Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 12/01 **, 2009, and ending** 11/30 **, 20** 10

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

Name of foundation: MATTEI FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): ONE MORROCROFT CT. 6805 MORRISON BLVD.

Room/suite: 370

City or town, state, and ZIP code: CHARLOTTE, NC 28211

A Employer identification number: 20-6376517

B Telephone number (see page 10 of the instructions): (704) 971-6060

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,143,170.

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 page 11 of 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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,207.	111,207.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	288,872.			
	b Gross sales price for all assets on line 6a 5,198,816.				
	7 Capital gain net income (from Part IV, line 2)		288,872.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	54,248.	54,248.		ATCH 2
	12 **Total.** Add lines 1 through 11	454,327.	454,327.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	680.	0.	0.	0.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)**	2,451.	2,451.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	20,055.	1,003.		4,011.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	28,240.	26,470.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	51,426.	29,924.	0.	4,011.
	25 Contributions, gifts, grants paid	265,938.			265,938.
	26 Total expenses and disbursements Add lines 24 and 25	317,364.	29,924.	0.	269,949.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	136,963.			
	b **Net investment income** (if negative, enter -0-)		424,403.		
	c **Adjusted net income** (if negative, enter -0-)			-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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,844.	26,704.	26,704.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	5,121,587.	4,162,750.	4,949,838.
	c Investments - corporate bonds (attach schedule)		1,083,940.	1,166,628.
	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)	5,136,431.	5,273,394.	6,143,170.
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)			
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. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,136,431.	5,273,394.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	5,136,431.	5,273,394.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,136,431.	5,273,394.	

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	5,136,431.
2	Enter amount from Part I, line 27a	2	136,963.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,273,394.
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	5,273,394.

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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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	288,872.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	293,058.	5,425,187.	0.054018
2007	210,191.	6,480,585.	0.032434
2006	212,696.	6,694,302.	0.031773
2005	5,806.	1,451,470.	0.004000
2004	0.	1,990.	0.000000

2 Total of line 1, column (d)	2	0.122225
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	0.024445
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,904,863.
5 Multiply line 4 by line 3	5	144,344.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,244.
7 Add lines 5 and 6	7	148,588.
8 Enter qualifying distributions from Part XII, line 4	8	269,949.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	4,244.
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	
3	Add lines 1 and 2			3	4,244.
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	4,244.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,553.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,080.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,633.
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	4,389.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,389. **Refunded** ▶			11	

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ N/A

14 The books are in care of ▶ J. SCOTT MATTEI Telephone no ▶

Located at ▶ ONE MORROCROFT CT. 6805 MORRISON 370 ZIP + 4 ▶ 28211

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
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 page 20 of the 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 ▶				
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 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		
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 page 22 of the 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 page 22 of the instructions)? **5b**

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: 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** No: X

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 page 22 of the 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
ATTACHMENT 5		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	5,977,598.
b	Average of monthly cash balances	1b	17,187.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	5,994,785.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,994,785.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	89,922.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,904,863.
6	**Minimum investment return.** Enter 5% of line 5	6	295,243.

Part XI Distributable Amount (see page 25 of the 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	295,243.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,244.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,244.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	290,999.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	290,999.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	290,999.

Part XII Qualifying Distributions(see page 25 of the 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	269,949.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	269,949.
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 page 26 of the instructions)	5	4,244.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	265,705.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				290,999.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			265,522.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 0.				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 269,949.				
a Applied to 2008, but not more than line 2a			265,522.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				4,427.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				286,572.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

N/A

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

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] 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 page 28 of the 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

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 6				
Total . . . . . . ▶ **3a**				265,938.
b *Approved for future payment*				
ATTACHMENT 7				
Total . . . . . . ▶ **3b**				267,500.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	111,207.	
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			14	54,248.	
8 Gain or (loss) from sales of assets other than inventory			18	288,872.	
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)				454,327.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 454,327.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 05/09/11 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,026,645.		3,768,211.					258,434.	
		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
684,243.		648,800.					35,443.	
		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
487,928.		500,020.					-12,092.	
		FROM 2010 POWERSHARES K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-179.	
		FROM 2009 POWERSHARES K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							3,538.	
		FROM 2009 POWERSHARES K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							3,728.	
TOTAL GAIN (LOSS)							288,872.	

