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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

**2010**

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation The Edward E. & Marie L. Matthews Foundation		A Employer identification number 02-0656117
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,250,830		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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)		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"/>

**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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	348,730	348,730		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	366,098			
b Gross sales price for all assets on line 6a 2,373,246				
7 Capital gain net income (from Part IV, line 2)		366,083		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	22,514	21,868		
12 Total. Add lines 1 through 11	692,314	736,681		
13 Compensation of officers, directors, trustees, etc.	20,000			20,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	94,114	94,114		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	10,766	1,466		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	49,990	1,956		45,567
24 Total operating and administrative expenses. Add lines 13 through 23	174,870	97,536		65,567
25 Contributions, gifts, grants paid	818,500			818,500
26 Total expenses and disbursements. Add lines 24 and 25	993,370	97,536		884,067
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-301,056			
b Net investment income (if negative, enter -0-)		639,145		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	468,524	85,045	85,045
	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 15 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)	4,126,300	4,387,468	5,359,876
	c Investments—corporate bonds (attach schedule)	4,140,005	3,177,820	3,115,533
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,772,551	2,555,991	4,690,376
	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)	10,507,380	10,206,324	13,250,830
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here . . . ▶ <input type="checkbox"/>			
	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 . . . ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	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	10,507,380	10,206,324	
	30 Total net assets or fund balances (see page 17 of the instructions)	10,507,380	10,206,324	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,507,380	10,206,324	

## 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	10,507,380
2 Enter amount from Part I, line 27a	2	-301,056
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,206,324
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	10,206,324

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 2,373,246		2,011,026	362,220	
<b>b</b>			3,863	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			362,220	
<b>b</b>			3,863	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	366,083
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> 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			<b>3</b>	

**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.

(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))
2009	686,758	10,726,216	0.064026
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.322704
<b>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</b>			<b>3</b> 0.064541
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 12,540,697
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 809,389
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 6,391
<b>7 Add lines 5 and 6</b>			<b>7</b> 815,780
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 884,067

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 instructions)				
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		1	6,391	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	6,391	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,391	
6 Credits/Payments.				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,300		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	12,300		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0		
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	5,909		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 5,909 Refunded <input type="checkbox"/>	11	0		

**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 page 19 of the instructions for definition)? 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		X
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

**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 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	
14	The books are in care of <u>c/o Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road, Suite 123 Wilmington DE</u> ZIP+4 <u>19809-1377</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>			X

**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 page 22 of 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 22 of 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 2010 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 2010)	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 2010?	4b	X

**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** 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?☐ 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 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
SEE ATTACHMENT				

**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

**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
UBS Financial Services PO Box 766, Union City, NJ 07087	Investment mgmt	87,961

**Total** number of others receiving over \$50,000 for professional services **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 24 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,044,309
<b>b</b>	Average of monthly cash balances	<b>1b</b>	503,948
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	1,183,415
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	12,731,672
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	12,731,672
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	190,975
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	12,540,697
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	627,035

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	627,035
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	6,391
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,391
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	620,644
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	620,644
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	620,644

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	884,067
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	884,067
<b>5</b>	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)	<b>5</b>	6,391
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	877,676

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				620,644
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			0	
<b>b</b> Total for prior years. 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .	0			
<b>b</b> From 2006 . . . . .	0			
<b>c</b> From 2007 . . . . .	0			
<b>d</b> From 2008 . . . . .	813,988			
<b>e</b> From 2009 . . . . .	156,025			
<b>f</b> Total of lines 3a through e	970,013			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>884,067</u>				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount . . . . .				620,644
<b>e</b> Remaining amount distributed out of corpus . . . . .	263,423			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,233,436			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				0
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	1,233,436			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .	0			
<b>b</b> Excess from 2007 . . . . .	0			
<b>c</b> Excess from 2008 . . . . .	813,988			
<b>d</b> Excess from 2009 . . . . .	156,025			
<b>e</b> Excess from 2010 . . . . .	263,423			

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

**2 a** 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**

[illegible]

