



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



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

**2011**

For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>The Edward E &amp; Marie L Matthews Foundation</b>		<b>A Employer identification number</b> 02-0656117
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (800) 839-1754
Foundation Source 501 Silverside Rd City or town, state, and ZIP code Wilmington DE 19809-1377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 12,855,146	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> 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 instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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	308,138	308,138		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	467,236			
b Gross sales price for all assets on line 6a 2,234,182				
7 Capital gain net income (from Part IV, line 2)		467,236		
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)	-51,750	18,216		
12 Total. Add lines 1 through 11	723,624	793,590		
<b>Operating and Administrative Expenses</b>				
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)	101,328	101,328		
17 Interest				
18 Taxes (attach schedule) (see instructions)	29,532	1,532		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	48,228	3,400		42,882
24 Total operating and administrative expenses. Add lines 13 through 23	193,088	106,260		62,882
25 Contributions, gifts, grants paid	673,000			673,000
26 Total expenses and disbursements. Add lines 24 and 25	866,088	106,260		735,882
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-142,464			
b Net investment income (if negative, enter -0-)		687,330		
c Adjusted net income (if negative, enter -0-)				

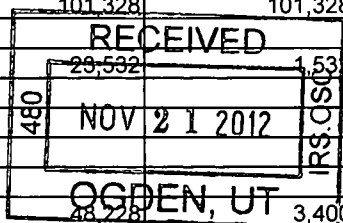
For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011) 3

914

SCANNED NOV 20 2014



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	85,045	525,367	525,367
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	4,387,468	4,179,663	4,424,279
	c Investments—corporate bonds (attach schedule)	3,177,820	3,177,820	3,119,110
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,555,991	2,181,010	4,786,390
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ )			
	16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	10,206,324	10,063,860	12,855,146
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	10,206,324	10,063,860	
	30 <b>Total net assets or fund balances</b> (see instructions)	10,206,324	10,063,860	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	10,206,324	10,063,860	

**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	10,206,324
2 Enter amount from Part I, line 27a	2	-142,464
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,063,860
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	10,063,860

**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> 2,234,182		1,775,706	458,476	
<b>b</b>			8,760	
<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) FMV 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>			458,476	
<b>b</b>			8,760	
<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>	467,236	
<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 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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	877,676	12,540,697	0.069986
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
<b>2 Total of line 1, column (d)</b>		<b>2</b>	0.330222
<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>	0.066044
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>		<b>4</b>	13,262,033
<b>5 Multiply line 4 by line 3</b>		<b>5</b>	875,878
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>		<b>6</b>	6,873
<b>7 Add lines 5 and 6</b>		<b>7</b>	882,751
<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.		<b>8</b>	735,882

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1 a</b> 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>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	13,747	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	13,747	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	13,747	
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	27,909	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	27,909	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	14,162	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 14,162 Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	X	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	X	
<b>14</b>	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
<b>15</b>	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 ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	<b>16</b>	Yes X	No 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
<b>1a</b>	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>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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 2011?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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)	<b>2b</b>	N/A
<b>c</b>	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____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2011 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 2011)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2011?	<b>4b</b>	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 instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?► ☐**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ 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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

**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 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 7700 Wisconsin Ave., Suite 300, Bethesda, MD 20814	Investment Management	94,626

**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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	11,892,194
<b>b</b>	Average of monthly cash balances	<b>1b</b>	475,480
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	1,096,319
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,463,993
<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>	13,463,993
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	201,960
<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>	13,262,033
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	663,102

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	663,102
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	13,747
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	13,747
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	649,355
<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>	649,355
<b>6</b>	Deduction from distributable amount (see 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>	649,355

**Part XII Qualifying Distributions** (see 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>	735,882
<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>	735,882
<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 instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	735,882

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				649,355
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	813,988			
<b>d</b> From 2009	156,025			
<b>e</b> From 2010	263,423			
<b>f</b> Total of lines 3a through e	1,233,436			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 735,882				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				649,355
<b>e</b> Remaining amount distributed out of corpus	86,527			
<b>5</b> Excess distributions carryover applied to 2011 (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	1,319,963			
<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 instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,319,963			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	813,988			
<b>c</b> Excess from 2009	156,025			
<b>d</b> Excess from 2010	263,423			
<b>e</b> Excess from 2011	86,527			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**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 2011, enter the date of the ruling