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Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Disallowed losses from wash sales have been added to the tax cost of the repurchased securities. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ISHARES TR S&P 500/BARRA VALUE	464287408	673	10/02/09	02/05/10	$34,039 91	$33,508 67	$531 24
SPDR SER TR S&P BIOTECH ETF	78464A870	298	10/02/09	02/05/10	$16,050 07	$15,412 56	$637 51
MARKET VECTORS ETF TR AGRIBUSINESS	57060U605	591	10/02/09	02/05/10	$23,757 89	$22,002 93	$1,754 96
ISHARES TR MSCI EAFE GROWTH INDEX	464288885	1673	10/02/09	02/05/10	$84,435 23	$86,728 32	$-2,293 09
ISHARES TR MSCI EAFE VALUE INDEX	464288877	1752	10/02/09	02/05/10	$80,258 10	$86,478 72	$-6,220 62
ISHARES TR S&P GLOBAL MATERIALS	464288695	15	06/30/09	02/05/10	$815 99	$696 90	$119 09
ISHARES TR S&P GLOBAL MATERIALS	464288695	440	06/08/09	02/05/10	$23,935 69	$21,762 40	$2,173 29
ISHARES TR S&P SMALLCAP 600 BARRA	464287887	819	06/30/09	02/05/10	$43,521 11	$37,886 94	$5,634 17
ISHARES TR S&P SMALLCAP 600 BARRA	464287887	570	06/08/09	02/05/10	$30,289 41	$27,417 00	$2,872 41
ISHARES TR	464287879	1052	06/30/09	02/05/10	$58,017 06	$49,549 20	$8,467 86
ISHARES TR	464287879	330	06/08/09	02/05/10	$18,199 27	$16,341 60	$1,857 67
ISHARES TR RUSSELL MIDCAP GROWTH	464287481	396	06/30/09	02/05/10	$16,873 35	$14,374 80	$2,498 55
ISHARES TR RUSSELL MIDCAP GROWTH	464287481	1170	06/08/09	02/05/10	$49,853 06	$43,617 60	$6,235 46
ISHARES TR RUSSELL MIDCAP GROWTH	464287481	249	10/02/09	02/05/10	$10,609 75	$10,273 74	$336 01
ISHARES TR RUSSELL MIDCAP VALUE	464287473	1716	06/30/09	02/05/10	$60,145 03	$49,455 12	$10,689 91
ISHARES TR RUSSELL MIDCAP VALUE	464287473	1100	06/08/09	02/05/10	$38,554 51	$32,813 00	$5,741 51
ISHARES TR S&P 500/BARRA VALUE	464287408	753	06/30/09	02/05/10	$38,086 25	$32,778 09	$5,308 16

