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SCANNED MAY 0 1 2012

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 , 2011, and ending , 20

Name of foundation: KATHARINE MATTHIES FOUNDATION

A Employer identification number: 06-6261860

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 16,494,042.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	479,686.	479,256.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	649,211.			
	b	Gross sales price for all assets on line 6a 11,244,932.				
	7	Capital gain net income (from Part IV, line 2)		649,211.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-1,327.	-1,327.		STMT 6
	12	**Total.** Add lines 1 through 11	1,127,570.	1,127,140.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	76,564.	45,939.		30,626.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	85,572.	5,456.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 8	45,720.			45,720.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	207,856.	51,395.		76,346.
	25	Contributions, gifts, grants paid	559,584.			559,584.
	26	**Total expenses and disbursements** Add lines 24 and 25	767,440.	51,395.		635,930.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	360,130.			
	b	**Net investment income** (if negative, enter -0-)		1,075,745.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	NONE	NONE	
2	Savings and temporary cash investments	358,759.	333,535.	333,535.
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) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	966,076.	722,365.	945,810.
b	Investments - corporate stock (attach schedule)	12,881,306.	13,507,607.	13,878,274.
c	Investments - corporate bonds (attach schedule)	1,252,295.	1,252,295.	1,336,423.
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule) STMT 9	NONE	NONE	NONE
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	15,458,436.	15,815,802.	16,494,042.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	15,458,436.	15,815,802.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	Total net assets or fund balances (see instructions)	15,458,436.	15,815,802.	
31	Total liabilities and net assets/fund balances (see instructions)	15,458,436.	15,815,802.	

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	15,458,436.
2	Enter amount from Part I, line 27a	2	360,130.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	8,450.
4	Add lines 1, 2, and 3	4	15,827,016.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	11,214.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,815,802.

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	PUBLICLY TRADED SECURITIES			
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	11,075,452.		10,595,721.	479,731.
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				479,731.
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	649,211.
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 instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	696,448.	15,840,891.	0.04396520372
2009	641,759.	14,122,560.	0.04544211531
2008	831,211.	16,251,931.	0.05114536851
2007	872,634.	18,391,879.	0.04744670188
2006	836,798.	17,027,165.	0.04914488114

2	**Total** of line 1, column (d)	2	0.23714427056
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	0.04742885411
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,964,209.
5	Multiply line 4 by line 3	5	804,593.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,757.
7	Add lines 5 and 6	7	815,350.
8	Enter qualifying distributions from Part XII, line 4	8	635,930.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .	1	21,515.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	21,515.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	21,515.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . 6a 36,792.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	36,792.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	15,277.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 15,277. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ PRIVATE BANK TAX SERVICES Telephone no ▶ (888)866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	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?	16		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			Yes	No
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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		76,564.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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
SEE STATEMENT 14		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,683,325.
b	Average of monthly cash balances	1b	539,222.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,222,547.
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	NONE
3	Subtract line 2 from line 1d	3	17,222,547.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,338.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,964,209.
6	**Minimum investment return.** Enter 5% of line 5	6	848,210.

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

1	Minimum investment return from Part X, line 6			1	848,210.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,515.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	21,515.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	826,695.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	826,695.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	826,695.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	635,930.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	635,930.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	635,930.

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
1	Distributable amount for 2011 from Part XI, line 7				826,695.
2	Undistributed income, if any, as of the end of 2011.				
a	Enter amount for 2010 only			26,871.	
b	Total for prior years 20 09 ,20_____, 20_____		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 — NONE				
b	From 2007 — NONE				
c	From 2008 — NONE				
d	From 2009 — NONE				
e	From 2010 — NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 635,930.				
a	Applied to 2010, but not more than line 2a			26,871.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				609,059.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				217,636.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2007 — NONE				
b	Excess from 2008 — NONE				
c	Excess from 2009 — NONE				
d	Excess from 2010 — NONE				
e	Excess from 2011 — NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

Check here ▶ ☐ 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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 16				
Total . . . . . . ▶ **3a**				559,584.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	479,686.	
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			1	-1,327.	
8 Gain or (loss) from sales of assets other than inventory			18	649,211.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,127,570.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,127,570.

(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 instructions.)
	NOT APPLICABLE