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

☐ 4942(j)(3) or☐ 4942(j)(5)

**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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0
				0
				0

**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 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

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID NY 12946	N/A	509(a)(1)	Keene Valley Flood Relief Fund	2,500
AERONAUTICAL EDUCATIONAL FOUNDATION 7430 C E DIXON ST STOCKTON CA 95206	N/A	509(a)(1)	General & Unrestricted	10,000
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS NY 12943	N/A	509(a)(1)	General & Unrestricted	3,000
COLUMBIA BUSINESS SCHOOL 33 W 60TH ST 7TH FL NEW YORK NY 10023	N/A	509(a)(1)	General & Unrestricted	2,500
CREATIVE HEARTWORK INC 5 DRAKE CT BOONTON NJ 07005	N/A	509(a)(1)	General & Unrestricted	1,000
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL PRINCETON NJ 08540	N/A	509(a)(1)	General & Unrestricted	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE NY 10101	N/A	509(a)(1)	Friends of the Arts-Amity	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE NY 10101	N/A	509(a)(1)	Lower School Library-Brad	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE NY 10101	N/A	509(a)(1)	Capital Campaign	150,000
KOHL CHILDRENS MUSEUM OF GRTR CHICAGO 2100 PATRIOT BLVD GLENVIEW IL 60026	N/A	509(a)(1)	Capital Campaign	10,000
LAWRENCEVILLE SCHOOL CAMP INC PO BOX 6126 LAWRENCEVILLE NJ 08648	N/A	509(a)(2)	Capital Campaign	5,000
<b>Total</b> See Attached Statement			► <b>3a</b>	673,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			► <b>3b</b>	0





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

<b>TOTAL:</b>				-51,750	18,216	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	ATLAS ENERGY LP K-1 Pass-Through Share of Income/(Loss)	-13,436	-214	0		
2	BOARDWALK PIPELINE PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-20,692	17	0		
3	ENERGY TRANSFER EQUITY LP K-1 Pass-Through Share of Income/(Loss)	-25,341	280	0		
4	Federal Tax Refund	4,911	0	0		
5	Foreign Tax Refund	17	17	0		
6	GENESIS ENERGY, L.P. K-1 Pass-Through Share of Income/(Loss)	23,888	4,899	0		
7	INERGY, LP K-1 Pass-Through Share of Income/(Loss)	-51,827	346	0		
8	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	7,511	4	0		
9	MARKWEST ENERGY PARTNERS L.P. K-1 Pass-Through Share of Income/(Loss)	8,321	12,645	0		
10	PLAINS ALL AMERICAN PIPELINE LP K-1 Pass-Through Share of Income/(Loss)	14,898	222	0		

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

		TOTAL:	101,328	101,328	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Investment Management Services	101,328	101,328	0	0	
2						
3						
4						
5						
6						
7						
8						
9						
10						



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

<b>TOTAL:</b>		23,532	1,532	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	22,000	0	0	0
2	Foreign Tax Paid	1,532	1,532	0	0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					48,228	3,400	0	42,882
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	42,857	0	0	42,857			
3	ATLAS ENERGY LP K-1 Pass-Through Share of Expenses	1,346	457	0	0			
5	Bank Charges	20	20	0	0			
7	BOARDWALK PIPELINE PARTNERS LP K-1 Pass-Through Share of Expenses	98	30	0	0			
8	ENERGY TRANSFER EQUITY LP K-1 Nondeductible Pass-Through Share of Expenses	86	0	0	0			
10	GENESIS ENERGY, L.P. K-1 Pass-Through Share of Expenses	1,393	1,283	0	0			
11	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Expenses	59	0	0	0			
13	MARKWEST ENERGY PARTNERS L.P. K-1 Pass-Through Share of Expenses	24	2	0	0			
16	PLAINS ALL AMERICAN PIPELINE LP K-1 Pass-Through Share of Expenses	2,320	1,608	0	0			
17	State or Local Filing Fees	25	0	0	25			