STATEMENT A

U.S. TRUST

Bank of America Private Wealth Management

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Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ISHARES TR S&P 500/BARRA VALUE	464287408	1215	06/08/09	02/05/10	$61,453 92	$54,760 05	$6,693 87
ISHARES TR S&P 500/BARRA GROWTH	464287309	1014	06/08/09	02/05/10	$54,876 98	$50,030 76	$4,846 22
ISHARES TR S&P 500/BARRA GROWTH	464287309	1670	10/02/09	02/05/10	$90,379 25	$88,092 50	$2,286 75
ISHARES TR S&P 500/BARRA GROWTH	464287309	179	11/11/09	02/05/10	$9,687 36	$9,687 36	$0 00
ISHARES TR MSCI EMERGING MKTS	464287234	2961	10/02/09	02/05/10	$108,460 05	$108,460 05	$0 00
ISHARES TR MSCI EMERGING MKTS	464287234	130	10/02/09	02/05/10	$4,761 84	$4,923 10	$-161 26
ISHARES TR FTSE XINHAU HK CHINA 25	464287184	1318	10/02/09	02/05/10	$48,857 63	$48,857 63	$0 00
ISHARES S&P S/T NATION MUNI	464288158	10916	02/05/10	02/16/10	$1,148,549 45	$1,151,092 20	$-2,542 75
ISHARES TR S&P 500/BARRA VALUE	464287408	140	02/16/10	02/22/10	$7,481 50	$7,324 80	$156 70
ISHARES TR MSCI EMERGING MKTS	464287234	2961	10/13/09	03/18/10	$119,741 32	$119,741 32	$0 00
ISHARES TR MSCI EMERGING MKTS	464287234	920	07/02/09	03/18/10	$37,204 33	$29,522 80	$7,681 53
ISHARES TR MSCI EMERGING MKTS	464287234	2615	10/02/09	03/18/10	$105,749 25	$99,030 05	$6,719 20
ISHARES TR MSCI EMERGING MKTS	464287234	965	06/24/09	03/18/10	$39,024 10	$30,165 90	$8,858 20
ISHARES TR MSCI EMERGING MKTS	464287234	3139	05/14/09	03/18/10	$126,939 55	$94,232 78	$32,706 77
ISHARES TR S&P 500/BARRA GROWTH	464287309	1367	07/08/09	03/19/10	$79,695 09	$62,882 00	$16,813 09
ISHARES TR S&P 500/BARRA GROWTH	464287309	646	06/08/09	03/19/10	$37,661 32	$31,873 64	$5,787 68
ISHARES TR S&P 500/BARRA GROWTH	464287309	3926	02/16/10	03/19/10	$228,882 89	$221,033 79	$7,849 10
ISHARES TR S&P 500/BARRA GROWTH	464287309	179	11/22/09	03/19/10	$10,435 57	$10,435 57	$0 00
ISHARES TR S&P 500/BARRA GROWTH	464287309	850	06/24/09	03/19/10	$49,554 37	$39,856 50	$9,697 87
ISHARES TR S&P 500/BARRA GROWTH	464287309	4352	05/14/09	03/19/10	$253,718 37	$199,495 68	$54,222 69
ISHARES TR S&P 500/BARRA GROWTH	464287309	2115	06/30/09	03/19/10	$123,302 93	$100,674 00	$22,628 93
ISHARES TR S&P 500/BARRA GROWTH	464287309	1165	07/02/09	03/19/10	$67,918 64	$54,731 70	$13,186 94
CALL MARKET VECTORS ETF TR	99Q007066	58	02/26/10	03/25/10	$1,391 98	$0 00	$1,391 98
ISHARES TR IBOXX $ HIGH YIELD CORP	464288513	1736	02/16/10	05/05/10	$150,960 00	$146,692 00	$4,268 00
ISHARES TR IBOXX $ HIGH YIELD CORP	464288513	376	04/13/10	05/05/10	$32,696 41	$33,396 32	$-699 91

STATEMENT A

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost		Net gain or loss
ISHARES U S TREAS INFLATION	464287176	825	06/08/09	05/20/10	$86,846 28	$81,894 38	*	$4,951 90
ISHARES U S TREAS INFLATION	464287176	1078	02/16/10	05/20/10	$113,479 14	$112,144 34	*	$1,334 80
ISHARES TR MSCI EAFE GROWTH INDEX	464288885	1618	04/13/10	11/12/10	$96,908 46	$92,840 84		$4,067 62
ISHARES TR MSCI EAFE GROWTH INDEX	464288885	85	05/05/10	11/12/10	$5,090 99	$4,480 35		$610 64
ISHARES TR MSCI EAFE VALUE INDEX	464288877	1787	04/13/10	11/12/10	$90,929 96	$92,709 56		$-1,779 60
ISHARES TR MSCI EAFE VALUE INDEX	464288877	129	05/05/10	11/12/10	$6,564 05	$6,051 39		$512 66
Total short term gain/loss from sales:					$4,026,644 66	$3,768,210 95		$258,433 71

