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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	The Edward E. & Marie L. Matthews Foundation c/o Foundation Source 501 Silverside Road, Suite 123 Wilmington, DE 19809		A Employer identification number 02-0656117
			B Telephone number (see the instructions) 800-839-1754
			C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,822,685.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	7,440.			
	2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	18,987.	18,987.	N/A	
	4 Dividends and interest from securities	323,961.	323,961.		
	5a Gross rents				
	b Net rental income or (loss)		Statement 1		
	6a Net gain/(loss) from sale of assets not on line 10	-157,648.			
	b Gross sales price for all assets on line 6a	1,040,065.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	193,232.	353,501.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	15,000.			15,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 3	216.			216.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 4	72,246.	72,246.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 5	6,636.	736.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	46,249.	1,652.		44,331.	
24 Total operating and administrative expenses. Add lines 13 through 23	140,347.	74,634.		59,547.	
25 Contributions, gifts, grants paid Part XV	630,000.			630,000.	
26 Total expenses and disbursements. Add lines 24 and 25	770,347.	74,634.		689,547.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-577,115.				
b Net investment income (if negative, enter -0)		278,867.			
c Adjusted net income (if negative, enter -0)					

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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	1,947,199.	468,524.	468,524.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		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) Statement 7	3,921,950.	4,126,300.	4,601,615.
	c	Investments — corporate bonds (attach schedule) Statement 8	4,140,005.	4,140,005.	3,875,285.
	LIABILITIES	11	Investments — land, buildings, and equipment: basis		
		Less accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) Statement 9	1,075,341.	1,772,551.	2,877,261.
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 instructions. Also, see page 1, item I)	11,084,495.	10,507,380.	11,822,685.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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.	
		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				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	11,084,495.	10,507,380.		
30	Total net assets or fund balances (see the instructions)	11,084,495.	10,507,380.		
31	Total liabilities and net assets/fund balances (see the instructions)	11,084,495.	10,507,380.		

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	11,084,495.
2	Enter amount from Part I, line 27a	2	-577,115.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,507,380.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,507,380.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b Passthrough K-1 Capital Loss (Non-UBI)		P	Various	Various
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 1,042,606.		1,197,713.	-155,107.
b -2,814.			-2,814.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-155,107.
b			-2,814.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-157,921.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,649,938.	15,781,388.	0.104550
2007	1,196,935.	25,139,677.	0.047611
2006	1,101,490.	25,005,969.	0.044049
2005	1,517,511.	24,292,631.	0.062468
2004	1,197,362.	25,536,970.	0.046887

2 Total of line 1, column (d)	2	0.305565
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	0.061113
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,726,216.
5 Multiply line 4 by line 3	5	655,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,789.
7 Add lines 5 and 6	7	658,300.
8 Enter qualifying distributions from Part XII, line 4	8	689,547.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		1	2,789.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,789.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,789.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	10,700.	
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	10,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,911.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 3,000. Refunded	11	4,911.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
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.		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) DE		
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	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>Foundation Source</u> Telephone no <u>800-839-1754</u>			
Located at <u>501 Silverside Road, Suite 123 Wilmington DE</u> ZIP + 4 <u>19809</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u>			
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 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 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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?

N/A ☐ 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 X

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 N/A

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
See Statement 10		15,000.	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
UBS Financial Services PO Box 766 Union City, NJ 07087	Investment mgmt	57,582.
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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	8,693,052.
b	Average of monthly cash balances	1b	1,089,558.
c	Fair market value of all other assets (see instructions)	1c	1,106,949.
d	Total (add lines 1a, b, and c)	1d	10,889,559.
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	10,889,559.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	163,343.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,726,216.
6	Minimum investment return. Enter 5% of line 5	6	536,311.

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	536,311.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,789.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,789.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	533,522.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	533,522.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	533,522.

