



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash -- non-interest-bearing			
	2 Savings and temporary cash investments	19,037	3,656,788	3,656,788
	3 Accounts receivable ► 4,046			
	Less: allowance for doubtful accts. ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accts. ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
A	7 Other notes and loans receivable (attach schedule) ►			
S	Less: allowance for doubtful accounts ►			
S	8 Inventories for sale or use			
E	9 Prepaid expenses and deferred charges			
T	10a Investments -- U.S. and state govt. obligations (attach schedule)			
I	b Investments -- corporate stock (attach schedule) #4.		712,181	751,286
L	c Investments -- corporate bonds (attach schedule) #5.		3,387,024	3,333,325
A	11 Investments -- land, buildings, and equipment basis			
B	Less: accumulated depreciation (attach schedule)			
L	12 Investments -- mortgage loans			
T	13 Investments -- other (attach schedule) #6.		3,694,746	3,664,224
I	14 Land, buildings, and equipment basis ► 754,660	#7		
T	Less: accumulated depreciation (attach schedule)	136	754,524	
E	15 Other assets (describe ►)			
S	16 Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)	19,037	12,209,309	11,409,669
L	17 Accounts payable and accrued expenses			
A	18 Grants payable			
B	19 Deferred revenue			
L	20 Loans from officers, directors, trustees, and other disqualified persons			
T	21 Mortgages and other notes payable (attach schedule)			
I	22 Other liabilities (describe ►)			
E	23 Total liabilities (add lines 17 through 22)	0	0	
N	Foundations that follow SFAS 117, check here. ► <input type="checkbox"/>			
F	and complete lines 24 through 26 and lines 30 and 31.			
E	24 Unrestricted			
T	25 Temporarily restricted			
N	26 Permanently restricted			
D	Foundations that do not follow SFAS 117, ck. here ► <input checked="" type="checkbox"/>			
S	and complete lines 27 through 31.			
B	27 Capital stock, trust principal, or current funds	19,037	12,209,309	
S	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
O	29 Retained earnings, accumulated income, endowment, or other funds			
E	30 Total net assets or fund balances (see the instructions)	19,037	12,209,309	
R	31 Total liabilities and net assets/fund balances (see the inst.)	19,037	12,209,309	

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	19,037
2 Enter amount from Part I, line 27a	2	12,190,272
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	12,209,309
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	12,209,309

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 ATTACHMENT #8				
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	-17,994
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 the instructions) If (loss), enter -0- in Part I, line 8			3	-17,994

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,014	20,303	0.049943
2008	963	19,303	0.049889
2007	887	17,782	0.049882
2006	805	16,136	0.049888
2005	701	14,020	0.050000
2 Total of line 1, column (d)			2 0.249602
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 0.049920
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 5,484,857
5 Multiply line 4 by line 3			5 273,804
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,056
7 Add lines 5 and 6			7 279,860
8 Enter qualifying distributions from Part XII, line 4			8 396,060

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

- 1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.
- Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see Inst.)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
- c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).
- 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).
- 5 **Tax based on Investment Income.** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments:
- a 2010 estimated tax payments and 2009 overpayment credited to 2010.....
- b Exempt foreign organizations -- tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868).....
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached.....
- 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
- 11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► Refunded ►

1	6,056
2	0
3	6,056
4	0
5	6,056
7	6,000
8	
9	56
10	
11	0

Part VII-A Statements Regarding Activities

- 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?
- 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.
- 1c Did the foundation file Form 1120-POL for this year?
- 1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
- (1) On the foundation
- (2) On foundation managers
- 1e 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.
- 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.....
- 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- 4 b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
- If "Yes," attach the statement required by General Instruction T.
- 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?
- 7 Did the foundation have at least \$5,000 in assets at any time during the yr.? If "Yes," complete Part II, col. (c), & Part XV.
- 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)
- TX
- 8 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
- 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)? If "Yes," complete Part XIV
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	Yes	No
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10	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 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? Website address ► N/A	13	X
14	The books are in care of ► SEE ATTACHMENT #10	Telephone no. ►	
	Located at ►	ZIP+4 ►	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here	15	
	and enter the amount of tax-exempt interest received or accrued during the year		
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 X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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 type="checkbox"/> Yes	<input checked="" 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
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
1c	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?		
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	► 20 ___, 20 ___, 20 ___, 20 ___	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement -- see instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
	► 20 ___, 20 ___, 20 ___, 20 ___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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			