Long term transactions

This category includes all assets held more than 12 months

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost		Net gain or loss
ISHARES U S TREAS INFLATION	464287176	6500	04/30/09	05/20/10	$684,243 43	$648,800 52	*	$35,442 91
Total long term gain/loss from sales:					$684,243 43	$648,800 52		$35,442 91

ADDITIONAL SHORT TERM

Description	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax Cost	Net gain or loss
PWRSH DB COMMODITY INDEX TRACKING FD	5845	04/30/09	02/05/10	$130,049 59	116,549 30	13,500 29
PWRSH DB COMMODITY INDEX TRACKING FD	310	02/16/10	02/22/10	$7,381 00	7,347 00	34 00
PWRSH DB COMMODITY INDEX TRACKING FD	4722	02/16/10	03/02/10	$111,248 90	111,911 40	(662 50)
PWRSH DB COMMODITY INDEX TRACKING FD	10155	04/30/09	03/02/10	$239,248 76	202,490 70	36,758 06
				$487,928 25	438,298 40	49,629 85
Adjustment for income items				0 00	63,363 00	(63,363 00)
				0 00	(1,641 00)	1,641.00
				487,928.25	. 500,020.40	(12,092.15)

STATEMENT A

Statement F
Form 990-PF Part II Line 10 b Investments
Summary of Portfolio Detail

Equities

	Market Value		Tax Cost	Unreal Gain/Loss
Account 1396365	-		-	-
Account 1396324	4,869,190.88		4,083,818.34	785,372.54
Account 1396332	-		-	-
Account 1396340	-		-	-
Account 1396357	-		-	-
	4,869,190.88	a	4,083,818.34	785,372.54

Corporate Bonds held in Investment Accounts

Account 1396365	-		-	-
Account 1396324	1,166,627.73		1,083,940.48	82,687.25
Account 1396332	-		-	-
Account 1396340	-		-	-
Account 1396357	-		-	-
	1,166,627.73	a	1,083,940.48	82,687.25

Cash/Cash Equivalents held in Investment Accounts

Account 1396365	-		-	-
Account 1396324	80,647.21		80,605.10	42.11
Account 1396332	-		-	-
Account 1396340	-		-	-
Account 1396357	-		-	-
	80,647.21	a	80,605.10	42.11
TOTAL INVESTMENTS	**6,116,465.82**		**5,248,363.92**	

Cost Basis Reconciliation

Cost Basis of Investments per statement detail	5,248,363.92	sum of a
Cost Basis of Investments per form 990PF page 2	5,246,690.00	from page 2 of 990 PF
Difference	1,673.92	

The difference reflects a cost basis difference between the amount per the monthly statements and the amount reflected on form 1099. It is expected that this difference is attributable to non-dividend distributions affecting cost basis in previous years.

