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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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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

A Employer identification number
11-1067014

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

Room/suite

B Telephone number (see 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 ☐ 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)* ▶$ 15,408,037

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	427,813	434,763		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	397,461			
	b	Gross sales price for all assets on line 6a 859,807				
	7	Capital gain net income (from Part IV, line 2)		601,856		
	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)	32,596	43,952		
	12	**Total.** Add lines 1 through 11	857,870	1,080,571		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	82,618	41,308		41,310
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,441	0		0
	b	Accounting fees (attach schedule)	14,618	0		0
	c	Other professional fees (attach schedule)	132,648	55,400		77,248
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11,661	649		0
	19	Depreciation (attach schedule) and depletion		3,293		
	20	Occupancy				
	21	Travel, conferences, and meetings	2,266	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	30,290	26,190		2,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	275,542	126,840		120,558
	25	Contributions, gifts, grants paid	726,000			726,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,001,542	126,840		846,558
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-143,672			
	b	**Net investment income** (if negative, enter -0-)		953,731		
	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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	647	196,305	196,305
2	Savings and temporary cash investments	386,295	509,312	509,312
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)	8,359,379	7,895,578	14,680,420
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	22,000	22,000
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,746,321	8,623,195	15,408,037
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	8,593,253	8,354,922	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	153,068	268,273	
30	**Total net assets or fund balances** (see instructions)	8,746,321	8,623,195	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,746,321	8,623,195	

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	8,746,321
2	Enter amount from Part I, line 27a	2	-143,672
3	Other increases not included in line 2 (itemize) ▶	3	22,000
4	Add lines 1, 2, and 3	4	8,624,649
5	Decreases not included in line 2 (itemize) ▶	5	1,454
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,623,195

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	601,856
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 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))
2013	759,121	14,092,660	0 053866
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

2	**Total** of line 1, column (d)	2	0 270649
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 054130
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	15,121,394
5	Multiply line 4 by line 3	5	818,521
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,537
7	Add lines 5 and 6	7	828,058
8	Enter qualifying distributions from Part XII, line 4	8	846,558

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	9,537
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	9,537
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	9,537
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 12,001		
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	12,001
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	2,464
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 2,464 **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 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 2014 or the taxable year beginning in 2014 (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)*

			Yes	No
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 |

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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	41,309	0	0
WILLIAM I HOCHBERG 201 SANTA MONICA BLVD SUITE 300 SANTA MONICA, CA 90401	TRUSTEE 10 00	41,309	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	77,248
BROUDE & HOCHBERG LLP 75 FEDERAL ST STE 1300 BOSTON, MA 02110	TRUST ADMINISTRATION	55,400
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 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	15,002,026
b	Average of monthly cash balances	1b	349,643
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,351,669
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	15,351,669
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,275
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,121,394
6	**Minimum investment return.** Enter 5% of line 5	6	756,070

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	756,070
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 9,537		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	9,537
3	Distributable amount before adjustments Subtract line 2c from line 1	3	746,533
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	746,533
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	746,533

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	846,558
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	846,558
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	9,537
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	837,021

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				746,533
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			364,713	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 846,558				
a Applied to 2013, but not more than line 2a			364,713	
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 2014 distributable amount.				481,845
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				264,688
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 2014, 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) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 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 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**				726,000
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	427,813	
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	32,596	
8 Gain or (loss) from sales of assets other than inventory			18	397,461	
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		857,870	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 857,870

(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) is based on all information of which preparer has any knowledge

****** 2015-06-04 ******

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
JENNIFER E KLINE		2015-06-03	☐	P01432534

