

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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 ☐ 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 (from Part II, col (c), line 16) \$ 15,043,884		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	87	198		
	4 Dividends and interest from securities	448,358	444,788		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	154,421			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		97,621		
	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)	 11,000	11,000		
	12 Total. Add lines 1 through 11	613,866	553,607		
	13 Compensation of officers, directors, trustees, etc	91,308	45,654		45,654
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 1,676	0		0
	b Accounting fees (attach schedule)	 13,259	0		0
	c Other professional fees (attach schedule)	 110,531	39,332		71,199
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 4,342	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,778	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	 35,109	28,184		2,300
	24 Total operating and administrative expenses. Add lines 13 through 23	259,003	113,170		119,153
	25 Contributions, gifts, grants paid	570,500			570,500
	26 Total expenses and disbursements. Add lines 24 and 25	829,503	113,170		689,653
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-215,637			
	b Net investment income (if negative, enter -0-)		440,437		
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			
	2	Savings and temporary cash investments	199,140	155,009	155,009
	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)	7,874,628	7,703,122	14,888,875
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,073,768	7,858,131	15,043,884	
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	8,067,384	7,841,657	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,384	16,474	
30	Total net assets or fund balances (see instructions)	8,073,768	7,858,131		
31	Total liabilities and net assets/fund balances (see instructions) .	8,073,768	7,858,131		

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	8,073,768
2	Enter amount from Part I, line 27a	2	-215,637
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,858,131
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,858,131

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	97,621
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))
2015	830,431	14,057,360	0 059074
2014	837,021	15,121,394	0 055353
2013	759,121	14,092,660	0 053866
2012	690,370	12,936,336	0 053367
2011	697,863	12,692,024	0 054984

2 Total of line 1, column (d)	2	0 276644
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 055329
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,983,021
5 Multiply line 4 by line 3	5	773,667
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,404
7 Add lines 5 and 6	7	778,071
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	689,653

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	8,809
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	8,809
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	8,809
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,927
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	12,927
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	4,118
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 4,118 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)? <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 2016 or the taxable year beginning in 2016 (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? Website address N/A	13	Yes	
14	The books are in care of JEFFREY D HUTCHINS TRUSTEE Telephone no (617) 748-5100			

Located at **75 FEDERAL ST SUITE 1300 BOSTON MA** ZIP+4 **021101921**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, 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? 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ 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 2016? ☐	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016). ☐	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 2016?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JEFFREY D HUTCHINS 75 FEDERAL STREET SUITE 1300 BOSTON, MA 02110	TRUSTEE 10 00	45,654	0	0
WILLIAM I HOCHBERG 1900 AVENUE OF THE STARS 21ST FLOOR LOS ANGELES, CA 90067	TRUSTEE 10 00	45,654	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	71,199
BROUDE & HOCHBERG LLP 75 FEDERAL ST STE 1300 BOSTON, MA 02110		
	TRUST ADMINISTRATION	39,332

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	14,093,286
b	Average of monthly cash balances.	1b	102,674
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,195,960
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	14,195,960
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	212,939
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,983,021
6	Minimum investment return. Enter 5% of line 5.	6	699,151

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	699,151
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	8,809
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,809
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	690,342
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	690,342
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	690,342

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	689,653
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	689,653
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	689,653

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				690,342
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			130,051	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>689,653</u>				
a Applied to 2015, but not more than line 2a			130,051	
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 2016 distributable amount.				559,602
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				130,740
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)

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) 2016	(b) 2015	(c) 2014	(d) 2013	
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	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	570,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	87	
4	Dividends and interest from securities.			14	448,358	
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	11,000	
8	Gain or (loss) from sales of assets other than inventory			18	154,421	
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		613,866	0
13	Total. Add line 12, columns (b), (d), and (e).			13		613,866

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Form **990-PF** (2016)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
APPLE, INC , 500 000 SHS	P	2016-03-28	2016-11-22
APPLE, INC , 300 000 SHS	P	2016-03-28	2016-11-22
BANK OF BARODA CD 4000% DUE 03/30/2016	P	2016-03-08	2016-03-30
BANK OF CHINA CD 5000% DUE 12/22/2016	P	2016-10-17	2016-12-22
BANK OF CHINA CD 3000% DUE 12/16/2016	P	2016-11-02	2016-12-16
BANK OF CHINA CD 4000% DUE 09/26/2016	P	2016-08-25	2016-09-26
APPLE, INC , 500 000 SHS	P	2016-08-25	2016-11-22
CONOCOPHILLIPS, 4676 000 SHS	P	2005-02-20	2016-03-28
EXXONMOBIL CORP , 340 000 SHS	P	2005-02-20	2016-05-03
EXXONMOBIL CORP , 1660 000 SHS	P	2005-02-20	2016-05-03