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		5b	X
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>			
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see Instructions).**

(a) Name and address	(b) Title, and avg. hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
SEE ATTACHMENT #11				

2 Compensation of five highest-paid employees (other than those included on line 1 -- see Instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg. hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

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 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 the instructions.		
3		

Total. Add lines 1 through 3 ►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	4,274,417
b Average of monthly cash balances	1b	1,293,966
c Fair market value of all other assets (see the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,568,383
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	
3 Subtract line 2 from line 1d	3	5,568,383
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	83,526
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,484,857
6 Minimum Investment return. Enter 5% of line 5	6	274,243

Part XI Distributable Amount (see 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	274,243
2a Tax on investment income for 2010 from Part VI, line 5	2a	6,056
b Income tax for 2010. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	6,056
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	268,187
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	268,187
6 Deduction from distributable amount (see the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	268,187

Part XII Qualifying Distributions (see 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	396,060
b Program-related investments -- total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	396,060
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 the instructions)	5	6,056
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	390,004

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 the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				268,187
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years. 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 396,060				
5 Excess distributions carryover applied to 2010				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	127,601			
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 the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				268,187
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	127,601			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	127,601			

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

- 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. ►

N/A

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			(e) Total	
	(a) 2010	(b) 2009	(c) 2008	(d) 2007		
a						
b						
c						
d						
e						
3						
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 min. 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 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).)

NONE

- 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 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)				
a Paid during the year SEE ATTACHMENT #12				
Total				► 3a 396,060
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

- a _____
- b _____
- c _____
- d _____
- e _____
- f _____

g Fees & contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

- a Debt-financed property
- b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory ..

11 Other revenue: a

- b SEE ATTACHMENT #13
- c _____
- d _____
- e _____

12 Subtotal Add columns (b), (d), and (e)

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

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)

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

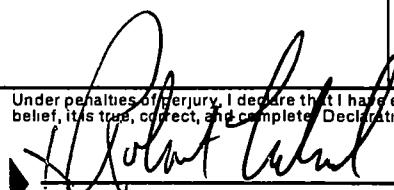
	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	
(1)	Cash	
(2)	Other assets	
b	Other transactions:	
(1)	Sales of assets to a noncharitable exempt organization	
(2)	Purchases of assets from a noncharitable exempt organization	
(3)	Rental of facilities, equipment, or other assets	
(4)	Reimbursement arrangements	
(5)	Loans or loan guarantees	
(6)	Performance of services or membership or fundraising solicitations	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	
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.	

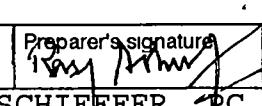
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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.

Paid Preparer Use Only	Print/Type preparer's name RAYMOND SCHIEFFER	Preparer's signature 	Date 08-11-2011	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► RAYMOND C SCHIEFFER, PC, CPA		Firm's EIN 		
	Firm's address ► 1146 W PANOLA		Phone no.	(903) 693-7837	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No. 1545-0047

2010

Name of the organization

Employer identification number

THE CHARLES C. MATTHEWS FOUNDATION

75-2741045

Organization type (check one):

Fillers of: **Section:**

Form 990 or 990-EZ 501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

4947(a)(1) nonexempt charitable trust not

507 political organizations

□ ,

Form 990-PF 501(c)(3) exempt private foundation

1947(c)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization THE CHARLES C. MATTHEWS FOUNDATION	Employer identification number 75-2741045
--	--