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	04/06/2012 Date	SVP Tax Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	4,382.	4,382.
ABBOTT LABORATORIES	1,934.	1,934.
ABERCROMBIE & FITCH CO CL A	357.	357.
AIR PRODUCTS AND CHEMICALS INC	1,179.	1,179.
ALLERGAN INCORPORATED	197.	197.
AMERICAN ELECTRIC POWER CO	2,413.	2,413.
ANALOG DEVICES INC	568.	568.
APACHE CORPORATION	481.	481.
ARCH COAL INC	339.	339.
AUTOLIV INC	493.	493.
AVON PRODUCTS INC	769.	769.
BAKER HUGHES INCORPORATED	282.	282.
BEAM INC COM	127.	127.
BOEING CO	844.	844.
BROADCOM CORP CL A	309.	
CBS CORP CL B COM	242.	242.
CF INDS HLDGS INC COM	67.	67.
CIGNA CORPORATION	66.	66.
SMALL CAP CTF	8,551.	8,551.
INTERNATIONAL EQUITY CTF	12,178.	12,178.
CVS CAREMARK CORP COM	850.	850.
CARDINAL HEALTH INCORPORATED	915.	915.
CELANESE CORP DEL SER A COM	177.	177.
CHESAPEAKE ENERGY CORPORATION	299.	299.
CHEVRONTEXACO CORP COM	8,219.	8,219.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	50.	50.
CISCO SYSTEMS INCORPORATED	123.	123.
CITIGROUP INC NEW COM	91.	91.
COCA COLA CO COM	410.	410.
COLGATE PALMOLIVE CO	582.	582.
COLUMBIA ACORN FUND CLASS Z SHARES	601.	601.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	8,177.	8,177.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	37,141.	37,141.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	10,573.	10,573.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	5,007.	5,007.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	691.	691.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	40,293.	40,293.
COMCAST CORP NEW CL A COM	2,290.	2,290.
CONSTELLATION ENERGY GROUP INC	795.	795.
CORNING INC	160.	160.
COSTCO WHOLESALE CORP	800.	800.
CREDIT SUISSE FIRST BOSTON USA INC GLOBA	12,813.	12,813.
CUMMINS ENGINE INC	444.	444.
DPL INC	604.	604.
DARDEN RESTAURANTS INC	1,046.	1,046.
DEVON ENERGY CORPORATION	265.	265.
DISCOVER FINL SVCS COM	603.	603.
DISH NETWORK CORP COM CL A	3,964.	3,964.
DOVER CORPORATION	888.	888.
EQT CORP COM	68.	68.
EL PASO CORP COM	61.	61.
EMBRAER S A SPONSORED ADR REPSTG PFD SHS	935.	935.
EMERSON ELEC CO	603.	603.
ENSCO PLC SPONSORED ADR	841.	841.
ENTERGY CORP NEW COM	996.	996.
EXPEDIA INC COMMON STOCK	386.	386.
MID CAP VALUE CTF	5,607.	5,607.
FLOWSERVE CORP	262.	262.
FRANKLIN RES INC COM	2,181.	2,181.
FREEPORT-MCMORAN COPPER & GOLD INC COM	1,517.	1,517.
GENERAL ELEC CO	1,805.	1,805.
GOLDMAN SACHS GROUP INC	1,271.	1,271.
GOODRICH B F CO	672.	672.
HALLIBURTON CO	407.	407.
HARTFORD FINANCIAL SVCS GRP	664.	664.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HERSHEY FOODS CORP	490.	490.
HESS CORP COM	199.	199.
HUNT J B TRANSPORT SERVICES INC COM	704.	704.
HUNTINGTON BANCSHARES INCORPORATED	135.	135.
INTEL CORPORATION	2,036.	2,036.
INTERNATIONAL BUSINESS MACHS	1,561.	1,561.
INTUIT INC	167.	167.
ISHARES MSCI EMERGING MKTS INDEX FUND	5,703.	5,703.
ISHR MSCI EAFE INDEX FUND	15,636.	15,636.
ISHARES S&P MIDCAP 400 INDEX FUND	1,115.	1,115.
ISHARES DOW JONES U.S. REAL ESTATE INDEX	9,790.	9,790.
J P MORGAN CHASE & CO COM	3,914.	3,914.
JOHNSON & JOHNSON	5,953.	5,953.
JOHNSON CONTROLS INCORPORATED	282.	282.
KBR INC COM	132.	132.
KELLOGG CO	2,977.	2,977.
KOHLS CORPORATION	809.	809.
ESTEE LAUDER COMPANIES CL A	548.	548.
LIMITED BRANDS INC COM	6,631.	6,631.
LINCOLN NATL CORP IND	117.	117.
LORILLARD INC COM	2,809.	2,809.
LOWES COMPANIES INCORPORATED	737.	737.
MACYS INC COM	623.	623.
MCDONALDS CORP	2,090.	2,090.
MCKESSON HBOC INC	357.	357.
MEAD JOHNSON NUTRITION CO COM	429.	429.
MERCK & CO INC 02/18/2003 4.375% 02/15/2	10,938.	10,938.
MERCK & CO INC NEW COM	5,845.	5,845.
MICROSOFT CORPORATION	2,670.	2,670.
MONSANTO CO NEW COM	219.	219.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	148.	148.
MURPHY OIL CORP COM	660.	660.
NATIONAL OILWELL VARCO INC COM	388.	388.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NINTENDO LTD ADR	417.	417.