U.S. TRUST
Bank of America Private Wealth Management

Account: 10-01-004-1396381 MATTEI FOUNDATION TR-COMB

Portfolio Analysis

Nov 01, 2010 through Nov. 30, 2010

Portfolio Summary by Asset Class

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency						
Cash Equivalents	$80,647 21	1 3%	100 0%	$80,605 10	$96 72	0 1%
Total Cash/Currency	**$80,647.21**	**1.3%**	**100.0%**	**$80,605.10**	**$96.72**	**0.1%**
Equities						
U.S. Large Cap	$1,312,601.42	21.5%	27.5%	$1,183,909.59	$23,588.95	1.8%
U S Mid Cap	1,283,813.35	21 0	26 9	969,549 64	13,431 90	1.0
U.S. Small Cap	524,422.75	8 6	11 0	392,746.10	4,171.49	0.8
International Developed	818,622.51	13 4	17 2	660,402.49	8,457.55	1.0
Emerging Markets	829,297.50	13 6	17 4	786,298.02	11,099.09	1.3
Total Equities	**$4,768,757.53**	**78.0%**	**100.0%**	**$3,992,905.84**	**$60,748.98**	**1.3%**
Fixed Income						
Investment Grade Taxable	$1,166,627 73	19 1%	100 0%	$1,083,940 48	$44,697.65	3.8%
Total Fixed Income	**$1,166,627.73**	**19.1%**	**100.0%**	**$1,083,940.48**	**$44,697.65**	**3.8%**
Tangible Assets						
Commodities	$100,433 35	1 6%	100 0%	$90,912 50	$9,660.18	9 6%
Total Tangible Assets	**$100,433.35**	**1.6%**	**100.0%**	**$90,912.50**	**$9,660.18**	**9.6%**
Total Assets	**$6,116,465.82**	**100.0%**		**$5,248,363.92**	**$115,203.53**	**1.9%**
Total	**$6,116,465.82**			**$5,248,363.92**	**$115,203.53**	

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Nov. 01, 2010 through Nov. 30, 2010

Account: 10-01-004-1396381 MATTEI FOUNDATION TR-COMB
Sub-Account: 10-01-004-1396324 IM MATTEI FOUNDATION TR

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
67,093.830	BOFA CASH RESERVES CAPITAL CLASS - FORMERLY COLUMBIA CASH RESERVES (Income Investment)	097100853	$67,093.83	$6.62	$67,093.83 1.000	$0.00	$80.51	0.1%
13,511.270	BOFA CASH RESERVES CAPITAL CLASS - FORMERLY COLUMBIA CASH RESERVES	097100853	13,511.27	35.49	13,511.27 1.000	0.00	16.21	0.1
	Total Cash Equivalents		**$80,605.10**	**$42.11**	**$80,605.10**	**$0.00**	**$96.72**	**0.1%**
Total Cash/Currency			**$80,605.10**	**$42.11**	**$80,605.10**	**$0.00**	**$96.72**	**0.1%**
Equities								

(2)Industry Sector Codes
CND = Consumer Discretionary; CNS = Consumer Staples; ENR = Energy
FIN = Financials; HEA = Health Care; IND = Industrials
IFT = Information Technology; MAT = Materials; OEQ = Other Equities
TEL = Telecommunication Services; UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
11,128.000	ISHARES S&P 500 GROWTH INDEX FUND Ticker: IVW	464287309 OEQ	$695,945.12 62.540	$0.00	$676,064.72 60.753	$19,880.40	$9,725.87	1.4%
11,135.000	ISHR S&P 500/BARRA VALUE INDEX FUND Ticker: IVE	464287408 OEQ	616,656.30 55.380	0.00	507,844.87 45.608	108,811.43	13,863.08	2.2
	Total U.S. Large Cap		**$1,312,601.42**	**$0.00**	**$1,183,909.59**	**$128,691.83**	**$23,588.95**	**1.8%**
U.S. Mid Cap								
10,541.000	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND Ticker: IWP	464287481 OEQ	$563,732.68 53.480	$0.00	$401,761.81 38.114	$161,970.87	$4,522.09	0.8%

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 10-01-004-1396381 MATTEI FOUNDATION TR-COMB
Sub-Account: 10-01-004-1396324 IM MATTEI FOUNDATION TR