Firm's name ▶ BROUDE & HOCHBERG LLP — Firm's EIN ▶ 04-2232383

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)
CAMDEN NATL CORP, 500 SHS	P	1989-11-08	2014-07-31
CAMDEN NATL CORP, 300 SHS	P	1989-11-08	2014-08-05
CAMDEN NATL CORP, 500 SHS	P	1989-11-08	2014-08-05
CAMDEN NATL CORP, 200 SHS	P	1989-11-08	2014-08-05
CAMDEN NATL CORP, 2000 SHS	P	1989-11-08	2014-08-12
CENOVUS ENERGY INC, 2000 SHS	P	2006-07-27	2014-07-31
DEERE & CO, 2000 SHS	P	2006-03-10	2014-07-31
KIMBERLY CLARK CORP, 2143 SHS	P	2005-02-20	2014-07-31
PLUM CREEK TIMBER CO INC, 3000 SHS	P	2002-11-22	2014-07-31
SPECTRA ENERGY CORP, 1100 SHS	P	2005-02-20	2014-07-31

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)
17,739		1,335	16,404
10,726		801	9,925
17,965		1,335	16,630
7,158		534	6,624
74,568		5,340	69,228
61,059		50,916	10,143
169,656		73,036	96,620
225,040		22,993	202,047
124,544		77,597	46,947
45,594		15,536	30,058

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	
			16,404
			9,925
			16,630
			6,624
			69,228
			10,143
			96,620
			202,047
			46,947
			30,058

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)
CAMDEN NATL CORP, 550 SHS	P	1989-11-08	2014-08-25
CAMDEN NATL CORP, 1560 SHS	P	1992-07-06	2014-08-25
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)
19,937		1,469	18,468
56,549		7,059	49,490
29,272			29,272

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	
			18,468
			49,490
			29,272

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*				
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY,NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF THE TEMPEST BY JOSEPH SUMMER	100,000
BARRY L PRICE REHABILITATION CENTER INC ONE WASHINGTON ST SUITE 400 WELLESLEY,MA 02481	N/A	PUBLIC CHARITY	GENERAL	2,500
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON,MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR RIGHT TURN ADDICTION RECOVERY PROGRAM AND JUST THE RIGHT VOLUMEFORUM ON MUSICIANS' HEARING LOSS	25,000
BOSTON CONSERVATORY 8 THE FENWAY BOSTON,MA 02215	N/A	PUBLIC CHARITY	SUPPORT FOR 132 IPSWICH STREET PROJECT, INSTALLMENT #1 OF 4	12,500
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON,MA 02111	N/A	PUBLIC CHARITY	GENERAL	75,000
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVE 1ST FL BOSTON,MA 02118	N/A	PUBLIC CHARITY	SUPPORT FOR SPARK CENTER (SUPPORTING PARENTS AND RESILIENT KIDS) AT BMC	10,000
BOSTON YOUTH SYMPHONY ORCHESTRAS 855 COMMONWEALTH AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCE OF TOSCA BY GIACOMO PUCCINI	10,000
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM,MA 024549110	N/A	PUBLIC CHARITY	SUPPORT FOR BRANDEIS UNIVERSITY'S PEACE, CONFLICT, AND COEXISTENCE STUDIES PROGRAM (PAX)	15,000
CAMDEN AREA DISTRICT NURSING ASSOCIATION PO BOX 547 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,000
CAMDEN CONFERENCE PO BOX 882 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	SUPPORT FOR CAMDEN CONFERENCE 2014 THE GLOBAL POLITICS OF FOOD AND WATER	10,000
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA ROAD CASCO,ME 04015	N/A	PUBLIC CHARITY	FAMILY SPONSORSHIPS AND NEW MATTRESSES	14,000
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL STREET ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	FOR CONSTRUCTION OF THE MATTINA PROCTOR FINISHING STUDIO	50,000
EIGHT LIGHTS INC 5 BESSOM STREET MARBLEHEAD,MA 01945	N/A	PUBLIC CHARITY	GENERAL CAPITAL CAMPAIGN	8,500
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON,MA 02116	N/A	PUBLIC CHARITY	SUPPORT FOR THE HARBISON CANTATA COMMISSION IN MEMORY OF CRAIG SMITH	10,000
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	22,500
Total . . . . ▶ **3a**				726,000