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	689,547.
b	Program-related investments — total from Part IX-B	1b	
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	689,547.
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	2,789.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	686,758.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				533,522.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	813,988.			
f Total of lines 3a through e.	813,988.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 689,547.				
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				533,522.
e Remaining amount distributed out of corpus	156,025.			
5 Excess distributions carryover applied to 2009 (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	970,013.			
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 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	970,013.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	813,988.			
e Excess from 2009	156,025.			

BAA

Form 990-PF (2009)

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

- b**
- Check box to indicate whether the foundation 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.

- 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(i)(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(i)(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))

See Statement 11

- 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

None

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 of the person to whom applications should be addressed

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

- c Any submission deadlines

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

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
<i>a Paid during the year</i> See attachment	N/A	Public	See attachment	630,000.
Total				3a 630,000.
<i>b Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	18,987.	
4	Dividends and interest from securities			14	323,961.	
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					
8	Gain or (loss) from sales of assets other than inventory	525990	273.	18	-157,921.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Federal tax refund			1	14,240.	
b	Foreign tax refund			1	234.	
c	K-1 Income	525990	-24,301.	14	10,319.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-24,028.		209,820.	
13	Total. Add line 12, columns (b), (d), and (e)					185,792.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Statement 1**Form 990-PF, Part I, Line 6a****Net Gain (Loss) from Noninventory Sales Per Books****Assets Not Included in Part IV**

Part	Proceeds	Cost	Gain/Loss
IV	1,039,792	1,197,713	-157,921
I, Ln 6	273	0	273
Total	1,040,065	1,197,713	-157,648

Description: Passthrough K-1 Capital Gain (UBI)
 Date Acquired: Various
 How Acquired: Purchase
 Date Sold: Various

Gross Sales Price: 273.
 Cost or Other Basis: 0.
 Basis Method: Cost

Gain (Loss) 273.

Total \$ 273.**Statement 2****Form 990-PF, Part I, Line 11****Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Federal tax refund	\$ 14,240.		
Foreign tax refund	234.\$	234.	
K-1 Income	-13,982.	10,319.	
Total	\$ 492.\$	10,553.\$	0.

Statement 3**Form 990-PF, Part I, Line 16a****Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 216.			\$ 216.
Total	\$ 216.	\$ 0.		\$ 216.

Statement 4**Form 990-PF, Part I, Line 16c****Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management services	\$ 72,246.	\$ 72,246.		
Total	\$ 72,246.	\$ 72,246.		\$ 0.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 5,900.			
Foreign Tax Paid	736.	\$ 736.		
Total	<u>\$ 6,636.</u>	<u>\$ 736.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative fees	\$ 44,331.			\$ 44,331.
Bank charges	324.	\$ 324.		
K-1 expenses	1,594.	1,328.		
Total	<u>\$ 46,249.</u>	<u>\$ 1,652.</u>		<u>\$ 44,331.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment	Cost	\$ 4,126,300.	\$ 4,601,615.
	Total	<u>\$ 4,126,300.</u>	<u>\$ 4,601,615.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - See attachment	Cost	\$ 4,140,005.	\$ 3,875,285.
	Total	<u>\$ 4,140,005.</u>	<u>\$ 3,875,285.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Other investments - see attachment	Cost	\$ 1,772,551.	\$ 2,877,261.
Total		<u>\$ 1,772,551.</u>	<u>\$ 2,877,261.</u>

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Edward E. Matthews 501 Silverside Road, Ste 123 Wilmington, DE 19809	President/Dir < 1 hr/wk	\$ 0.	\$ 0.	\$ 0.
Douglas L. Matthews 501 Silverside Road, Ste 123 Wilmington, DE 19809	Secretary/Dir < 1 hr/wk	15,000.	0.	0.
Louise M. Flickinger 501 Silverside Road, Ste 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
Gregory E. Matthews 501 Silverside Road, Ste 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
Marie L. Matthews 501 Silverside Road, Ste 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
Russell E. Matthews 501 Silverside Road, Ste 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
Total		<u>\$ 15,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 11
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Edward E. Matthews
Marie L. Matthews