**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).)

Edward E Matthews

Marie L Matthews

**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 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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ADIRONDACK TRAIL IMPROVEMENT PO BOX 565 KEENE VALLEY NY 12943	N/A	509(a)(2)	General & Unrestricted	4,000
AMERICAN CAMPING FOUNDATION INC 5000 STATE RD 67 N MARTINSVILLE IN 46151	N/A	509(a)(3)	General & Unrestricted	4,000
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS NY 12943	N/A	509(a)(1)	General & Unrestricted	3,000
CAMP DUDLEY YMCA INC DUDLEY RD WESTPORT NY 12993	N/A	509(a)(2)	General & Unrestricted	20,000
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN MT 59771	N/A	509(a)(1)	General & Unrestricted	1,000
CHRIST EPISCOPAL CHURCH OF WINNETKA 470 MAPLE ST WINNETKA IL 60093	N/A	509(a)(1)	General & Unrestricted	1,500
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH IL 60043	N/A	509(a)(1)	General & Unrestricted	1,000
COLUMBIA BUSINESS SCHOOL 33 W 60TH ST 7TH FL NEW YORK NY 10023	N/A	509(a)(1)	General & Unrestricted	3,500
CREATIVE HEARTWORK INC 5 DRAKE CT BOONTON NJ 07005	N/A	509(a)(1)	General & Unrestricted	1,500
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL PRINCETON NJ 08540	N/A	509(a)(1)	General & Unrestricted	3,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE NJ 07934	N/A	509(a)(1)	General & Unrestricted	153,000
<b>Total</b> See Attached Statement			► <b>3a</b>	818,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			► <b>3b</b>	0



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

- |  |              |     |    |
|--|--------------|-----|----|
| <b>1</b> 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 |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |              |     |    |
| <b>(1)</b> Cash  | <b>1a(1)</b> |     | X  |
| <b>(2)</b> Other assets  | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions:   |              |     |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |     | X  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |     | X  |
| <b>(3)</b> Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |     | X  |
| <b>(4)</b> Reimbursement arrangements  | <b>1b(4)</b> |     | X  |
| <b>(5)</b> Loans or loan guarantees  | <b>1b(5)</b> |     | X  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    |     | X  |
| <b>d</b> 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 |              |     |    |

[illegible]

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

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

**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 of officer or trustee [Signature] Date 11/8/11 Title Secretary

<b>Paid Preparer Use Only</b>	Pnnr/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey D. Haskell	Jeffrey D. Haskell	11/4/2011		
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶	
	Firm's address ▶ 55 WALLS DRIVE, FAIRFIELD, CT 06824			Phone no (800) 839-1754	

**Form 990-PF, Part I, Line 11 - Other Income**

		<b>TOTAL:</b>		<b>21,868</b>
		<b>(a) Revenue per Books</b>	<b>(b) Net Investment Income</b>	
<b>1</b>	ATLAS ENERGY LP K-1 Pass-Through Share of Partnership Income/(Loss)	-5,247	790	
<b>2</b>	BOARDWALK PIPELINE PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-8,580	14	
<b>3</b>	ENERGY TRANSFER EQUITY LP K-1 Pass-Through Share of Partnership Income/(Loss)	-28,337	79	
<b>4</b>	Federal Tax Refund	12,343	0	
<b>5</b>	GENESIS ENERGY, L.P. K-1 Pass-Through Share of Partnership Income/(Loss)	7,301	6,907	
<b>6</b>	INERGY HOLDINGS, L.P. K-1 Pass-Through Share of Partnership Income/(Loss)	2,256	582	
<b>7</b>	INERGY, LP K-1 Pass-Through Share of Partnership Income/(Loss)	2,166	3	
<b>8</b>	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	1,816	8	
<b>9</b>	MARKWEST ENERGY PARTNERS L.P. K-1 Pass-Through Share of Partnership Income/(Loss)	3,347	13,181	
<b>10</b>	PLAINS ALL AMERICAN PIPELINE LP K-1 Pass-Through Share of Partnership Income/(Loss)	-9,579	304	

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

TOTAL:		94,114	94,114	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	94,114	94,114		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					10,766	1,466	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated Tax for 2010	9,300	0		0			
2	Foreign Tax Paid	1,466	1,466		0			
3								
4								
5								
6								
7								
8								
9								
10								