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*				
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	2014 SHAKESPEARE CONCERT AT JORDAN HALL AND CONCOMITANT RECORDINGS	39,000
FREEPORT HISTORICAL SOCIETY 45 MAIN STREET FREEPORT, ME 04032	N/A	PUBLIC CHARITY	ARCHAEOLOGICAL AND EDUCATIONAL SURVEY OF THE HISTORIC PETTENGILL FARM BRICK YARD AND WHARF	1,500
GLORIAE DEI ARTES FOUNDATION PO BOX 2831 ORLEANS, MA 02653	N/A	PUBLIC CHARITY	E M SKINNER ORGAN RESTORATION AND BUILDING PROJECT AT THE CHURCH OF THE TRANSFIGURATION	10,000
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	N/A	PUBLIC CHARITY	CHAMBER MUSIC CONCERTS	2,000
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	GENERAL	12,500
MASSACHUSETTS GENERAL HOSPITAL FOR CHILDREN 55 FRUIT STYAWKEY 8B-8893 BOSTON, MA 02114	N/A	PUBLIC CHARITY	DR VERENA GOBEL MEDICAL RESEARCH, INSTALLMENT #2 OF 2	50,000
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	15,000
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	MARINE ANIMAL RESCUE PROJECT	15,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	20,000
NEW ENGLAND PHILHARMONIC PO BOX 231168 BOSTON, MA 02123	N/A	PUBLIC CHARITY	UNDERWRITE THREE VOCAL SOLOISTS IN BRITTEN'S SPRING SYMPHONY TO BE PERFORMED ON MARCH 1, 2015	3,000
NORTHEASTERN UNIVERSITY 400 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR COMBINED DEGREE PROGRAM WITH NORTHEASTERN UNIVERSITY SCHOOL OF LAW AND COLLEGE OF ARTS, MEDIA AND DESIGN (CAMD), CO-OP POSITIONS FOR LAW STUDENTS AT VOLUNTEER LAWYERS FOR THE ARTS IN MAINE AND MASSACHUSETTS AND/OR PUBLIC INTEREST CO-OP POSITIONS IN MID-COAST MAINE	20,000
PERKINS SCHOOL FOR THE BLIND 175 N BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	MUSIC EDUCATION PROGRAMS	25,000
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	2014 COMPOSERS COMPETITION	2,500
RILEY SCHOOL PO BOX 159 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	SCHOLARSHIPS	5,000
Total . . . . ▶ **3a**				726,000

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*				
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON,MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	5,000
STANFORD JAZZ WORKSHOP PO BOX 20454 STANFORD,CA 94309	N/A	PUBLIC CHARITY	SCHOLARSHIPS AND OUTREACH	10,000
STUDIO 7 ARTS INC 58 HIGHLAND STREET CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	PUBLICATION OF STILL POINTS BY ROBERT G GARDNER	2,500
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN, INSTALLMENT #2 OF 2	25,000
THE KNITTING CONNECTION PO BOX 560065 W MEDFORD,MA 02156	N/A	PUBLIC CHARITY	GENERAL	1,000
UCLA FOUNDATION 240 CHARLES E YOUND DR NORTH LOS ANGELES,CA 900951427	N/A	PUBLIC CHARITY	SCHOLARSHIPS	15,000
UNIVERSITY OF NEW ENGLAND 716 STEVENS AVENUE PORTLAND,ME 041032670	N/A	PUBLIC CHARITY	DENTAL SCHOOL	75,000
VNA CARE NETWORK & HOSPICE 175 HIGHLAND AVENUE NEEDHAM,MA 02494	N/A	PUBLIC CHARITY	SUPPORT FOR STANLEY R TIPPETT HOSPICE HOME	2,000
WAYFINDER SCHOOLS PO BOX 555 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL	2,000
Total . . . . ▶ **3a**				726,000

TY 2014 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	7,418	0		0
DARMODY, MERLINO & CO , LLP	7,200	0		0

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

TY 2014 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
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2014-05-09	25,000	UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSIONS AT MECHANICS HALL	25,000	NONE	05/19/2015		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2014-01-01	3,000	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS	3,000	NONE	05/19/2015		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2014-08-14	11,000	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS	11,000	NONE	05/19/2015		