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

			TOTAL:		4,179,663	4,424,279
	Description	Shares	Book Value End of Year	FMV End of Year		
1	ACCENTURE PLC (ACN)	1,501	57,311	79,898		
2	ACTIVISION BLIZZARD INC (ATVI)	2,280	24,819	28,090		
3	AECOM TECHNOLOGY CORPORATION (ACM)	910	23,118	18,719		
4	AMERICAN CAPITAL AGENCY CORP. (AGNC)	1,280	37,647	35,942		
5	ANALOG DEVICES INC (ADI)	1,070	30,225	38,285		
6	ANGLOGOLD LTD (AU)	1,715	55,605	72,802		
7	ANNALY MTG MGMT INC COM (NLV)	2,280	35,225	36,389		
8	AON PLC (AON)	1,020	37,399	47,736		
9	APACHE CORPORATION (APA)	718	49,757	65,036		
10	APPLE INC. (AAPL)	221	53,145	89,504		
11	AUTOMATIC DATA PROCESSING INC. (ADP)	1,278	62,834	69,025		
12	AVERY DENNISON CORP (AVY)	655	27,114	18,785		
13	BARRICK GOLD CORP COM (ABX)	1,347	24,891	60,952		
14	BOSTON SCIENTIFIC (BSX)	3,480	25,324	18,583		
15	BRANDYWINE RLTY TR (BDN)	2,127	24,271	20,207		
16	BROADRIDGE FINANCIAL SOLUTIONS (BR)	1,645	35,736	37,095		
17	C H ROBINSON WORLDWIDE INC (CHRW)	412	16,479	28,749		
18	CA INC. (CA)	3,924	93,793	79,343		
19	CABLEVISION SYSTEMS CORP CL A (CVC)	2,545	38,481	36,190		
20	CANADIAN NATURAL RESOURCES LTD (CNQ)	1,293	43,125	48,319		
21	CHUBB CORP (CB)	545	25,375	37,725		
22	CISCO SYSTEMS INC (CSCO)	2,655	44,064	48,002		
23	CITIGROUP INC (C)	1,721	61,523	45,280		
24	CLOROX CO (CLX)	425	25,198	28,288		
25	CONSOLIDATED EDISON INC (ED)	315	12,864	19,539		
26	CONSTELLATION ENERGY GROUP INC (CEG)	950	36,322	37,687		
27	CVS CAREMARK CORP (CVS)	988	30,544	40,291		
28	DISCOVERY COMMUNICATIONS CL A (DISCA)	1,478	57,566	60,554		
29	EL PASO CORPORATION (EP)	1,120	19,594	29,758		
30	EMC CORP-MASS (EMC)	3,119	55,192	67,183		
31	ENDURANCE SPCLTY HLDGS LTD (ENH)	996	31,828	38,097		
32	ENTERGY CORP (ETR)	390	26,911	28,490		
33	EXPEDITORS INTL WASH INC (EXPD)	1,400	59,286	57,344		
34	EXPRESS SCRIPTS HOLDING CO. (ESRX)	1,663	86,221	74,319		
35	FIRST AMERICAN CORP (FAF)	1,475	23,231	18,688		
36	GENERAL MOTORS (GM)	1,169	40,332	23,696		
37	GENUINE PARTS COMPANY (GPC)	470	17,546	28,764		
38	GENWORTH FINANCIAL INC CL A (GNW)	3,923	76,630	25,696		
39	GOLDMAN SACHS GROUP (GS)	354	51,165	32,012		
40	GRACE (W R ) CO (DE) (GRA)	440	18,857	20,205		
41	GREAT PLAINS ENERGY (GXP)	1,315	21,466	28,641		