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARLES MATTHEWS ESTATE PO BOX 427 CARTHAGE, TX 75633	\$ 468,099	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CHARLES MATTHEWS ESTATE PO BOX 427 CARTHAGE, TX 75633	\$ 231,531	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	CHARLES MATTHEWS ESTATE PO BOX 427 CARTHAGE, TX 75633	\$ 4,713,866	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	CHARLES MATTHEWS ESTATE PO BOX 427 CARTHAGE, TX 75633	\$ 2,170,055	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	CHARLES MATTHEWS LTD PARTNERSHIP PO BOX 427 CARTHAGE, TX 75633	\$ 2,994,737	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	CHARLES MATTHEWS C.R.U.T. PO BOX 427 CARTHAGE, TX 75633	\$ 82,226	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE CHARLES C. MATTHEWS FOUNDATION	Employer identification number 75-2741045
--	--

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	CHARLES MATTHEWS C.R.U.T. PO BOX 427 CARTHAGE, TX 75633	\$ 715,630	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
8	C & M RANCH INC PO BOX 427 CARTHAGE, TX 75633	\$ 590,099	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)

Name of organization THE CHARLES C. MATTHEWS FOUNDATION	Employer identification number 75-2741045
--	--

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see Instructions)	(d) Date received
1	EDWARD JONES PORTFOLIO HLDGS	\$ 386,992	07-01-2010
2	INVESTMENT PROFESSIONALS PORTFOLIO HLDGS	\$ 227,455	07-01-2010
3	H.D. VEST FINANCIAL SVCS PORTFOLIO HLDGS	\$ 4,281,961	06-01-2010
5	STOCKS, BONDS & OTHER SECURITIES	\$ 2,789,992	07-15-2010
7	715.63 ACRES OF LAND	\$ 715,630	05-18-2010
		\$	

Depreciation and Amortization (Including Information on Listed Property)

OMB No. 1545-0172

2010

Attachment
Sequence No. 67Department of the Treasury
Internal Revenue Service (99)

► See separate instructions.

► Attach to your tax return.

Name(s) shown on return THE CHARLES C. MATTHEWS FOUNDATION	Business or activity to which this form relates FOR FORM 990-PF	Identifying number 75-2741045
--	---	---

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	500,000
6 (a) Description of property	(b) Cost (busn. use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	500,000
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	►	

Section B -- Assets Placed In Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr. (business/investment use only -- see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property	04-2010	42,530	39 yrs.	MM	S/L	136
				MM	S/L	

Section C -- Assets Placed In Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations -- see instructions	22	136
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

990 SCHEDULE OF OTHER INCOME

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 11

OPEN TO PUBLIC

INSPECTION For calendar year 2010 or tax period beginning

... and ending

Name of Organization

NAME OF ORGANIZATION
THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

Description of Other Income	Revenue and Expenses	Net Investment Income	Adjusted Net Income
EQUITRUST LIFE INS CO 1099-R	9,306	9,306	
SUN LIFE ASSUR CO OF CANADA US 1099-R	90,459	90,459	
HARTFORD LIFE INSURANCE CO 1099-R	93,718	93,718	
LINCOLN NATL LIFE INS CO 1099-R	50,331	50,331	
PRUDENTIAL ANNUITIES LIFE ASSUR GRP 1099-R	83,664	83,664	
ANADARKO PETROLEUM CORP 1099	37,677	37,677	
CHEVRON USA INC 1099	168,250	168,250	
CHEVRON USA INC 1099	318	318	
COMSTOCK RESOURCES INC 1099	2,022	2,022	
EXXONMOBIL OIL CORP 1099	1,087	1,087	
KABCO OIL & GAS CO	1,715	1,715	
LACY OPERATIONS LTD	11,364	11,364	
SAMSON LONESTAR LLC 1099	3,229	3,229	
XTO ENERGY INC 1099	1,118	1,118	
H.D. VEST FINANCIAL SERVICES CAP GAIN DIST	1,991	1,991	
C. MATTHEWS ESTATE K-1 EIN: 80-6163638	1,999		
C. MATTHEWS ESTATE T/E INCOME K-1 EIN: 80-6163638	120		
FRONTLINE GEOSERVICES - SEISMIC TESTING	11,943	11,943	
Totals:	570,311	568,192	

990 SCHEDULE OF TAXES PAID

ATTACHMENT 2: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning _____, and ending _____			Employer Identification Number 75-2741045
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
FOREIGN TAX PAID	276	276		
Total:	276	276		