Nov. 01, 2010 through Nov. 30, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
6,474.000	ISHARES RUSSELL MIDCAP VALUE INDEX FUND Ticker: IWS	464287473 OEQ	272,814.36 42.140	0.00	180,993.03 27.957	91,821.33	5,509.37	2.0
8,115.000	MARKET VECTORS NUCLEAR ENERGY ETF Ticker: NLR	57060U704 OEQ	199,060.95 24.530	0.00	181,045.65 22.310	18,015.30	3,392.07	1.7
4,187.000	SPDR S&P BIOTECH ETF Ticker: XBI	78464A870 HEA	248,205.36 59.280	0.00	205,749.15 49.140	42,456.21	8.37	0.0
	Total U.S. Mid Cap		**$1,283,813.35**	**$0.00**	**$969,549.64**	**$314,263.71**	**$13,431.90**	**1.0%**
U.S. Small Cap								
2,068.000	ISHARES S&P SMALLCAP 600 VALUE INDEX FUND Ticker: IJS	464287879 OEQ	$137,067.04 66.280	$0.00	$94,437.75 45.666	$42,629.29	$1,579.95	1.2%
4,210.000	ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND Ticker: IJT	464287887 OEQ	288,090.30 68.430	0.00	199,166.78 47.308	88,923.52	1,650.32	0.6
1,457.000	VANGUARD SMALL-CAP ETF Ticker: VB	922908751 OEQ	99,265.41 68.130	0.00	99,141.57 68 045	123.84	941.22	0.9
	Total U.S. Small Cap		**$524,422.75**	**$0.00**	**$392,746.10**	**$131,676.65**	**$4,171.49**	**0.8%**
International Developed								
4,160.000	ISHARES S&P GLOBAL MATERIALS INDEX FUND Ticker: MXI	464288695 OEQ	$277,680.00 66.750	$0.00	$189,621.70 45.582	$88,058.30	$2,916.16	1.1%
5,873.000	MARKET VECTORS ETF TR AGRIBUSINESS ETF Ticker: MOO	57060U605 OEQ	288,775.41 49.170	0.00	220,306.31 37.512	68,469.10	2,478.41	0.9

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Nov. 01, 2010 through Nov 30, 2010

Account: 10-01-004-1396381 MATTEI FOUNDATION TR-COMB
Sub-Account: 10-01-004-1396324 IM MATTEI FOUNDATION TR

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
8,530.000	POWERSHARES GLOBAL WATER PORTFOLIO Ticker: PIO	73936T623 OEQ	156,525.50 18.350	0.00	151,151.60 17.720	5,373.90	2,123.97	1.4
1,024.000	VANGUARD FTSE ALL WORLD EX-US SMALL CAP ETF Ticker: VSS	922042718 OEQ	95,641.60 93.400	0.00	99,322.88 96.995	-3,681.28	939.01	1.0
	Total International Developed		**$818,622.51**	**$0.00**	**$660,402.49**	**$158,220.02**	**$8,457.55**	**1.0%**
Emerging Markets								
6,109.000	ISHARES FTSE XINHAU HK CHINA 25 INDEX Ticker: FXI	464287184 OEQ	$264,764.06 43.340	$0.00	$236,255.41 38.673	$28,508.65	$4,160.23	1.6%
10,517.000	ISHARES MSCI EMERGING MKTS INDEX FUND Ticker: EEM	464287234 OEQ	470,951.26 44.780	0.00	450,708.84 42.855	20,242.42	6,278.65	1.3
2,883.000	MARKET VECTORS AFRICA INDEX ETF Ticker: AFK	57060U787 OEQ	93,582.18 32.460	0.00	99,333.77 34.455	-5,751.59	660.21	0.7
	Total Emerging Markets		**$829,297.50**	**$0.00**	**$786,298.02**	**$42,999.48**	**$11,099.09**	**1.3%**
Total Equities			**$4,768,757.53**	**$0.00**	**$3,992,905.84**	**$775,851.69**	**$60,748.98**	**1.3%**
Fixed Income								
Investment Grade Taxable								
4,765.000	ISHARES BARCLAYS 1-3 YR CR BD FUND	464288646	$499,300.53 104.785	$0.00	$500,205.88 104.975	-$905.35	$12,646.31	2.5%
6,060.000	ISHARES IBOXX INV GR CORP BD FUND	464287242	667,327.20 110.120	0.00	583,734.60 96.326	83,592.60	32,051.34	4.8
	Total Investment Grade Taxable		**$1,166,627.73**	**$0.00**	**$1,083,940.48**	**$82,687.25**	**$44,697.65**	**3.8%**