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

TOTAL:					4,179,663	4,424,279
	Description	Shares	Book Value End of Year	FMV End of Year		
42	H J HEINZ COMPANY (HNZ)	701	30,102	37,882		
43	HAEMONETICS CP (HAE)	470	30,325	28,773		
44	HALLIBURTON COMPANY (HAL)	492	8,517	16,979		
45	HARTFORD FINANCIALSERVICES GROUP (HIG)	3,071	109,927	49,904		
46	HASBRO INC (HAS)	1,015	29,075	32,368		
47	HEALTH CARE PPTY INVS INC (HCP)	960	26,474	39,773		
48	HEALTH CARE REIT INC. (HCN)	547	17,116	29,828		
49	HESS CORP (HES)	310	17,484	17,608		
50	HUDSON CITY BANCORP INC COMMON (HCBK)	3,162	36,670	19,763		
51	INGERSOL-RAND PLC (IR)	822	19,428	25,046		
52	INVESCO PLC (IVZ)	4,567	101,754	91,750		
53	JP MORGAN CHASE & CO (JPM)	875	32,199	29,094		
54	LINCOLN NATIONAL CORP (LNC)	1,017	27,226	19,750		
55	LOEWS CORP (L)	1,123	42,418	42,281		
56	M&T BANK CORP (MTB)	514	37,950	39,239		
57	MASTERCARD INC (MA)	236	52,604	87,986		
58	MATTELL INC. (MAT)	1,290	21,355	35,810		
59	MCKESSON CORP (MCK)	465	31,932	36,228		
60	MERCK & CO INC. (MRK)	729	21,396	27,483		
61	METLIFE INC (MET)	1,590	51,122	49,576		
62	MICROSOFT CORPORATION (MSFT)	1,480	38,832	38,421		
63	MOTOROLA SOLUTIONS INC (MSI)	732	15,072	33,884		
64	NEW YORK COMNTY BANCORP INC. (NYB)	3,070	38,594	37,976		
65	NEXEN INC (NXY)	1,250	24,444	19,888		
66	NISOURCE INC. (NI)	1,265	14,942	30,120		
67	NOBLE ENERGY INC (NBL)	422	21,581	39,833		
68	NRG ENERGY (NRG)	1,051	44,432	19,044		
69	OCCIDENTAL PETE CORP (OXY)	277	23,785	25,955		
70	OLD REP INTL CORP (ORI)	1,991	34,921	18,457		
71	OMNICOM GROUP (OMC)	840	33,754	37,447		
72	PACCAR INC (PCAR)	666	23,506	24,955		
73	PFIZER INC. (PFE)	3,686	63,503	79,765		
74	PHILIP MORRIS INTL (PM)	337	9,594	26,448		
75	PITNEY BOWES INC (PBI)	912	34,193	16,908		
76	PROGRESS ENERGY INC (PGN)	685	30,007	38,374		
77	QUALCOMM INC (QCOM)	1,825	66,091	99,827		
78	RANGE RESOURCES CORP DEL (RRC)	565	34,971	34,996		
79	RAYTHEON CO. (RTN)	721	29,093	34,882		
80	ROCKWELL COLLINS INC (COL)	1,827	108,222	101,160		
81	SANOFI CONTGNT VAL RIGHTS (SAN RIGHTS)	2,945	7,214	3,534		
82	SANOFI-AVENTIS SPONSORED ADR (SNY)	1,768	64,785	64,603		