The Edward E. & Marie L. Matthews Foundation

EIN: 02-0656117

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
1847	BARRICK GOLD CORP COM (ABX)	\$33,588 93	\$72,734 86
1558	ACCENTURE PLC (ACN)	\$56,252 06	\$64,657 00
758	AFFILIATED COMPUTER SERVICES (ACS)	\$40,453 76	\$45,245 02
1225	ANALOG DEVICES INC (ADI)	\$34,140 91	\$38,685 50
1247	AUTOMATIC DATA PROCESSING INC (ADP)	\$60,649 10	\$53,396 54
615	AMEREN CORPORATION (AEE)	\$14,143 16	\$17,189 25
1102	AETNA INC NEW (AET)	\$19,300 62	\$34,933 40
2197	AFLAC INC (AFL)	\$43,982 62	\$101,611 25
1920	ALLSTATE CORP (ALL)	\$41,708 62	\$57,676 80
414	AFFILIATED MANAGERS GROUP (AMG)	\$27,467 45	\$27,882 90
1207	AMGEN INC (AMGN)	\$65,757 90	\$68,279 99
2138	AON CORP (AON)	\$64,674 86	\$81,970 92
763	APACHE CORPORATION (APA)	\$52,585 79	\$78,718 71
545	ANADARKO PETROLEUM CORP (APC)	\$23,227 90	\$34,018 90
1451	ANGLOGOLD LTD (AU)	\$43,366 67	\$58,301 18
2507	BRANDYWINE RLTY TR (BDN)	\$40,370 92	\$28,579 80
1755	BROADRIDGE FINANCIAL SOLUTIONS (BR)	\$38,326 63	\$39,592 80
28	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	\$101,490 20	\$92,008 00
16700	CITIGROUP INC (C)	\$53,277 39	\$55,277 00
3905	CA INC (CA)	\$94,193 35	\$87,706 30
695	CHUBB CORP (CB)	\$30,845 31	\$34,180 10
1539	CBS CORP CL B (CBS)	\$43,807 29	\$21,622 95
902	C H ROBINSON WORLDWIDE INC (CHRW)	\$36,077 29	\$52,974 46
6980	CHIMERA INVESTMENT CORP COMMON STOCK (CIM)	\$23,338 58	\$27,082 40
795	COLGATE-PALMOLIVE COMPANY (CL)	\$57,547 34	\$65,309 25
970	COLONIAL PPTYS TR SH BEN INT (CLP)	\$7,076 96	\$11,378 10
610	CLOROX CO (CLX)	\$35,644 79	\$37,210 00
1107	COMCAST CORP (CMCSK)	\$15,603 53	\$17,723 07

The Edward E. & Marie L. Matthews Foundation
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
419	CANADIAN NATURAL RESOURCES LTD (CNQ)	\$28,273 06	\$30,147 05
1535	ROCKWELL COLLINS INC (COL)	\$83,889 30	\$84,977 60
718	CONOCOPHILLIPS (COP)	\$30,823 96	\$36,668 26
640	COVIDIEN LTD (COV)	\$28,254 51	\$30,649 60
890	CINTAS CRP (CTAS)	\$34,733 67	\$23,202 30
2060	CABLEVISION SYSTEMS CORP CL A (CVC)	\$37,768 76	\$53,189 20
912	CVS CAREMARK CORP (CVS)	\$26,255 29	\$29,375 52
1370	DELL INC (DELL)	\$15,768 70	\$19,673 20
655	DREAMWORKS ANIMATION (DWA)	\$14,044 38	\$26,167 25
1146	ECOLAB INC (ECL)	\$50,364 02	\$51,088 68
640	CONS EDISON INC (ED)	\$26,136 22	\$29,075 20
971	ENDURANCE SPCLTY HLDGS LTD (ENH)	\$30,498 60	\$36,150 33
755	I T T EDUCATION SVCS (ESI)	\$77,402 92	\$72,449 80
415	ENERGY CORP (ETR)	\$28,310 47	\$33,963 60
1643	EXPEDITORS INTL WASH INC (EXPD)	\$44,823 33	\$57,127 11
1347	FASTENAL COMPANY (FAST)	\$48,550 97	\$56,089 08
620	GENZYME CORP (GENZ)	\$42,147 39	\$30,386 20
1070	STREETTRACKS GOLD SHARES (GLD)	\$54,022 25	\$114,821 70
2862	GENWORTH FINANCIAL INC CL A (GNW)	\$70,308 25	\$32,483 70
470	GENUINE PARTS COMPANY (GPC)	\$14,056 29	\$17,841 20
1510	GREAT PLAINS ENERGY (GXP)	\$23,308 93	\$29,278 90
846	HALLIBURTON COMPANY (HAL)	\$14,644 26	\$25,456 14
900	HASBRO INC (HAS)	\$23,120 13	\$28,854 00
987	HEALTH CARE REIT INC (HCN)	\$30,408 71	\$43,743 84
1200	HEALTH CARE PPTY INVS INC (HCP)	\$28,237 79	\$36,648 00
310	HESS CORP (HES)	\$17,484 00	\$18,755 00
1609	HARTFORD FINANCIALSERVICES GROUP (HIG)	\$90,254 51	\$37,425 34
846	H J HEINZ COMPANY (HNZ)	\$35,984 19	\$36,174 96
4220	HUTCHISON TELECOMMUNICATIONS ADR (HTHKY)	\$6,861 72	\$10,465 60
1132	INGERSOL-RAND PLC (IR)	\$26,754 82	\$40,457 68