990 OTHER EXPENSES SCHEDULE

ATTACHMENT 3: PAGE 1 990-PF PAGE 1, PART I, LINE 23

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning _____, and ending _____			
Name of Organization THE CHARLES C. MATTHEWS FOUNDATION		Employer Identification Number 75-2741045		
Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
DUES & MEMBERSHIPS	375	118	3,409	3,527
INVESTMENT FEES	118			
OFFICE SUPPLIES	19			
POST OFFICE BOX RENTAL	56			
REPAIRS & MAINTENANCE	950			
ROYALTY SEV TAX	21,170			
ROYALTY OTHER DEDUCTIONS	3,409			
Total:	26,097	3,527		

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

ATTACHMENT 4: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning	, and ending				
		Employer Identification Number				
Name of Organization				Employer Identification Number		
THE CHARLES C. MATTHEWS FOUNDATION				75-2741045		
Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value		
DELL	X		6,020	5,420		
MICROSOFT	X		14,459	13,703		
ABBOTT LABS	X		20,713	18,595		
ACCO BRANDS CORP COM	X		766	852		
AMERICAN ELECTRIC POWER	X		13,027	13,408		
AT&T CORP	X		6,229	6,896		
BANK OF AMERICA CORP	X		3,775	2,789		
BERKSHIRE HATHAWAY	X		18,453	18,105		
DNP SELECT INCOME	X		14,127	13,706		
NORTHROP GRUMMAN	X		2,786	2,686		
CEMEX S A B ADR	X		2,236	2,388		
CHESAPEAKE ENERGY CORP	X		14,611	15,765		
CHEVRON CORP	X		45,849	56,210		
CITIGROUP	X		554	627		
COCA COLA COMPANY	X		12,493	15,060		
COMPUTER SCIENCES CORP	X		8,624	7,837		
CONOCOPHILLIPS	X		10,204	13,620		
DOW CHEMICAL	X		7,361	8,248		
FORTUNE BRANDS INC	X		10,894	13,586		
FRANKLIN BANK CORP	X		3	1		
INTEL	X		20,975	19,427		
FORD	X		29,327	38,986		
BOEING	X		9,102	8,045		
EMC CORP - MASS	X		3,636	4,580		
EXXONMOBIL	X		35,260	38,193		
HARLEY DAVIDSON INC	X		7,017	8,667		
HOME DEPOT	X		7,603	8,113		
JP MORGAN CHASE & CO	X		40,867	38,480		
KRAFT FOODS	X		6,470	6,718		
LINCOLN NATL CORP INC	X		16,025	14,139		
APACHE CORP	X		3,111	4,054		
APPLIED MATERIALS INC	X		11,066	11,642		
ACUSPHERE INC	X		18	14		
UNITED HEALTHCARE	X		8,472	9,212		
MEDTRONIC	X		10,098	8,159		
MOODY'S CORP	X		5,950	5,308		
NOKIA CORP	X		3,496	2,310		
GENERAL ELECTRIC	X		26,707	26,709		
NATL WESTERN LIFE	X		9,824	9,086		
OCCIDENTAL PETROLEUM CORP	X		7,654	8,633		
ORACLE	X		46,378	56,774		
PEPSICO	X		8,570	8,337		
PHOENIX COMPANIES	X		604	639		
PRIDE INTERNATIONAL	X		3,101	3,300		
PRINCIPAL FINL	X		3,364	3,653		
PROCTOR & GAMBLE	X		55,028	55,581		
SANTARUS INC	X		2,696	1,635		
SEAHAWK DRILLING	X		112	54		
SOUTHERN COMPANY	X		26,480	30,584		
		Total:	622,195	660,534		