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)
55,816		52,815	3,001
33,490		31,692	1,798
20,000		20,000	0
15,000		15,000	0
36,000		36,000	0
60,000		60,000	0
55,816		53,963	1,853
182,684		188,635	-5,951
29,972		20,077	9,895
146,333		98,023	48,310

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			(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	
			3,001
			1,798
			0
			0
			0
			0
			1,853
			-5,951
			9,895
			48,310

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
WILLIAMS COMPANIES, INC , 4000 000 SHS	P	1993-09-22	2016-03-28
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
61,483		31,005	30,478
8,237			8,237

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	
			30,478
			8,237

Form 990FP 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				
ADOPTION RESOURCES OF JF&CS 1430 MAIN STREET WALTHAM, MA 02451	N/A	PUBLIC CHARITY	GENERAL	10,000
ALBANY MUSIC FOUNDATION 915 BROADWAY ALBANY, NY 12207	N/A	PUBLIC CHARITY	MUSICAL RECORDING OF THE TEMPEST BY JOSEPH SUMMER	2,500
AMERICAN RED CROSS OF MAINE 2401 CONGRESS STREET PORTLAND, ME 04102	N/A	PUBLIC CHARITY	SUPPORT FOR NEW BLOODMOBILE FOR MAINE	8,500
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	N/A	PUBLIC CHARITY	SUPPORT FOR MAINE WOODS INITIATIVE SUSTAINABLE FORESTRY PROGRAM	2,500
ARTS LEARNING 12 COVEY ROAD WALPOLE, MA 02081	N/A	PUBLIC CHARITY	SCHOOL ARTS LEADER PROGRAM	10,000
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02115	N/A	PUBLIC CHARITY	JUST THE RIGHT VOLUME PROGRAM FOR HEARING LOSS AWARENESS/PREVENTION FOR MUSICIANS	5,000
BOSTON CONSERVATORY 8 THE FENWAY BOSTON, MA 02215	N/A	PUBLIC CHARITY	SUPPORT FOR 132 IPSWICH STREET PROJECT, INSTALLMENT #3 OF 4	12,500
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC CHARITY	UNDERWRITE RAISED ORCHESTRA PIT FOR DON GIOVANNI PRODUCTION	15,000
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	GENERAL	25,000
BOSTON YOUTH SYMPHONY ORCHESTRAS 855 COMMONWEALTH AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR PERFORMANCES OF VERDI'S OTELLO AND ROSSINI'S LA CENERENTOLA	15,000
CAMDEN CONFERENCE PO BOX 882 CAMDEN, ME 04843	N/A	PUBLIC CHARITY	SUPPORT FOR 2016 CONFERENCE, THE NEW AFRICA	15,000
CANTATA SINGERS 729 BOYLSTON STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	IN SUPPORT OF THE APRIL 2016 PERFORMANCE OF BRAHMS' GERMAN REQUIEM	2,500
CHRIST CHURCH HAMILTON MA 149 ASBURY STREET SOUTH HAMILTON, MA 01982	N/A	PUBLIC CHARITY	RESTORATION OF THE CHURCH'S MEDIEVAL STAINED GLASS WINDOWS	10,000
CHURCH OF THE TRANSFIGURATION PO BOX 2831 ORLEANS, MA 02653	N/A	PUBLIC CHARITY	SUPPORT FOR E M SKINNER ORGAN RESTORATION AND BUILDING PROJECT	20,000
Total ► 3a				570,500