The Edward E. & Marie L. Matthews Foundation
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
4000	IVANHOE MINES LIMITED COM (IVN)	\$30,347 20	\$58,440 00
1029	JP MORGAN CHASE & CO (JPM)	\$37,601 04	\$42,878 43
787	KIMBERLY CLARK CORP (KMB)	\$40,714 11	\$50,139 77
1281	KROGER CO (KR)	\$26,310 38	\$26,298 93
1183	LOEWS CORP (L)	\$49,021 95	\$43,002 05
658	LOCKHEED MARTIN CORP (LMT)	\$41,131 82	\$49,580 30
246	MASTERCARD INC (MA)	\$42,983 14	\$62,971 08
1195	MATTELL INC (MAT)	\$13,981 50	\$23,876 10
840	MCDERMOTT INT PANAMA (MDR)	\$14,523 60	\$20,168 40
1495	METLIFE INC (MET)	\$46,499 23	\$52,848 25
4830	MFA MTG INVTS INC (MFA)	\$37,123 79	\$35,500 50
395	MILLICOM INTL CELLULAR S A (MICC)	\$7,700 29	\$29,139 15
337	THE MOSAIC CO (MOS)	\$14,857 61	\$20,129 01
9798	MOTOROLA INC (MOT)	\$118,927 60	\$76,032 48
1414	MERCK & CO INC (MRK)	\$39,251 98	\$51,667 56
1100	MICROSOFT CORPORATION (MSFT)	\$29,125 98	\$33,528 00
1337	NOBLE ENERGY INC (NBL)	\$50,328 57	\$95,221 14
2075	NISOURCE INC (NI)	\$32,288 52	\$31,913 50
4010	ANNALY MTG MGMT INC COM (NLY)	\$58,693 01	\$69,573 50
1068	NRG ENERGY (NRG)	\$45,149 91	\$25,215 48
2625	NEW YORK COMINTY BANCORP INC (NYB)	\$32,582 19	\$38,088 75
1736	OLD REP INTL CORP (ORI)	\$32,375 95	\$17,429 44
2201	PITNEY BOWES INC (PBI)	\$84,678 35	\$50,094 76
690	PROGRESS ENERGY INC (PGN)	\$29,442 30	\$28,296 90
923	PHILIP MORRIS INTL (PM)	\$24,147 57	\$44,479 37
1309	QUALCOMM INC (QCOM)	\$46,678 68	\$60,554 34
570	RANGE RESOURCES CORP DEL (RRC)	\$37,936 50	\$28,414 50
883	RAYTHEON CO (RTN)	\$31,715 97	\$45,492 16
695	SCANNA CORPORATION NEW (SCG)	\$21,232 49	\$26,187 60
1588	SCRIPPS NETWORKS INT (SNI)	\$45,950 72	\$65,902 00