**Form 990-PF, Part I, Line 23 - Other Expenses**

<b>TOTAL:</b>					49,990	1,956	0	45,567
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
<b>1</b>	Administrative Fees	45,276	0	0	45,276			
<b>2</b>	Bank Charges	384	384	0	0			
<b>3</b>	ATLAS PIPELINE HOLDINGS LP K-1 Expenses	3	0	0	0			
<b>4</b>	BOARDWALK PIPELINE PARTNERS LP K-1 Expenses	33	12	0	0			
<b>5</b>	ENERGY TRANSFER EQUITY LP K-1 Expenses	858	0	0	0			
<b>6</b>	GENESIS ENERGY, L.P. K-1 Expenses	2,119	1,448	0	0			
<b>7</b>	INERGY HOLDINGS, L.P. K-1 Expenses	84	84	0	0			
<b>8</b>	MAGELLAN MIDSTREAM PARTNERS LP K-1 Expenses	69	0	0	0			
<b>9</b>	MARKWEST ENERGY PARTNERS L.P. K-1 Expenses	25	2	0	0			
<b>10</b>	PLAINS ALL AMERICAN PIPELINE LP	848	26	0	0			
<b>11</b>	Registered Agent Fee	291	0	0	291			
<b>12</b>								
<b>13</b>								
<b>14</b>								

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:					4,387,468	5,359,876
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
1	ACCENTURE PLC (ACN)	2,042	76,844	99,017		
2	ACTIVISION BLIZZARD INC (ATVI)	3,800	43,022	47,272		
3	AFLAC INC. (AFL)	1,783	35,695	100,614		
4	ALLSTATE CORP (ALL)	1,920	41,709	61,210		
5	AMEREN CORPORATION (AEE)	390	8,969	10,994		
6	AMGEN INC (AMGN)	1,454	78,649	79,825		
7	ANALOG DEVICES INC. (ADI)	1,225	34,141	46,146		
8	ANGLOGOLD LTD (AU)	1,523	45,876	74,977		
9	ANALYTICAL MTG MGMT INC. COM (NLY)	3,615	53,818	64,781		
10	AON CORP (AON)	1,885	58,684	86,729		
11	APACHE CORPORATION (APA)	738	51,014	87,992		
12	APPLE INC. (AAPL)	243	58,436	78,382		
13	AUTOMATIC DATA PROCESSING INC. (ADP)	754	36,672	34,895		
14	BARRICK GOLD CORP COM (ABX)	1,732	31,589	92,108		
15	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	425	30,810	34,047		
16	BRANDYWINE RLTY TR (BDN)	1,687	20,036	19,654		
17	BROADRIDGE FINANCIAL SOLUTIONS (BR)	1,755	38,327	38,487		
18	C H ROBINSON WORLDWIDE INC. (CHRW)	453	18,119	36,326		
19	CA INC. (CA)	3,988	95,249	97,467		
20	CABLEVISION SYSTEMS CORP CL A (CVC)	2,060	31,934	69,710		
21	CANADIAN NATURAL RESOURCES LTD (CNQ)	1,313	43,817	58,323		
22	CHIMERA INVESTMENT CORP COMMON STOCK (CIM)	10,140	35,753	41,675		
23	CHUBB CORP (CB)	695	30,845	41,450		
24	CITIGROUP INC (C)	10,841	34,631	51,278		
25	CLOROX CO (CLX)	610	35,645	38,601		
26	COLGATE-PALMOLIVE COMPANY (CL)	795	57,547	63,894		
27	COLONIAL PTYS TR SH BEN INT (CLP)	970	7,077	17,509		
28	CONS EDISON INC (ED)	640	26,136	31,725		
29	COVIDIEN LTD (COV)	640	28,255	29,222		
30	CVS CAREMARK CORP. (CVS)	570	16,410	19,819		
31	DREAMWORKS ANIMATION (DWA)	655	14,044	19,303		
32	ECOLAB INC (ECL)	1,481	64,959	74,672		
33	EMC CORP-MASS (EMC)	3,427	60,642	78,478		
34	ENDURANCE SPCLTY HLDGS LTD (ENH)	971	30,499	44,734		
35	ENTERGY CORP (ETR)	415	28,310	29,394		
36	EXPEDITORS INTL WASH INC. (EXPD)	623	21,140	34,016		
37	EXPRESS SCRIPTS INC. (ESRX)	856	46,078	46,267		
38	GENERAL MOTORS (GM)	881	30,040	32,474		
39	GENUINE PARTS COMPANY (GPC)	660	23,228	33,884		
40	GENWORTH FINANCIAL INC CL A (GNW)	4,013	78,386	52,731		
41	GENZYME CORP (GENZ)	835	54,327	59,452		