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				
CULTURES IN HARMONY (ANIM) 6496 N TUXEDO STREET INDIANAPOLIS, IN 46220	N/A	PUBLIC CHARITY	TO BENEFIT AFGHANISTAN NATIONAL INSTITUTE OF MUSIC	6,000
EMMANUEL MUSIC 15 NEWBURY STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	UNDERWRITE THE TWO BASS ROLES OF PHOEBUS AND PAN IN THE APRIL 9, 2016 PERFORMANCE OF BACH'S SECULAR CANTATA BWV 201	10,000
ENGAGE CUBA FOUNDATION 1050 THOMAS JEFFERSON STREET WASHINGTON, DC 20007	N/A	PUBLIC CHARITY	MUSIC PROGRAMS/GENERAL	5,000
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	20,000
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	THE SHAKESPEARE CONCERTS SERIES RECORDINGS	10,000
FOUNDATION FOR MODERN OPERA 15 BREWSTER ROAD WORCESTER, MA 01602	N/A	PRIVATE FOUNDATION	SUPPORT FOR THE SHAKESPEARE CONCERTS 2016 PERFORMANCE	25,000
FRIENDS OF PRESUMPSCOT RIVER PO BOX 1474 WESTBROOK, ME 04098	N/A	PUBLIC CHARITY	GENERAL	5,000
HANDEL AND HAYDN SOCIETY 9 HARCOURT STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	UNDERWRITING OF JOELLE HARVEY'S APPEARANCE IN HANDEL'S SAUL	10,000
HANDEL AND HAYDN SOCIETY 9 HARCOURT STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	SUPPORT FOR BACH CHRISTMAS CONCERT	2,500
HOME AWAY BOSTON INC 250 FIRST AVENUE 321 BOSTON, MA 02129	N/A	PUBLIC CHARITY	PROVIDE HOUSING FOR ONE YEAR TO A PATIENT AND HIS OR HER FAMILY DURING TREATMENT IN THE PEDIATRIC HEMATOLOGY-ONCOLOGY PROGRAM AT MASSGENERAL HOSPITAL FOR CHILDREN	48,500
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT FOR 2016-2017 CONCERT SEASON	2,500
LOWN INSTITUTE 21 LONGWOOD AVENUE BROOKLINE, MA 02446	N/A	PUBLIC CHARITY	SUPPORT FOR RIGHT CARE, MAINE CHAPTER	25,000
MAINE MEDIA WORKSHOPS & COLLEGE PO BOX 200 ROCKPORT, ME 04856	N/A	PUBLIC CHARITY	ARCHITECTURAL DESIGN AND PLANNING PHASE OF A MASTER FACILITIES PLAN	25,000
MCH INC 46 SUMMER STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	SUPPORT FOR RENOVATION AND CONSTRUCTION OF A NEW KITCHEN FOR MEALS ON WHEELS PROGRAM	2,500
MERCY HEALTHCARE FOUNDATION MERCY HOSPITAL 144 STATE STREET PORTLAND, ME 04101	N/A	PUBLIC CHARITY	FIVE-YEAR PLEDGE TO THE MATTINA R PROCTOR DIABETES CENTER FOR OUTREACH AND FOR RELOCATION TO FORE RIVER CAMPUS, INSTALLMENT #2 OF 5	50,000
Total ► 3a				570,500

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				
MUSICARES 3030 OLYMPIC BOULEVARD SANTA BARBARA, CA 90404	N/A	PUBLIC CHARITY	SUPPORT FOR HEALTHY ESSENTIALS PROGRAM FOR THE BENEFIT OF MUSICIANS LIVING IN MID-COAST MAINE AND/OR THE BOSTON AREA	10,000
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	GENERAL	5,000
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	N/A	PUBLIC CHARITY	MARINE ANIMAL RESCUE PROJECT	10,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	25,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL	10,000
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	SUPPORT FOR GREAT PERFORMANCES AND MORE PROJECT	5,000
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	10,000
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	4,000
PERKINS SCHOOL FOR THE BLIND 175 N BEACON STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	INSTALLMENT #1 OF 2 IN SUPPORT OF PERKINS RADIO PROJECT	25,000
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL	2,500
PORT RESOURCES 280 B GANNETT DRIVE SOUTH PORTLAND, ME 04106	N/A	PUBLIC CHARITY	TO PURCHASE TABLET COMPUTERS	1,000
PORTLAND CHAMBER MUSIC FESTIVAL 50 MARKET STREET SUITE 137 PORTLAND, ME 04106	N/A	PUBLIC CHARITY	2016 COMPOSERS COMPETITION	2,500
PRICE CENTER 27 CHRISTINA STREET SUITE 201 NEWTON, MA 02461	N/A	PUBLIC CHARITY	GENERAL	2,500
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	N/A	PUBLIC CHARITY	ADULT DAY HEALTH PROGRAMS	5,000
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	TWO-YEAR SCHOLARSHIP, INSTALLMENT #2 OF 2	9,000
Total ►				570,500
3a				

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 <i>Paid during the year</i>				
THE APPRENTICESHOP 643 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	GENERAL	10,000
UCP OF MAINE 700 MOUNT HOPE AVENUE SUITE 320 BANGOR, ME 04401	N/A	PUBLIC CHARITY	NURTURING PARENTING PROGRAM	1,000
UNITED WAY OF GREATER PORTLAND ONE CANAL PLAZA SUITE 300 PORTLAND, ME 04112	N/A	PUBLIC CHARITY	PROGRAMS FOR EARLY CHILDHOOD EDUCATION AND HEALTH	2,500
WAYFINDER SCHOOLS PO BOX 65 215 GLOUCESTER HILL ROAD NEW GLOUCESTER, ME 04260	N/A	PUBLIC CHARITY	GENERAL	5,000
Total 				570,500
3a				