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

		<b>TOTAL:</b>		4,179,663	4,424,279
	Description	Shares	Book Value End of Year	FMV End of Year	
83	SCANNA CORPORATION (SCG)	860	29,774	38,752	
84	SCRIPPS NETWORKS INT (SNI)	1,402	46,574	59,473	
85	SEADRILL LTD (SDRL)	820	27,556	27,208	
86	SEMPRA ENERGY COM (SRE)	710	25,842	39,050	
87	SONOCO PRODUCTS COMPANY (SON)	855	26,221	28,181	
88	SPDR GOLD TR GOLD SHS (GLD)	455	20,554	69,155	
89	ST. JUDE MED INC (STJ)	1,315	52,341	45,105	
90	STARWOOD HOTELS & RESORTS (HOT)	1,742	94,778	83,564	
91	SUNCOR ENERGY INC (SU)	3,186	99,064	91,851	
92	SUNTRUST BKS INC (STI)	1,640	30,973	29,028	
93	TALISMAN ENERGY INC (TLM)	4,065	72,773	51,829	
94	TELEPHONE & DATA SYSTEM INC (TDS-S)	1,210	36,876	28,810	
95	TERADATA CORPORATION (TDC)	1,289	55,461	62,529	
96	TEVA PHARMECEUTICAL SP ADR (TEVA)	824	36,382	33,257	
97	THE BABCOCK AND WILCOX COMPANY (BWC)	1,260	28,448	30,416	
98	TIME WARNER INC (TWX)	1,141	36,021	41,236	
99	ULTRA PETROLEUM CORP (UPL)	565	28,487	16,741	
100	UNION PACIFIC (UNP)	316	9,674	33,477	
101	UNUM CORP (UNM)	2,027	44,057	42,709	
102	VIACOM INC. CL B (VIA-B)	1,695	69,599	76,970	
103	WEATHERFORD INTL (WFT)	1,300	23,018	19,032	
104	WELLS FARGO & CO (WFC)	2,751	71,258	75,818	
105	XCEL ENERGY INC (XEL)	1,065	20,712	29,437	
106	XEROX CP (XRX)	4,610	44,421	36,696	
107	ZIMMER HOLDINGS INC (ZMH)	570	24,175	30,449	

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

		TOTAL:		3,177,820	3,119,110
	Description	Shares	Book Value End of Year	FMV End of Year	
1	BEAR STEARNS COS INC - 4 650% - 07/02/2018 (073902CD8)	500,000	454,710	511,160	
2	CREDIT SUISSE FB - 7 125% - 04/15/2032 (22541LAE3)	500,000	558,920	591,380	
3	DEAN WITTER DISC - 6.750% - 10/13/2015 (24240VAE1)	500,000	552,950	519,250	
4	MBIA INC BD - 5.700% - 12/01/2034 (55262CAJ9)	600,000	596,280	370,890	
5	PACIFIC BELL DEB - 7 125% - 03/15/2026 (694032AT0)	500,000	551,210	629,130	
6	PRUDENTIAL FINL INC BONDS - 5.750% - 07/15/2033 (74432QAC9)	500,000	463,750	497,300	
7					
8					
9					
10					

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

TOTAL:			2,181,010	4,786,390
	Asset Description	Book Value End of Year	FMV End of Year	
1	ATLAS ENERGY LP (ATLS)	50,887	121,500	
2	BOARDWALK PIPELINE PARTNERS LP (BWP)	254,980	276,700	
3	ENERGY TRANSFER EQUITY LP (ETE)	24,343	405,800	
4	GENESIS ENERGY, L P (GEL)	213,197	448,640	
5	INERGY, LP (NRGY)	404,107	394,871	
6	LOEB OFFSHORE FUND LTD	684,020	1,096,319	
7	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	136,746	482,160	
8	MARKWEST ENERGY PARTNERS L P (MWE)	147,882	825,900	
9	PLAINS ALL AMERICAN PIPELINE LP (PAA)	264,848	734,500	
10				

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

							TOTAL: 20,000				0	0
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct		
1	Louise M Flickinger	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
2	Douglas L Matthews	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director / Secretary	5	20,000	0	0		
3	Edward E Matthews	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director	1	0	0	0		
4	Gregory E Matthews	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
5	Russell E Matthews	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
6												
7												
8												
9												
10												



**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****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**

Echo machine for the Children's Heart Center

**Amount**

10,000

**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

**Name**

NATIONAL LAW ENFORCEMENT OFFICERS MEMORIAL FUND INC

**Street**

901 E ST NW STE 100

**City**

WASHINGTON

**State**

DC

**Zip Code**

20004

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Creation of an Exhibit for "Eagle One" and Air Florida Flight 90 Disaster