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

ATTACHMENT 4: PAGE 2 - 990-PF PAGE 2, PART II, LINE 10B

**OPEN TO PUBLIC
INSPECTION**

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

990 SCHEDULE OF INVESTMENTS - CORPORATE BONDS

ATTACHMENT 5: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10C

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning	, and ending		
Name of Organization				Employer Identification Number
THE CHARLES C. MATTHEWS FOUNDATION				75-2741045
Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
ARLINGTON TX 5%	X		50,139	48,349
AUSTIN TX REV 4.25%	X		48,401	45,248
CANYON TX REG WTR 5.125%	X		25,369	24,714
CINCO SW TX MUNI UTIL 5%	X		23,304	23,425
CLEAR CREEK TX ISD 5%	X		265,155	257,950
GALVESTON CTY TX 5%	X		54,750	54,059
UNIVERSITY TX SYS PERM	X		50,304	46,095
GUADALUPE-BLANCO REV	X		10,095	9,611
HARRIS CTY SPORTS REV	X		9,052	8,350
HARRIS CO TX REF TOLL BONDS	X		25,558	25,270
HARRIS CNTY HEALTH REV	X		10,063	10,057
DALLAS TX RAPID TRANS 5%	X		79,841	78,101
DALLAS/FT WORTH AIRPORT	X		9,394	8,897
KATY TX ISD 4.5%	X		25,442	24,416
LOWER COLORADO RIVER				
AUTHORITY 5%	X		20,125	19,185
LOWER COLORADO RIVER				
AUTHORITY 5%	X		5,700	5,486
LOWER COLORADO RIVER				
AUTHORITY 4%	X		25,072	25,334
LOWER COLORADO RIVER				
AUTHORITY REV	X		5,906	5,913
NORTH TX TWY 5.75%	X		25,896	24,112
NO TX MUNI WTR DIST 5%	X		257,595	244,848
NORTHEAST TX ISD 5%	X		163,295	157,881
GECC INTERNOTES 6%	X		48,335	48,814
TX ST TPK AUTH BONDS	X		18,781	17,130
CHICAGO OHARE AIRPORT	X		9,593	9,483
EAGLE MTN TX 5%	X		51,793	50,217
EAGLE PASS TX ISD 5%	X		232,557	262,860
INDIANA POWER REV	X		9,858	9,143
MIAMI DADE REV	X		9,080	8,315
PFLUGERVILLE TX 5%	X		82,407	80,707
PEARLAND TX WTR & SWR 4.25%	X		44,571	43,986
PORT AUTHORITY REV	X		9,900	9,724
SEMINOLE TX ISD 5%	X		265,155	257,275
SCORRO TX ISD 5%	X		266,640	261,292
TRAVIS CNTY TX WTR 4.75%	X		48,938	46,860
GMAC NOTES	X		79,407	83,752
MORG STAN SU NOTE 7%	X		255,754	245,000
SAN JACINTO CC BONDS	X		41,573	40,208
BCM 1999-B-A2	X		24,811	24,452
BCM 1999-B-A3	X		39,833	39,287
UNITED ISD BONDS	X		41,871	41,304
NACOGDOCHES ISD BONDS	X		25,389	26,839
ADT 327 INS TX EX MUNI	X		497,529	482,679
FT 701 DIS CORP 2003-1	X		31,728	26,766
FT 1994 INFLATION HEDGE	X		15,175	23,655
VICTORIA BONDS	X		45,890	46,276
		Total:	3,387,024	3,333,325