TY 2016 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	6,059	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 2016 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	2016-01-15	10,000	UNDERWRITE SHAKESPEARE CONCERT RECORDING PRODUCTION COSTS WITH PARMA RECORDS		NONE	05/31/17		
FOUNDATION FOR MODERN OPERA	15 BREWSTER RD WORCESTER, MA 01602	2016-01-22	25,000	UNDERWRITE SPRING SHAKESPEARE CONCERT AT JORDAN HALL AND RECORDING SESSIONS AT MECHANICS HALL		NONE	05/31/17		

TY 2016 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
APPLE	0	0
21,007 SH. AT&T INC.	590,860	893,428
2,500 SH. BHP BILLITON PLC	168,172	78,650
3,000 SH. BOSTON PROPERTIES INC.	268,819	377,340
2,500 SH. BP PLC ADR	69,592	93,450
6,188 SH. BRISTOL MYERS SQUIBB CO.	151,204	361,627
2,000 SH. CANADIAN NATIONAL RAILWAY	66,558	134,800
3,400 SH. CATERPILLAR INC.	250,676	315,316
6,000 SH. CHEVRON CORP.	358,740	706,200
3,331 SH. CISCO SYSTEMS INC.	57,918	100,663
16,000 SH. COCA COLA CO.	329,718	663,360
6,000 SH. CONAGRA FOODS INC.	123,937	237,300
CONOCOPHILLIPS	0	0
1,500 SH. DISNEY CO.	41,850	156,330
4,500 SH. DOW CHEMICAL CO.	240,390	257,490
10,000 SH. DU PONT DE NEMOURS & CO.	445,924	734,000
2,475 SH. DUKE ENERGY CORP.	112,112	192,110
8,200 SH. DUKE REALTY CORP	220,109	217,792
4,000 SH. EMERSON ELECTRIC CO.	63,205	223,000
18,000 SH. EXXONMOBIL CORP.	551,787	1,624,680
26,810 SH. GENERAL ELECTRIC CO.	620,770	847,196
12,000 SH. GENERAL MILLS INC.	252,004	741,240
7,350 SH. GLOBAL X SUPERDIVIDEND ETF	160,487	152,954
870 SH. JOHNSON & JOHNSON	56,924	100,233
7,400 SH. JP MORGAN CHASE & CO.	269,342	638,546
2,000 SH. LAMB WESTON HOLDINGS, INC.	36,531	75,700
9,844 SH. MERCK & CO. INC.	411,850	579,516
3,500 SH. MICROSOFT CORP.	132,054	217,490
1,000 SH. PEPSICO INC.	59,708	104,630
7,189 SH. PFIZER INC.	113,557	233,499

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,338 SH. PHILLIPS 66-W/I	59,480	202,027
11,100 SH. PROCTER & GAMBLE CO.	379,517	933,288
10,000 SH. STATE STREET CORP.	145,281	777,200
4,000 SH. UNION PACIFIC CORP.	48,026	414,720
2,600 SH. UNITED TECHNOLOGIES CORP.	130,430	285,012
6,500 SH. US BANCORP	191,360	333,905
4,270 SH. VERIZON COMMUNICATIONS INC.	136,356	227,933
6,000 SH. WELLS FARGO & CO.	179,145	330,660
4,886 SH. WEYERHAEUSER CO.	136,012	147,020
WILLIAMS COS. INC.	0	0
1,000 SH. 3M CO.	72,717	178,570

TY 2016 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	1,676	0		0

TY 2016 Other Expenses Schedule**Name:** MATTINA R PROCTOR FOUNDATION

C/O BROUDE & HOCHBERG LLP

EIN: 11-1067014**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPONENT PHILANTHROPY MEMBERSHIP DUES	750	0		0
LIABILITY INSURANCE	1,250	0		0
WEBSITE DEVELOPMENT	2,500	0		0
ADVERTISING	2,300	0		2,300
STATE STREET CUSTODY FEES	597	597		0
WELLS FARGO INVESTMENT FEE	27,587	27,587		0
MA FORM PC FILING FEE	125	0		0

TY 2016 Other Income Schedule**Name:** MATTINA R PROCTOR FOUNDATION

C/O BROUDE & HOCHBERG LLP

EIN: 11-1067014**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROCTOR HEIRS TRUST	11,000	11,000	11,000

TY 2016 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	71,199	0		71,199
BROUDE & HOCHBERG TRUST ADMIN FEE	39,332	39,332		0

TY 2016 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	342	0		0
FEDERAL ESTIMATED TAX 2016	4,000	0		0