TY 2014 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	705,625
1,000 SH. B P PRUDHOE BAY ROYALTY TRUST	75,980	67,640
2,500 SH. BHP BILLITON PLC	168,172	107,500
3,000 SH. BOSTON PROPERTIES INC.	268,819	386,070
2,500 SH. BP PLC ADR	69,592	95,300
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204	365,278
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558	137,820
2,500 SH. CATERPILLAR INC.	176,751	228,825
6,000 SH. CHEVRON CORP.	358,740	673,080
3,331 SH. CISCO SYSTEMS INC.	57,918	92,652
16,000 SH. COCA COLA CO.	329,718	675,520
6,000 SH. CONAGRA FOODS INC.	160,468	217,680
4,676 SH. CONOCOPHILLIPS	188,635	322,925
1,500 SH. DISNEY CO.	41,850	141,285
4,500 SH. DOW CHEMICAL CO.	240,390	205,245
10,000 SH. DU PONT DE NEMOURS & CO.	467,087	739,400
2,475 SH. DUKE ENERGY CORP.	112,112	206,762
4,500 SH. DUKE REALTY CORP.	139,210	90,900
4,000 SH. EMERSON ELECTRIC CO.	63,205	246,920
20,000 SH. EXXONMOBIL CORP.	613,097	1,849,000
4,000 SH. FREEPORT-MCMORAN COPPER & GOLD	139,040	93,440
26,810 SH. GENERAL ELECTRIC CO.	620,770	677,489
12,000 SH. GENERAL MILLS INC.	252,004	639,960
870 SH. JOHNSON & JOHNSON	56,924	90,976
7,400 SH. JP MORGAN CHASE & CO.	269,342	463,092
9,844 SH. MERCK & CO. INC.	411,850	559,041
2,000 SH. MICROSOFT CORP.	51,512	92,900
1,000 SH. NATIONAL GRID PLC	46,566	70,660
1,000 SH. PEPSICO INC.	59,708	94,560
7,189 SH. PFIZER INC.	113,557	223,937

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,338 SH. PHILLIPS 66-W/I	59,480	167,635
11,100 SH. PROCTER & GAMBLE CO.	379,517	1,011,099
500 SH. ROCKWOOD HLDGS INC.	24,610	39,400
10,000 SH. STATE STREET CORP.	145,281	785,000
4,000 SH. UNION PACIFIC CORP.	48,026	476,520
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430	299,000
6,500 SH. US BANCORP	191,360	292,175
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356	199,750
6,000 SH. WELLS FARGO & CO.	179,145	328,920
4,886 SH. WEYERHAEUSER CO.	136,012	175,359
4,000 SH. WILLIAMS COS. INC.	31,005	179,760
1,000 SH. 3M CO.	72,717	164,320

TY 2014 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	1,441	0		0

TY 2014 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 TRUST		22,000	22,000

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TY 2014 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	1,454

TY 2014 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
EXPONENT PHILANTHROPY MEMBERSHIP DUES	725	0		0
STATE STREET CUSTODY FEES	15,606	15,606		0
LIABILITY INSURANCE	1,250	0		0
ADVERTISING	2,000	0		2,000
WELLS FARGO INVESTMENT FEE	10,434	10,434		0
ADR FEES	30	30		0
MA FORM PC FILING FEE	125	0		0
AMORTIZATION OF BOND PREMIUM	120	120		0

TY 2014 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	8,569	17,964	8,569
WELLS FARGO ADVISORS	2,027	3,988	2,027
PROCTOR HEIRS TRUST	22,000	22,000	22,000

TY 2014 Other Increases Schedule

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

EIN: 11-1067014

Description	Amount
INVESTMENT IN PROCTOR HEIRS TRUST	22,000

TY 2014 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	77,248	0		77,248
BROUDE & HOCHBERG TRUST ADMIN FEE	55,400	55,400		0

TY 2014 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	649	649		0
FEDERAL ESTIMATED TAX 2014	11,012	0		0