990 SCHEDULE OF INVESTMENTS - OTHERS

ATTACHMENT 6: PAGE 1 - 990-PF PAGE 2, PART II, LINE 13

**OPEN TO PUBLIC
INSPECTION**

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

Description	Cost	FMV at Year End	Book Value	Fair Market Value
AIM TAX FREE INTERM/A	X			
CAPITAL INCOME BLDR/A	X		102,337	101,747
GROWTH FUND/A	X		18,151	18,736
NEW WORLD/A	X		16,834	17,840
CAPITAL WRLD G&I/A	X		17,131	18,914
CAPITAL WRLD BOND/A	X		13,403	13,929
COLUMBIA TAX EXEMPT/A	X		107,262	108,609
EUROPACIFIC/A	X		61,639	59,625
OPPNHMR INTL SM CAP	X		33,427	36,230
OPPNHMR LTD MUNI	X		576	670
FRANKLIN INS TAX FREE/A	X		126,864	124,315
FRANKLIN INS TAX FREE			549,694	472,070
INCOME/C	X			
DWS LARGE CAP VALUE/A	X		1,067	57,704
DWS LATIN AMERICA EQTY/A	X		20,441	21,186
DWS HIGH YIELD TAX FREE/A	X		17,003	17,236
G.S. GRWTH & INC/A	X		46,162	44,453
HARTFORD CAPITAL			4,938	5,178
APPRECIATION/A	X			
PUTNAM NEW OPPORTUNITIES	X		21,878	23,751
PUTNAM TAX FREE INSURED	X		2,631	2,969
BANK OF THE WEST EQ CD			497,449	481,970
9-30-16	X			
BARCLAY BK EQ CD 10-27-14	X		250,007	235,625
BARCLAY BK EQ CD 1-27-15	X		49,190	49,790
BARCLAY BK EQ CD 9-28-15	X		145,770	159,030
HARRIS BK EQ CD 8-31-16	X		50,006	48,350
HSBC BK EQ BAS CD 10-2013	X		250,006	249,352
HSBC INC OPP CD 12-24-13	X		56,770	54,385
HSBC BK EQ CD 1-29-16	X		31,536	31,335
HSBC BK EQ CD 9-29-16	X		98,346	101,805
MERRILL CMMDTY 6-2011	X		70,006	65,828
WEST BANK INC OPPTY			55,046	55,370
11-25-16	X			
JACKSON NATL ANNUITY	X		250,356	241,250
WELLS REIT II	X		200,000	203,678
SAB VALUE PARTNERS	X		54,917	56,644
PANOLA NATL BNK CD - #9941	X		51,995	62,742
PANOLA NATL BNK CD - #10411	X		147,181	147,181
PANOLA NATL BNK CD - #10432	X		175,230	175,230
			99,497	99,497

990 SCHEDULE OF LAND, BUILDING & EQUIPMENT

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 2, PART II, LINE 14

OPEN TO PUBLIC
INSPECTION

For Calendar year 2010, or tax year period beginning

and ending

Name of Organization

THE CHARLES C. MATTHEWS FOUNDATION

Name of Organization

Employer Identification Number

75-2741045

Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)
RANCH BUILDING	42,530	136	42,394	
RANCH LAND	712,130		712,130	

Total:	754,660	136	754,524	10_EOPFGR16L
--------	---------	-----	---------	--------------

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

ATTACHMENT 8: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2010 or tax period beginning _____, and ending _____			
Name of Organization THE CHARLES C. MATTHEWS FOUNDATION			Employer Identification Number 75-2741045		
	(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.)
1	HARRIS CNTY TOLL RD 4.625%		P	04-02-2010	12-20-2010
2	MARINER ENERGY INC CHG		P	04-02-2010	11-23-2010
3	BCM 99-B A2		P	04-02-2010	12-15-2010
4	BCM 99-B A3		P	04-02-2010	12-15-2010
5	FT UT 701 ADV DISC		P	04-02-2010	12-15-2010
6	SALE OF DAVIS ST PROPERTIES		P	04-02-2010	09-27-2010
7	BP PLC SPONSORED ADR		P	04-02-2010	07-02-2010
8	IPI FT 2119		P	04-02-2010	12-25-2010
9	CHEVRON USA - ENLARGE COMPRESSION STATION		D	04-02-2010	11-19-2010
	(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)	
1	25,000		24,983	17	
2	1,560			1,560	
3	580		580		
4	918		918		
5	6,215		6,215		
6	225,000		237,467	-12,467	
7	7,577		14,966	-7,389	
8	4,046		3,761	285	
9	3,500		3,500		
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))
	(l) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any		
1					17
2					1,560
3					
4					
5					
6					-12,467
7					-7,389
8					285
9					

990 SCHEDULE OF SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9: PAGE 1 - 990-PF PAGE 4, PART VII-A, LINE 10

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning	, and ending
Name of Organization THE CHARLES C. MATTHEWS FOUNDATION		Employer Identification Number 75-2741045

Name of Contributor	Address of Contributor
CHARLES MATTHEWS ESTATE	PO BOX 427 CARTHAGE, TX 75633
CHARLES MATTHEWS LTD	PO BOX 427 CARTHAGE, TX 75633
PARTNERSHIP	PO BOX 427 CARTHAGE, TX 75633
CHARLES MATTHEWS C.R.U.T.	PO BOX 427 CARTHAGE, TX 75633
C & M RANCH, INC	PO BOX 427 CARTAHGE, TX 75633