The Edward E. & Marie L. Matthews Foundation
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Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
1317	SANOFL-AVENTIS SPONSORED ADR (SNY)	\$54,441 61	\$51,718 59
610	SEMPRA ENERGY COM (SRE)	\$18,726 60	\$34,147 80
670	ST JUDE MED INC (STJ)	\$27,178 12	\$24,642 60
1698	SUNCOR ENERGY INC (SU)	\$41,218 76	\$59,956 38
940	SUNOCO INC (SUN)	\$24,404 73	\$24,534 00
987	AT&T CORP COM NEW (T)	\$23,487 54	\$27,665 61
1010	TDSS (TDS-S)	\$31,518 18	\$30,502 00
831	INTEGRYS ENERGY GROUP (TEG)	\$44,556 10	\$34,893 69
1716	TALISMAN ENERGY INC (TLM)	\$35,777 03	\$31,986 24
790	TIME WARNER CABLE INC (TWC)	\$47,232 19	\$32,698 10
1775	UDR INC (UDR)	\$15,454 46	\$29,181 00
573	UNION PACIFIC (UNP)	\$17,541 90	\$36,614 70
380	ULTRA PETROLEUM CORP (UPL)	\$21,466 20	\$18,946 80
346	UNITED STATES CELLULAR CORP (USM)	\$12,394 98	\$14,673 86
887	VISA INC (V)	\$59,525 59	\$77,577 02
2383	VIACOM INC CL B (VIA-B)	\$99,431 78	\$70,846 59
890	VERIZON COMMUNICATIONS (VZ)	\$31,718 98	\$29,485 70
1556	WELLS FARGO & CO (WFC)	\$39,242 47	\$41,996 44
1150	XCEL ENERGY INC (XEL)	\$21,102 50	\$24,403 00
395	ZIMMER HOLDINGS INC (ZMH)	\$14,187 14	\$23,348 45
	TOTAL	\$4,126,300	\$4,601,615

The Edward E. & Marie L. Matthews Foundation
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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
500000	BEAR STEARNS CO 4650 18JLRG (073902CD8)	\$454,710 00	\$481,650 00
500000	CREDIT SUISSE FB 7125 32JL15 (22541LAE3)	\$558,920 00	\$584,100 00
500000	DEAN WITTER DISC 6750 13OC15 (24240VAE1)	\$552,950 00	\$546,400 00
500000	GOLDMAN SACHS NT - 4 750% - 07/15/2013 (38141GDK7)	\$485,685 00	\$523,120 00
500000	HOUSEHOLD FINANCE 4750 13JLRG (441812KD5)	\$476,500 00	\$520,620 00
600000	MBIA INC BONDS 5 700% 12/01/2034 MAKE WHOLE (55262CAJ9)	\$596,280 00	\$219,360 00
500000	PACIFIC BELL 7125 26MHRG (694032AT0)	\$551,210 00	\$544,575 00
500000	PRUDENTIAL FIN 5750 33JLRG (74432QAC9)	\$463,750 00	\$455,460 00
	TOTAL	\$4,140,005	\$3,875,285

The Edward E. & Marie L. Matthews Foundation

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Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 13 - Investments - Other

Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
ATLAS PIPELINE HOLDINGS LP (AHD)	\$64,009 00	\$33,900 00
ENERGY TRANSFER EQUITY LP (ETE)	\$123,957 00	\$305,800 00
GENESIS ENERGY, L P (GEL)	\$108,705 50	\$189,000 00
Loeb Offshore Fund Ltd Ser One (LOEBOFF)	\$784,020 75	\$1,106,948 85
MAGELLAN MIDSTREAM PARTNERS LP (MMP)	\$136,771 25	\$274,062 25
MARKWEST ENERGY PARTNERS L P (MWE)	\$215,841 00	\$439,050 00
PLAINS ALL AMERICAN PIPELINE LP (PAA)	\$339,246 75	\$528,500 00
TOTAL INVESTMENTS - OTHER	\$1,772,551	\$2,877,261