**Amount**

5,000

**Name**

NATIONAL MARINE SANCTUARY FOUNDATION

**Street**

8601 GEORGIA AVE STE 501

**City**

SILVER SPRING

**State**

MD

**Zip Code**

20910

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

The USS Hatteras Documentation Project

**Amount**

10,000

**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**

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

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

Recipient(s) paid during the year

**Name**

NORTHSHORE 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**

60,000

**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**

The Pennington Fund

**Amount**

12,000

**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**

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**

Annual Fund

**Amount**

12,000

**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**

Capital Campaign

**Amount**

260,000

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

Recipient(s) paid during the year

**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**

2,500

**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 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 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**

15,000

**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**

Trinity Confident Students Leaders Program

**Amount**

10,000

**Name**

TRINITY UNIVERSITY

**Street**

1 TRINITY PLACE

**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**

2,500

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

Recipient(s) paid during the year

**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**

30,000

**Name**

WILLIAM MARSH RICE UNIVERSITY

**Street**

6100 MAIN ST MSC 70

**City**

HOUSTON

**State**

TX

**Zip Code**

77005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Dr. &amp; Mrs. David M. Mumford Award

**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**

2011 Y Partner's Campaign

**Amount**

2,500

**Name**

AMERICAN CAMPING FOUNDATION

**Street**

5000 STATE RD 67 N

**City**

MARTINSVILLE

**State**

IN

**Zip Code**

46151

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

George N. Sudduth Endowment Fund

**Amount**

5,000

**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

The Edward E. & Marie L. Matthews Foundation

EIN: 02-0656117

Taxable Year Ending December 31, 2011

**Form 990-T, Part I, Line 5- Income (Loss) from Partnerships and S-Corps**

<u>Asset Description</u>	<u>Gross Income</u>	<u>Deductions</u>	<u>Income/(Loss)</u>
ATLAS ENERGY LP	670	14,770	-14,100
BOARDWALK PIPELINE PARTNERS	-20,709	0	-20,709
ENERGY TRANSFER EQUITY LP	108,416	134,037	-25,621
GENESIS ENERGY LP	18,989	0	18,989
INERGY LP	-52,173	0	-52,173
MAGELLAN MIDSTREAM PARTNERS LP	7,507	0	7,507
MARKWEST ENERGY PARTNERS LP	-4,324	0	-4,324
PLAINS ALL AMERICAN PIPELINE	<u>14,676</u>	<u>0</u>	<u>14,676</u>
<b>Total:</b>	<u><u>73,052</u></u>	<u><u>148,807</u></u>	<u><u>-75,755</u></u>

**Line 31 (990-T) - Net Operating Loss Carryover**

Carryover Period	Beginning Loss Period (M/D/YYYY)	Ending Loss Period (M/D/YYYY)	Amount of Net Operating Loss	Amount Used in Prior Years/ Carrybacks	Adjustment Under Sec 170(d)(2)(B)	Adjustments	Amount Available This Year	Amount Used This Year	Expiring Losses	Net Operating Loss Available for Carryover	Cumulative Unused Net Operating Loss
20th Preceding Period							0	0	0	0	0
19th Preceding Period							0	0	0	0	0
18th Preceding Period							0	0	0	0	0
17th Preceding Period							0	0	0	0	0
16th Preceding Period							0	0	0	0	0
15th Preceding Period							0	0	0	0	0
14th Preceding Period							0	0	0	0	0
13th Preceding Period							0	0	0	0	0
12th Preceding Period							0	0	0	0	0
11th Preceding Period							0	0	0	0	0
10th Preceding Period							0	0	0	0	0
9th Preceding Period							0	0	0	0	0
8th Preceding Period							0	0	0	0	0
7th Preceding Period							0	0	0	0	0
6th Preceding Period							0	0	0	0	0
5th Preceding Period							0	0	0	0	0
4th Preceding Period							0	0	0	0	0
3rd Preceding Period	1/1/2008	12/31/2008	7,052				7,052	0	0	7,052	7,052
2nd Preceding Period	1/1/2009	12/31/2009	24,028				24,028	0	0	24,028	31,080
1st Preceding Period	1/1/2010	12/31/2010	56,725				56,725	0	0	56,725	87,805
Current Period	1/1/2011	12/31/2011	75,755				75,755			75,755	163,560

Taxable Income Before Net Operating Loss: 0

Total Net Operating Loss Used This Year: 0

0