990 BOOKS ARE IN CARE OF

ATTACHMENT 10 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning _____, and ending _____	
Name of Organization THE CHARLES C. MATTHEWS FOUNDATION	Employer Identification Number 75-2741045	
Part VII-A - Line 14		
Individual Name	RAYMOND C. SCHIEFFER, PC, CPA	
or		
Business Name:	_____	
Street Address	1146 W PANOLA	
U.S. Address:		
Zip code 75633	City CARTHAGE	State TX
or		
Foreign Address	_____	
City	_____	
Province or State	_____	
Country	_____	
Postal code	_____	
Phone Number	(903) 693-7837	
Fax Number	_____	

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 11: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning	, and ending	Employer Identification Number	
Name of Organization		Employer Identification Number		
THE CHARLES C. MATTHEWS FOUNDATION		75-2741045		
(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def Comp.	(E) Expense Account & Other Allowances
ROBERT M. UNDERWOOD PO BOX 1138 CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0
RICHARD BALLINGER 1276 STATE HWY 149 CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0
JOHN W. CONWAY 508 WESTPARK LANE CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0
JIMMY D. PAYNE CR 304 CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0
DAVID BUSH 665 CR 403 CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0
VERMOYN D REEDER 110 CR 1081 CARTHAGE, TX 75633	TRUSTEE 2.00	10,000	0	0

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PU

INSPECTION For calendar year 2010, or tax period beginning

, and ending

Name of Organization

THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

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)				
PANOLA CO HERITAGE & GENEEOLOGICAL 100 EAST SABINE CARTHAGE, TX 75633	NONE		DONATION	
BECKVILLE INDEPENDENT SCHOOL DIST #1 BEARCAT DRIVE BECKVILLE, TX 75631	NONE		25 SCHOLARSHIPS	20,000
CARTHAGE I.S.D. EDUCATION FDN #1 BULLDOG DRIVE CARTHAGE, TX 75633	NONE		DONATION	25,000
PANOLA COLLEGE 1109 W PANOLA CARTHAGE, TX 75633	NONE		ENDOWED SCHOLARSHIP	100,000
CARTHAGE, TX ROTARY CLUB PO BOX 653 CARTHAGE, TX 75633	NONE		SPONSOR FOR CHARITY FUNDRAISER	25,000
CARTHAGE ATHLETIC DEPT #1 BULLDOG DRIVE CARTHAGE, TX 75633	NONE		SPONSOR FOR CHARITY FUNDRAISER	1,000
GARY INDEPENDENT SCHOOL DIST 132 BOBCAT TR GARY, TX 75643	NONE		SCHOLARSHIPS	2,500
STILLWATER COWBOY CHURCH PO BOX 166 CARTHAGE, TX 75633	NONE		DONATION	6,000
FIRST UNITED METHODIST CHURCH 201 S SHELBY CARTHAGE, TX 75633	NONE		DONATION	5,000
MISSION CARTHAGE 940 E SABINE ST CARTHAGE, TX 75633	NONE		DONATION	65,000
ST JUDE'S CHILDREN'S RESEARCH HOSP 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE		DONATION	25,000
SAMMY BROWN LIBRARY 522 W COLLEGE ST CARTHAGE, TX 75633	NONE		DONATION	10,000
BECKVILLE ISD EDUCATION FDN #1 BEARCAT DR BECKVILLE, TX 75631	NONE		DONATION	75,000
LANGLEY CEMETERY HWY 124 EAST	NONE		DONATION	25,000

Total:

384,500

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12: PAGE 2 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PU

INSPECTION For calendar year 2010, or tax period beginning

, and ending

Name of Organization

NAME OF ORGANIZATION
THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

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)				
BECKVILLE, TX 75631 FIRST BAPTIST CHURCH 256 S MARKET CARTHAGE, TX 75633	NONE		CARE BOXES FOR 12 SOLDIERS	10,000
				1,560