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				4,387,468	5,359,876
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
42	GOLDMAN SACHS GROUP (GS)	121	17,465		20,347
43	GREAT PLAINS ENERGY (GXP)	1,710	27,143		33,157
44	H.J. HEINZ COMPANY (HNZ)	846	35,984		41,843
45	HALLIBURTON COMPANY (HAL)	492	8,517		20,088
46	HARTFORD FINANCIAL SERVICES GROUP (HIG)	1,559	87,611		41,298
47	HASBRO INC (HAS)	935	26,012		44,113
48	HEALTH CARE PPTY INVS INC (HCP)	1,200	28,238		44,148
49	HEALTH CARE REIT INC. (HCN)	987	30,409		47,021
50	HESS CORP (HES)	310	17,484		23,727
51	HUDSON CITY BANCORP INC COMMON (HCBK)	2,782	33,314		35,443
52	HUTCHISON TELECOMMUNICATIONS ADR (HTHKY)	4,220	6,862		18,779
53	INGERSOL-RAND PLC (IR)	822	19,428		38,708
54	INVERSCO PLC (IVZ)	2,241	45,669		53,918
55	IVANHOE MINES LIMITED COM (IVN)	1,155	8,763		26,473
56	JP MORGAN CHASE & CO (JPM)	875	32,199		37,118
57	KIMBERLY CLARK CORP (KMB)	430	22,245		27,107
58	KROGER CO (KR)	1,281	26,310		28,643
59	LINCOLN NATIONAL CORP (LNC)	1,017	27,226		28,283
60	LOCKHEED MARTIN CORP (LMT)	623	39,409		43,554
61	LOEWS CORP (L)	1,549	62,259		60,272
62	MASTERCARD INC (MA)	246	42,983		55,131
63	MATTELL INC. (MAT)	1,730	26,503		43,994
64	MCGRAW-HILL (MHP)	1,355	38,184		49,336
65	MCKESSON CORP (MCK)	635	42,437		44,691
66	MERCK & CO INC. (MRK)	819	23,651		29,517
67	METLIFE INC. (MET)	1,590	51,122		70,660
68	MFA MTG INVTs INC (MFA)	4,830	37,124		39,413
69	MICROSOFT CORPORATION (MSFT)	1,100	29,126		30,701
70	MILLICOM INTL CELLULAR S.A. (MICCF.PK)	340	6,747		32,504
71	MOTOROLA INC (MOT)	11,142	126,588		101,057
72	NEW YORK COMNTY BANCORP INC. (NYB)	2,625	32,582		49,481
73	NISOURCE INC. (NI)	2,075	32,289		36,562
74	NOBLE ENERGY INC. (NBL)	482	23,816		41,491
75	NRG ENERGY (NRG)	1,068	45,150		20,869
76	OCCIDENTAL PETE CORP (OXY)	440	37,910		43,164
77	OLD REP INTL CORP (ORI)	1,736	32,376		23,662
78	OMNICOM GROUP (OMC)	725	30,142		33,205
79	PFIZER INC. (PFE)	4,886	84,238		85,554
80	PHILIP MORRIS INTL (PM)	665	17,740		38,922
81	PITNEY BOWES INC. (PBI)	1,721	65,862		41,614
82	PROGRESS ENERGY INC (PGN)	690	29,442		30,001

