCE	25,000
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	MAINE LAW PROGRAM AND GUITARFEST	5,000
ONE FUND BOSTON PO BOX 990009 BOSTON, MA 02199	N/A	PUBLIC CHARITY	GENERAL	5,000
PERKINS SCHOOL FOR THE BLIND 175 N BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	ANNUAL FUND AND INTERNET RADIO STATION	10,000
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	5,000
PINE TREE LEGAL ASSISTANCE PO BOX 547 PORTLAND, ME 04112	N/A	PUBLIC CHARITY	GENERAL	1,000
PORTLAND CHAMBER MUSIC FESTIVAL 50 MARKET ST SUITE 137 PORTLAND, ME 04106	N/A	PUBLIC CHARITY	2013 COMPOSERS COMPETITION	2,500
RILEY SCHOOL PO BOX 159 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GREENHOUSE RENOVATION PROJECT	2,500
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	2,500
STUDIO 7 ARTS INC 58 HIGHLAND STREET CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	GENERAL	2,000
Total  3a				655,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN, INSTALLMENT #1 OF 2	25,000
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD,MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000
THE NATURE CONSERVANCY IN MAINE 14 MAINE STREET SUITE 401 BRUNSWICK,ME 04011	N/A	PUBLIC CHARITY	GENERAL	5,000
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND,ME 041032670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	75,000
Total  3a				655,000

TY 2013 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 TAX	9,377	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 2013 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	2013-01-16	50,000	SPONSOR ONE HELEN HAY WHITNEY FELLOWSHIP	50,000	NONE	05/07/2014		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2013-01-16	10,500	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS	10,500	NONE	08/13/2014		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2013-03-08	25,000	UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSIONS AT MECHANICS HALL	25,000	NONE	08/13/2014		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2013-12-31	5,000	SUPPLEMENTAL FUNDING FOR PARMA RECORDS RECORDING CONTRACT	5,000	NONE	08/13/2014		

TY 2013 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	738,606
2,500 SH. BHP BILLITON PLC	168,172	155,300
2,500 SH. BP PLC ADR	69,592	121,525
1,000 SH. BP PRUDHOE BAY ROYALTY TRUST	75,980	79,630
3,000 SH. BOSTON PROPERTIES INC.	268,819	301,110
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204	328,892
5,610 SH. CAMDEN NATIONAL CORP.	121,842	234,711
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558	114,040
2,500 SH. CATERPILLAR INC.	176,751	227,025
2,000 SH. CENOVUS ENERGY INC.	50,916	57,300
6,000 SH. CHEVRON CORP.	358,740	749,460
3,331 SH. CISCO SYSTEMS INC.	57,918	74,714
16,000 SH. COCA COLA CO.	329,718	660,960
6,000 SH. CONAGRA FOODS INC.	160,468	202,200
4,676 SH. CONOCOPHILLIPS	188,635	330,359
2,000 SH. DEERE & CO.	73,036	182,660
1,500 SH. DISNEY CO.	41,850	114,600
4,500 SH. DOW CHEMICAL CO.	240,390	199,800
10,000 SH. DU PONT DE NEMOURS & CO.	467,087	649,700
2,475 SH. DUKE ENERGY CORP.	112,112	170,800
4,500 SH. DUKE REALTY CORP.	139,364	67,680
4,000 SH. EMERSON ELECTRIC CO.	63,205	280,720
0 SH. ENCANA CORP.	0	0
20,000 SH. EXXONMOBIL CORP.	613,097	2,024,000
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040	150,960
26,810 SH. GENERAL ELECTRIC CO.	620,770	751,484
12,000 SH. GENERAL MILLS INC.	252,004	598,920
0 SH. IBM CORP.	0	0
7,400 SH. JP MORGAN CHASE & CO.	269,342	432,752
870 SH. JOHNSON & JOHNSON	56,924	79,683

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,143 SH. KIMBERLY CLARK CORP.	115,109	223,858
9,844 SH. MERCK & CO. INC.	411,850	492,692
2,000 SH. MICROSOFT CORP.	51,512	74,820
1,000 SH. NATIONAL GRID PLC	46,566	65,320
1,000 SH. PEPSICO INC.	59,708	82,940
7,189 SH. PFIZER INC.	113,557	220,199
2,338 SH. PHILLIPS 66-W/I	59,480	180,330
3,000 SH. PLUM CREEK TIMBER CO.	80,360	139,530
11,100 SH. PROCTER & GAMBLE CO.	379,517	903,651
500 SH. ROCKWOOD HLDGS INC.	25,910	35,960
1,100 SH. SPECTRA ENERGY CORP.	21,084	39,182
10,000 SH. STATE STREET CORP.	145,281	733,900
0 SH. TECK RESOURCES LIMITED	0	0
1,000 SH. 3M CO.	72,717	140,250
6,500 SH. US BANCORP	191,360	262,600
2,000 SH. UNION PACIFIC CORP.	48,026	336,000
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430	295,880
2,000 SH. VALE DO RIO DOCE-ADR	0	0
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356	209,828
6,000 SH. WELLS FARGO & CO.	179,145	272,400
4,886 SH. WEYERHAEUSER CO.	136,012	154,251
4,000 SH. WILLIAMS COS. INC.	31,005	154,280

TY 2013 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 LEGAL	1,162	0		0

TY 2013 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 2013 Other Decreases Schedule

Name: MATTINA R PROCTOR FOUNDATION
C/O BROUDE & HOCHBERG LLP
EIN: 11-1067014

Description	Amount
DECREASE IN BOOK VALUE AS A RESULT OF A RETURN OF CAPITAL	3,151

TY 2013 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	725	0		0
STATE STREET CUSTODY FEES	9,409	9,409		0
STATE STREET TRANSACTION FEES	165	0		0
LIABILITY INSURANCE	1,250	0		0
ADVERTISING	1,800	0		1,800
INVESTMENT MANAGEMENT FEE	11,250	11,250		0
CIA VALE DO RIO DOCE ADR FEES	60	60		0
MA FORM PC FILING FEE	125	0		0

TY 2013 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	9,041	21,928	9,041

TY 2013 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	69,766	0		69,766
BROUDE & HOCHBERG TRUST ADMIN FEE	50,506	50,506		0

TY 2013 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	1,575	1,575		0
FEDERAL TAX 2012 PAID ON EXTENSION	8,000	0		0