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Nov. 01, 2010 through Nov. 30, 2010

Account: 10-01-004-1396381 MATTEI FOUNDATION TR-COMB
Sub-Account: 10-01-004-1396324 IM MATTEI FOUNDATION TR

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
Total Fixed Income			**$1,166,627.73**	**$0.00**	**$1,083,940.48**	**$82,687.25**	**$44,697.65**	**3.8%**
Tangible Assets								
Commodities								
11,610.792	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	$100,433.35 8.650	$0.00	$90,912.50 7.830	$9,520.85	$9,660.18	9.6%
	Total Commodities		**$100,433.35**	**$0.00**	**$90,912.50**	**$9,520.85**	**$9,660.18**	**9.6%**
Total Tangible Assets			**$100,433.35**	**$0.00**	**$90,912.50**	**$9,520.85**	**$9,660.18**	**9.6%**
Total Portfolio			**$6,116,423.71**	**$42.11**	**$5,248,363.92**	**$868,059.79**	**$115,203.53**	**1.9%**
Accrued Income			$42.11					
Total			**$6,116,465.82**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME		110,817.	110,817.
INTEREST INCOME FROM K-1'S		390.	390.
	TOTAL	111,207.	111,207.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME		54,248.	54,248.
	TOTALS	54,248.	54,248.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	2,451.	2,451.
TOTALS	2,451.	2,451.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	26,470.	26,470.
OFFICE EXPENSES	1,470.	
TAX PREP FEES	300.	
TOTALS	28,240.	26,470.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
J. SCOTT MATTEI ONE MORROCROFT CT. 6805 MORRISON BLVD. 370 CHARLOTTE, NC 28211	TRUSTEE
	GRAND TOTALS

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	200,000.
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 NORTH MILITARY TRAIL WEST PALM BEACH, FL 33409	501 (C)(3) PUBLIC CHARITY	ANIMAL RIGHTS WELFARE, AND SERVICES	1,000
CENTER FOR CREATIVE EDUCATION 425 24TH STREET WEST PLAM BEACH, FL 33407	501 (C)(3) PUBLIC CHARITY	SUPPORTS PARTNERSHIPS AMONG SCHOOLS, ARTS AND CULTURAL ORGANIZATIONS, AND HUMAN SERVICE PROVIDERS IN ORDER TO INTEGRATE THE ARTS INTO ACADEMIC CURRICULUM AND OUT-OF-SCHOOL ACTIVITIES IN PALM BEACH COUNTY	1,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION, B6006 AUSTIN, TX 78712	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING THE MBA PROGRAM AT THE UNIVERSITY OF TEXAS AT AUSTIN	10,000
SOUTHERN METHODIST UNIVERSITY POST OFFICE BOX 750402 DALLAS, TX 75275-0402	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING SOUTHERN METHODIST UNIVERSITY.	12,500
KINGS KITCHEN POST OFFICE BOX 77065 CHARLOTTE, NC 28271-7000	501 (C)(3) PUBLIC CHARITY	SUPPORT OF THE NOT FOR PROFIT RESTAURANT SERVING CENTER CITY, CHARLOTTE	2,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION POST OFFICE BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	CARES FOR THE EMOTIONAL NEEDS OF CHILDREN & THEIR FAMILIES, EDUCATES THEM ABOUT THE HOSPITAL EXPERIENCE AND HELPS RESTORE A SENSE OF NORMALCY TO THEIR LIVES	1,000
HOSPICE OF THE PIEDMONT 1801 WESTCHESTER DRIVE HIGH POINT, NC 27262-7009	501 (C)(3) PUBLIC CHARITY	ENABLE CARE FOR ALL PATIENTS AT THE END OF LIFE, REGARDLESS OF CIRCUMSTANCES	500
EASTER SEALS UCP 6135 PARK SOUTH DRIVE SUITE 350 CHARLOTTE, NC 28210	501 (C)(3) PUBLIC CHARITY	PROVIDES INDIVIDUALIZED THERAPY AND SERVICES TO CHILDREN AND ADULTS WITH DISABILITIES ACROSS NC AND VA	250.
HEROS FOUNDATION 200 CRESCENT COURT DALLAS, TX 75201	501 (C)(3) PUBLIC CHARITY	PROVIDE INNER CITY YOUTH IN DALLAS THE OPPORTUNITY TO PARTICIPATE IN SPORTS, EDUCATIONAL AND CULTURAL CIRRICULUMS	250
PROVIDENCE HOME OF THE FAMILY EMER TEEN SHELTER 5310 DOSHER CUT OFF SE SOUTHPORT, NC 28461	501 (C)(3) PUBLIC CHARITY	PROVIDE SHELTER DUE TO AN EMERGENCY, HIGH-RISK OR CRISIS SITUATION REQUIRING OUT OF HOME PLACEMENT	250
AMERICAN CANCER SOCIETY 1901 BRUNSWICK AVENUE, SUITE 100 CHARLOTTE, NC 28207	501 (C)(3) PUBLIC CHARITY	FUND NEW CANCER RESEARCH	250