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				Shares	(b) Book Value	(c) Fair Market Value
	Description/Symbol/CUSIP Number					
83	QUALCOMM INC (QCOM)			2,006	72,545	99,276
84	RANGE RESOURCES CORP DEL (RRC)			570	37,937	25,639
85	RAYTHEON CO. (RTN)			521	19,964	24,143
86	ROCKWELL COLLINS INC (COL)			1,535	83,889	89,429
87	SANOFLAVENTIS SPONSORED ADR (SNY)			2,108	78,839	67,941
88	SCANNA CORPORATION NEW (SCG)			695	21,232	28,217
89	SCRIPPS NETWORKS INT (SNI)			1,222	35,157	63,239
90	SEADRILL LTD (SDRL)			660	21,880	22,387
91	SEMPRA ENERGY COM (SRE)			815	28,862	42,771
92	ST. JUDE MED INC. (STJ)			1,065	42,903	45,529
93	STATE STREET CORPORATION (STT)			1,419	63,148	65,756
94	STREETTRACKS GOLD SHARES (GLD)			1,070	54,022	148,429
95	SUNCOR ENERGY INC (SU)			2,489	65,542	95,304
96	TALISMAN ENERGY INC (TLM)			1,556	32,198	34,528
97	TDSS (TDS-S)			1,010	31,518	31,835
98	TERADATA CORPORATION (TDC)			1,676	69,742	68,984
99	THE BABCOCK AND WILCOX COMPANY (BWC)			1,380	28,368	35,314
100	TIME WARNER CABLE INC (TWC)			790	47,232	52,164
101	TIME WARNER INC. (TWX)			1,261	39,806	40,566
102	ULTRA PETROLEUM CORP (UPL)			640	33,627	30,573
103	UNION PACIFIC (UNP)			366	11,205	33,914
104	UNUM CORP (UNM)			2,087	45,339	50,547
105	VIACOM INC. CL B (VIA-B)			2,109	87,551	83,537
106	VISA INC (V)			887	59,526	62,427
107	WEATHERFORD INTL NEW (WFT)			2,285	41,117	52,098
108	WELLS FARGO & CO. (WFC)			1,556	39,242	48,220
109	XCEL ENERGY INC (XEL)			1,150	21,103	27,083
110	XEROX CP (XRX)			4,570	42,840	52,646
111	ZIMMER HOLDINGS INC (ZMH)			415	15,213	22,277

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

TOTAL:				3,177,820	3,115,533
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	
1	BEAR STEARNS COS INC - 4.650% - 07/02/2018 (073902CD8)	500,000	454,710	513,490	
2	CREDIT SUISSE FB - 7.125% - 04/15/2032 (22541LAE3)	500,000	558,920	599,245	
3	DEAN WITTER DISC - 6.750% - 10/13/2015 (24240VAE1)	500,000	552,950	545,110	
4	MBIA INC BONDS 5.700% 12/01/2034 MAKE WHOLE (55262CAJ9)	600,000	596,280	392,928	
5	PACIFIC BELL DEB - 7.125% - 03/15/2026 (694032AT0)	500,000	551,210	577,090	
6	PRUDENTIAL FINL INC BONDS - 5.750% - 07/15/2033 (74432QAC9)	500,000	463,750	487,670	
7					
8					
9					
10					

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

<b>TOTAL:</b>			<b>2,555,991</b>	<b>4,690,376</b>
	<b>Asset Description</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>	
<b>1</b>	ATLAS ENERGY LP (AHD)	61,709	75,000	
<b>2</b>	BOARDWALK PIPELINE PARTNERS LP (BWP)	295,783	311,300	
<b>3</b>	ENERGY TRANSFER EQUITY LP (ETE)	73,166	390,700	
<b>4</b>	GENESIS ENERGY, L.P. (GEL)	216,590	422,400	
<b>5</b>	INERGY, LP (NRGY)	501,533	634,511	
<b>6</b>	LOEB OFFSHORE FUND LTD SER ONE (LOEBOFF)	784,021	1,183,415	
<b>7</b>	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	151,081	395,500	
<b>8</b>	MARKWEST ENERGY PARTNERS L.P. (MWE)	180,838	649,650	
<b>9</b>	PLAINS ALL AMERICAN PIPELINE LP (PAA)	291,270	627,900	
<b>10</b>				

**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Louise M Flickinger	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
2	Douglas L Matthews	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Secretary	5	20,000	0	0
3	Edward E Matthews	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director	1	0	0	0
4	Gregory E Matthews	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
5	Marie L Matthews*	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
6	Russell E Matthews	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
7	*Deceased in 2010									
8										
9										
10										