990 SCHEDULE OF OTHER REVENUE

ATTACHMENT 13: PAGE 1 - 990-PF PAGE 12, PART XVI-A, LINE 11

OPEN TO PUBLIC

INSPECTION For calendar year 2010, or tax period beginning

, and ending

Name of Organization

THE CHARLES C. MATTHEWS FOUNDATION

Employer Identification Number
75-2741045

Item	Program Service Revenue	Unrelated Business Income		Excluded by Section 512, 513 or 514		(e) Related or Exempt Function Income (see instructions)
		(a) Business Code	(b) Amount	(c) Excl. code	(d) Amount	
A	EQUITRUST LIFE INS CO 1099-R			14	9,306	
B	SUN LIFE ASSUR CO OF CANADA US 1099-R			14	90,459	
C	HARTFORD LIFE INS CO 1099-R			14	93,718	
D	LINCOLN NATL LIFE INS CO 1099-R			14	50,331	
E	PRUDENTIAL ANNUITIES LIFE ASSUR GRP			14	83,664	
F	ANADARKO PETROLEUM CORP			15	37,677	
G	CHEVRON USA INC			15	168,250	
H	CHEVRON USA INC			15	318	
I	COMSTOCK RESOURCES INC			15	2,022	
J	EXXONMOBIL OIL CORP			15	1,087	
K	KABCO OIL & GAS CO			15	1,715	
L	LACY OPERATIONS			15	11,364	
M	SAMSON LONESTAR LLC			15	3,229	
N	XTO ENERGY INC			15	1,118	
O	H.D. VEST FINANCIAL SVCS CAP GAIN DIST			18	1,991	
P	C. MATTHEWS ESTATE K-1 EIN: 80-6163638			14	1,999	
Q	C. MATTHEWS ESTATE T/E INCOME K-1 EIN: 80-6163638			14	120	
R	FRONTLINE GEOSERVICES -- SEISMIC TESTING			17	11,943	
		Totals:			570,311	

2010 DETAIL STATEMENTS

THE CHARLES C. MATTHEWS FOUNDATION
75-2741045

PAGE 1

STATEMENT #1 - OCCUPANCY (990-PF PG 1 LINE 20)

INSURANCE -- PERSONAL PROPERTY.....	500
UTILITIES -- RANCH HOUSE.....	660
TOTAL CARRIED TO 990-PF PG 1 LINE 20.....	1,160

STATEMENT #2 - OCCUPANCY (990-PF PG 1 LINE 20(B))

INSURANCE -- PERSONAL PROPERTY.....	200
UTILITIES -- RANCH HOUSE.....	264
TOTAL CARRIED TO 990-PF PG 1 LINE 20(B).....	464

STATEMENT #3 - MONTHLY FMV OF SECURITIES (990-PF PG 8 LINE 1A)

EDWARD JONES SECURITIES ACCT.....	234,462
H.D. VEST SECURITIES ACCOUNT.....	3,976,953
INVTMT PROFESSIONALS, INC ACCT.....	63,002
TOTAL CARRIED TO 990-PF PG 8 LINE 1A.....	4,274,417

STATEMENT #4 - INTER INVESTMENT EXCLUDED AMT (990-PF PG 12 LINE 3)

FIRST STATE BANK - #86568.....	2,061
PANOLA NATL BANK CD'S.....	5,669
FIRST STATE BANK - #12345.....	23,618
TOTAL CARRIED TO 990-PF PG 12 LINE 3.....	31,348

STATEMENT #5 - DIVIDENDS & INTEREST EXCL AMT (990-PF PG 12 LINE 4)

H.D. VEST - OID.....	10,827
H.D. VEST - CMO'S INTEREST.....	3,684
H.D. VEST - CORP INTEREST.....	6,417
EDWARD JONES INTEREST.....	5
EDWARD JONES - OID.....	10
C. MATTHEWS ESTATE K-1 INTEREST.....	62
H.D. VEST DIVIDENDS.....	7,974
IPI DIVIDENDS.....	1,378
EDWARD JONES DIVIDENDS.....	3,950
H.D. VEST TAX FREE INTEREST.....	91,892
EDWARD JONES TAX FREE INTEREST.....	1,275
TOTAL CARRIED TO 990-PF PG 12 LINE 4.....	127,474