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. LUKE'S LUTHERAN CHURCH 11020 NC HIGHWAY 801 MT ULLA, NC 28125	501 (C)(3) PUBLIC CHARITY	PROVIDE ONGOING CARE FOR THE SICK	21,438
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	501 (C)(3) PUBLIC CHARITY	SUPPLEMENT COST OF EVERY STUDENT'S EDUCATION	2,500.
SECOND HARVEST FOOD BANK OF METROLINA 500-B SPRATT STREET CHARLOTTE, NC 28206	501 (C)(3) PUBLIC CHARITY	PROVIDE FOOD FOR HUNGRY NEIGHBORS	2,000.
MYERS PARK UNITED METHODIST CHURCH 1501 QUEENS ROAD CHARLOTTE, NC 28207	501 (C)(3) PUBLIC CHARITY	PROVIDE SCHOLARSHIPS FOR SEMINARY EDUCATION	10,000
MYERS PARK UNITED METHODIST CHURCH 1501 QUEENS ROAD CHARLOTTE, NC 28207	501 (C)(3) PUBLIC CHARITY	COMMUNITY OUTREACH	1,000
		TOTAL CONTRIBUTIONS PAID	265,938.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	200,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION, B6006 AUSTIN, TX 78712	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING THE MBA PROGRAM AT THE UNIVERSITY OF TEXAS AT AUSTIN	30,000
SOUTHERN METHODIST UNIVERSITY POST OFFICE BOX 750402 DALLAS, TX 75275	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING SOUTHERN METHODIST UNIVERSITY	37,500
		TOTAL CONTRIBUTIONS APPROVED	267,500

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: MATTEI FOUNDATION

Employer identification number: 20-6376517

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED STATEMENT A	VARIOUS	VARIOUS	4,026,645.	3,768,211.	258,434.
SEE ATTACHED STATEMENT A	VARIOUS	VARIOUS	487,928.	500,020.	-12,092.
FROM 2010 POWERSHARES K-1	VARIOUS	VARIOUS			-179.
FROM 2009 POWERSHARES K-1	VARIOUS	VARIOUS			3,538.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 249,701.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED STATEMENT A	VARIOUS	VARIOUS	684,243.	648,800.	35,443.
FROM 2009 POWERSHARES K-1	VARIOUS	VARIOUS			3,728.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 39,171.

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Form **8868** (Rev January 2011)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	MATTEI FOUNDATION	20-6376517
	Number, street, and room or suite no If a P O box, see instructions ONE MORROCROFT CTR. 6805 MORRISON BLVD., STE. 370	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHARLOTTE, NC 28211	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ J. SCOTT MATTEI

Telephone No ▶ 704 971-6060 FAX No ▶ 704 971-6061

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/01 , 20 09 , and ending 11/30 , 20 10

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 8,633.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 2,553.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 6,080.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

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