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

Recipient(s) paid during the year

**Name**

KOHL CHILDRENS MUSEUM OF GREATER CHICAGO INC

**Street**

2100 PATRIOT BLVD

**City**

GLENVIEW

**State**

IL

**Zip Code**

60026

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

7,000

**Name**

MENDHAM TOWNSHIP FIRST AID SQUAD INC

**Street**

PO BOX 122

**City**

BROOKSIDE

**State**

NJ

**Zip Code**

07926

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

MENDHAM TOWNSHIP POLICE DEPARTMENT

**Street**

3 CHERRY LN

**City**

BROOKSIDE

**State**

NJ

**Zip Code**

07926

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

MORRISTOWN MEMORIAL HEALTH FOUNDATION INC

**Street**

100 MADISON AVE.

**City**

MORRISTOWN

**State**

NJ

**Zip Code**

07960

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Pediatric ER Triage Area

**Amount**

10,000

**Name**

NASSAU COOPERATIVE NURSERY SCHOOL

**Street**

33 MERCER ST

**City**

PRINCETON

**State**

NJ

**Zip Code**

08540

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

4,000

**Name**

NASSAU PRESBYTERIAN CHURCH

**Street**

61 NASSAU ST

**City**

PRINCETON

**State**

NJ

**Zip Code**

08540

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

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

Recipient(s) paid during the year

**Name**

NORTH SHORE COUNTRY DAY SCHOOL

**Street**

310 GREEN BAY RD

**City**

WINNETKA

**State**

IL

**Zip Code**

60093

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Annual Fund

**Amount**

5,000

**Name**

NORTH SHORE COUNTRY DAY SCHOOL

**Street**

310 GREEN BAY RD

**City**

WINNETKA

**State**

IL

**Zip Code**

60093

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

10,000

**Name**

NORTHSORE UNIVERSITY HEALTHSYSTEM

**Street**

1033 UNIVERSITY PL, STE450

**City**

EVANSTON

**State**

IL

**Zip Code**

60201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

60,000

**Name**

NORTHSORE UNIVERSITY HEALTHSYSTEM

**Street**

1033 UNIVERSITY PL STE 450

**City**

EVANSTON

**State**

IL

**Zip Code**

60201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

50,000

**Name**

PEAPACK GLADSTONE FIRE COMPANY NO 1 INC

**Street**

PO BOX 615

**City**

GLADSTONE

**State**

NJ

**Zip Code**

07934

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

PENNINGTON SCHOOL

**Street**

112 W DELAWARE AVE

**City**

PENNINGTON

**State**

NJ

**Zip Code**

08534

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

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

Recipient(s) paid during the year

**Name**

PLANNED PARENTHOOD ASSOCIATION OF THE MERCER AREA

**Street**

437 E STATE ST

**City**

TRENTON

**State**

NJ

**Zip Code**

08608

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

PRESIDENT &amp; FELLOWS OF MIDDLEBURY COLLEGE

**Street**

5 COURT ST

**City**

MIDDLEBURY

**State**

VT

**Zip Code**

05753

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

David A Nalen '81 Memorial Scholarship Fund

**Amount**

10,000

**Name**

PRINCETON DAY SCHOOL INC

**Street**

PO BOX 75

**City**

PRINCETON

**State**

NJ

**Zip Code**

08542

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

PRINCETON DAY SCHOOL INC

**Street**

PO BOX 75

**City**

PRINCETON

**State**

NJ

**Zip Code**

08542

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Middle School Playground

**Amount**

2,500

**Name**

PRINCETON DAY SCHOOL INC

**Street**

PO BOX 75

**City**

PRINCETON

**State**

NJ

**Zip Code**

08542

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

260,000

**Name**

PRINCETON TOWNSHIP POLICE DEPARTMENT WELFARE FUND

**Street**

1 VALLEY RD

**City**

PRINCETON

**State**

NJ

**Zip Code**

08540

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

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

Recipient(s) paid during the year

**Name**

RALSTON ENGINE COMPANY NO 1

**Street**

PO BOX 356

**City**

MENDHAM

**State**

NJ

**Zip Code**

07945

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

REHABILITATION INSTITUTE RESEARCH CORPORATION

**Street**

345 E SUPERIOR ST

**City**

CHICAGO

**State**

IL

**Zip Code**

60611

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

RICE UNIVERSITY - JAMES A. BAKER III INSTITUTE FOR PUBLIC POLICY

**Street**

JAMES A. BAKER III INSTITUTE FOR PUBLIC POLICY

**City**

HOUSTON

**State**

TX

**Zip Code**

77251

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Dr. David M. Mumford Award Program