The Edward E. & Marie L. Matthews Foundation

EIN: 02-0656117

Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
ADIRONDACK TRAIL IMPROVEMENT LOCAL, SARANAC LAKE, NY 12983	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$2,000 00
AMERICAN HELICOPTER MUSEUM & EDUCATION CENTER INC 1220 AMERICAN BLVD, WEST CHESTER, PA 19380	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$12,000 00
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD, ST HUBERTS, NY 12943	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
CAMP DUDLEY YMCA INC 126 DUDLEY RD, WESTPORT, NY 12993	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$6,000 00
CENTRAL ASIA INSTITUTE PO BOX 7209, BOZEMAN, MT 59771	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
CHRIST EPISCOPAL CHURCH OF WINNETKA 470 MAPLE STREET, WINNETKA, IL 60093	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL, PRINCETON, NJ 08540	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$20,000 00
FEEDING AMERICA 35 E WACKER DR, CHICAGO, IL 60601	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00

The Edward E. & Marie L. Matthews Foundation
EIN: 02-0656117
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
GILL ST BERNARDS SCHOOL - ST BERNARDS RD, GLADSTONE, NJ 07934	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$175,000 00
HEXAGON PLAYERS PO BOX 5, MENDHAM, NJ 07945	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
HILLTOP CHRISTIAN NURSERY SCHOOL 14 HILLTOP ROAD MENDHAM, NJ 07945	N/A	501(c)(3)	GENERAL & UNRESTRICTED	\$5,000 00
KOHL CHILDRENS MUSEUM OF GREATER CHICAGO INC 2100 PATRIOT BLVD, GLENVIEW, IL 60026	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
LAWRENCEVILLE SCHOOL CAMP INC PO BOX 6126, LAWRENCEVILLE, NJ 08648	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$16,500 00
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST, PRINCETON, NJ 08540	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
NASSAU PRESBYTERIAN CHURCH 61 NASSAU STREET, PRINCETON, NJ 08540	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD, WINNETKA, IL 60093	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$26,000 00

The Edward E. & Marie L. Matthews Foundation
EIN: 02-0656117
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
PEAPACK GLADSTONE FIRE COMPANY NO 1 INC PO BOX 615, GLADSTONE, NJ 07934	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
PLANNED PARENTHOOD ASSOCIATION OF THE MERCER AREA 437 E STATE ST, TRENTON, NJ 08608	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE GRANTS OFFICE, MUNFORD HOUSE, MIDDLEBURY, VT 05753	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$10,000 00
PRINCETON DAY SCHOOL INC PO BOX 75, PRINCETON, NJ 08542	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$222,500 00
PRINCETON TOWNSHIP POLICE DEPARTMENT WELFARE FUND 1 VALLEY ROAD, PRINCETON, NJ 08540	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
RALSTON ENGINE COMPANY NO 1 PO BOX 356, MENDHAM, NJ 07945	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
RICE UNIVERSITY - JAMES A BAKER III INSTITUTE FOR PUBLIC POLICY P O BOX 1892, MS-40 HOUSTON, TX 77251	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$10,000 00
TEXAS A&M UNIVERSITY RUDDER TOWER COLLEGE STATION, TX 77843	N/A	501(c)(3)	GENERAL & UNRESTRICTED	\$15,000 00

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECOVERY 2812 FAWKES DR, WILMINGTON, DE 19808	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$20,000 00
TRINITY COUNSELING SERVICE 22 STOCKTON ST, PRINCETON, NJ 08540	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$10,000 00
UNITED WARRIOR SURVIVOR FOUNDATION PO BOX 181097, CORONADO, CA 92178	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$15,000 00
WEST COAST SPORTS MEDICINE FOUNDATION 1200 ROSECRANS AVE STE 208, MANHATTAN BCH, CA 90266	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$30,000 00
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIATION INC PO BOX 6801, KETCHUM, ID 83340	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
TOTAL:				\$630,000