**Amount**

10,000

**Name**

SOMERSET HILLS HANDICAPPED RIDERS CLUB

**Street**

PO BOX 305

**City**

OLDWICK

**State**

NJ

**Zip Code**

08858

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

ST GEORGES SCHOOL

**Street**

372 PURGATORY RD

**City**

MIDDLETOWN

**State**

RI

**Zip Code**

02842

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

ST JUDE CHILDRENS RESEARCH HOSPITAL INC

**Street**

262 DANNY THOMAS PL MSC 512

**City**

MEMPHIS

**State**

TN

**Zip Code**

38105

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

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

Recipient(s) paid during the year

**Name**

ST JOSEPH'S CHURCH

**Street**

6 NEW ST

**City**

MENDHAM

**State**

NJ

**Zip Code**

07945

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

500

**Name**

THE FIRST PRESBYTERIAN CHURCH OF MENDHAM

**Street**

14 HILLTOP RD

**City**

MENDHAM

**State**

NJ

**Zip Code**

07945

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Hilltop Christian Nursery School Program

**Amount**

2,000

**Name**

THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECOVERY

**Street**

2812 FAWKES DR

**City**

WILMINGTON

**State**

DE

**Zip Code**

19808

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Maid of Harlech Program

**Amount**

10,000

**Name**

THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECOVERY

**Street**

2812 FAWKES DR

**City**

WILMINGTON

**State**

DE

**Zip Code**

19808

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Devastator Project

**Amount**

8,000

**Name**

THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECOVERY

**Street**

2812 FAWKES DR

**City**

WILMINGTON

**State**

DE

**Zip Code**

19808

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Earhart Project

**Amount**

7,000

**Name**

THE SMILE TRAIN

**Street**

245 5TH AVE, STE 2201

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

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

Recipient(s) paid during the year

**Name**

TRINITY COUNSELING SERVICE

**Street**

22 STOCKTON ST

**City**

PRINCETON

**State**

NJ

**Zip Code**

08540

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Bereavement &amp; Caregiver Counseling Program

**Amount**

15,000

**Name**

TRINITY UNIVERSITY

**Street**

ONE TRINITY PL BUSINESS OFC

**City**

SAN ANTONIO

**State**

TX

**Zip Code**

78212

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,500

**Name**

TRINITY UNIVERSITY

**Street**

ONE TRINITY PL BUSINESS OFC

**City**

SAN ANTONIO

**State**

TX

**Zip Code**

78212

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Department of Counseling

**Amount**

1,000

**Name**

TRUSTEES OF THE LAWRENCEVILLE SCHOOL

**Street**

PO BOX 6126

**City**

LAWRENCEVILLE

**State**

NJ

**Zip Code**

08648

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Annual Fund

**Amount**

500

**Name**

TRUSTEES OF THE LAWRENCEVILLE SCHOOL

**Street**

PO BOX 6126

**City**

LAWRENCEVILLE

**State**

NJ

**Zip Code**

08648

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

5,000

**Name**

TRUSTEES OF THE LAWRENCEVILLE SCHOOL

**Street**

PO BOX 6126

**City**

LAWRENCEVILLE

**State**

NJ

**Zip Code**

08648

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

5,000

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

Recipient(s) paid during the year

**Name**

UNITED WARRIOR SURVIVOR FOUNDATION

**Street**

PO BOX 181097

**City**

CORONADO

**State**

CA

**Zip Code**

92178

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

25,000

**Name**

WEST COAST SPORTS MEDICINE FOUNDATION

**Street**

1200 ROSECRANS AVE STE 206

**City**

MANHATTAN BCH

**State**

CA

**Zip Code**

90266

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Summer Student Training Mentoring Program

**Amount**

35,000

**Name**

WILLIAM MARSH RICE UNIVERSITY

**Street**

6100 MALN ST MS 70

**City**

HOUSTON

**State**

TX

**Zip Code**

77005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Department of Health Services

**Amount**

10,000

**Name**

WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIATION INC

**Street**

PO BOX 6801

**City**

KETCHUM

**State**

ID

**Zip Code**

83340

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0