NORDSTROM INCORPORATED	267.	267.
NORTHERN TRUST CORPORATION	304.	304.
OCCIDENTAL PETROLEUM CORPORATION	2,964.	2,964.
OCEANEERING INTL INC COM	287.	287.
ORACLE SYS CORP	819.	819.
P G & E CORPORATION	1,015.	1,015.
PNC BK CORP	2,384.	2,384.
PPG INDUSTRIES INC	961.	961.
PPL CORPORATION	2,671.	2,671.
PACKAGING CORP OF AMERICA	664.	664.
PARKER HANNIFIN CORPORATION	552.	552.
PEABODY ENERGY CORP COM	85.	85.
PEPSICO INCORPORATED	5,535.	5,535.
PFIZER INC	1,487.	1,487.
PHILIP MORRIS INTL INC COM	5,741.	5,741.
POTASH CORP SASK INC	55.	55.
PRICE T ROWE GROUP INC COM	1,233.	1,233.
PROCTER & GAMBLE CO COM	3,121.	3,121.
PUBLIC SERVICE ENTERPRISE GROUP INC	837.	837.
QUALCOMM INC	1,153.	1,153.
RAYTHEON CO COM NEW	1,518.	1,518.
RIO TINTO PLC SPONSORED ADR	272.	272.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	1,299.	1,299.
SBC COMMUNICATIONS INC NT	12,750.	12,750.
SAFEWAY INC COM NEW	794.	794.
ST JUDE MEDICAL INCORPORATED	719.	719.
SCHLUMBERGER LIMITED	755.	755.
STAPLES INCORPORATED	240.	240.
TARGET CORP	856.	856.
TARGET CORP NT	14,688.	14,688.
UNION PAC CORP COM	678.	678.
UNITED PARCEL SERVICE CL B	3,292.	3,292.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY BONDS 7.50% 11/15/16	18,750.	18,750.
US TREASURY BONDS 6.25% 8/15/23	15,625.	15,625.
UNITED STATES TREAS NT DTD 02/15/01 5.00	12,539.	12,539.
UNITED STATES TREAS NTS 11/15/2002 4% 11	10,000.	10,000.
UNITED TECHNOLOGIES CORP	2,652.	2,652.
VERIZON COMMUNICATIONS	3,565.	3,565.
VIACOM INC CL B COM	1,370.	1,370.
VISA INC CL A COM	725.	725.
WAL-MART STORES INCORPORATED	832.	832.
WALGREEN CO	448.	448.
WELLS FARGO COMPANY	2,420.	2,420.
WELLS FARGO & CO NEW SR UNSECD NT	14,063.	14,063.
XCEL ENERGY INC COM	444.	444.
XEROX CORPORATION	622.	622.
GOVERNMENT CREDIT CTF	39,143.	39,143.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	492.	492.
AXIS CAPITAL HOLDINGS LTD COM	871.	871.
ACCENTURE PLC CL A COM	1,599.	1,599.
COOPER INDS PLC NEW COM	304.	304.
COVIDIEN PLC COM	717.	717.
INGERSOLL-RAND CO LTD COM	95.	
XL GROUP PLC COM	471.	471.
ACE LTD COM	231.	231.
TYCO INTL LTD NEW F COM	1,215.	1,215.
TYCO ELECTRONICS LTD COM	165.	165.
LYONDELLBASELL INDUSTRIES NV CL A COM	106.	80.
AVAGO TECHNOLOGIES LTD COM	72.	72.
TOTAL	479,686.	479,256.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF		-93.	-93.
INTERNATIONAL EQUITY CTF		-1,234.	-1,234.
	TOTALS	-1,327.	-1,327.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,044.	2,044.
FEDERAL TAX PAYMENT - PRIOR YE	43,324.	
FEDERAL ESTIMATES - PRINCIPAL	36,792.	
FOREIGN TAXES ON QUALIFIED FOR	2,895.	2,895.
FOREIGN TAXES ON NONQUALIFIED	517.	517.
TOTALS	85,572.	5,456.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	1,200.	1,200.
OTHER ALLOCABLE EXPENSE-INCOME	1,200.	1,200.
OTHER NON-ALLOCABLE EXPENSE -	40.	40.
GRANTMAKING FEE	43,280.	43,280.
TOTALS	45,720.	45,720.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CTF ADJUSTMENT		8,437.
ROUNDING		13.
	TOTAL	8,450.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	3,652.
SALES ADJUSTMENT	6,958.
SECURITIES ADJUSTMENT	174.
SALES GAIN/LOSS ADJUSTMENT	430.
TOTAL	11,214.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
777 MAIN STREET
HARTFORD, CT 06115
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 76,564.

TOTAL COMPENSATION: 76,564.

KATHARINE MATTHIES FOUNDATION 06-6261860

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

EMPLOYEE NAME:
NONE

STATEMENT 13

KATHARINE MATTHIES FOUNDATION 06-6261860

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
===

NAME:
NONE

KATHARINE MATTHIES FOUNDATION 06-6261860
FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
N/A
FORM, INFORMATION AND MATERIALS:
N/A
SUBMISSION DEADLINES:
QUARTERLY
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEYMOUR, ANSONIA, DERBY, OXFORD, BEACON FALLS

STATEMENT 15

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS ATTACHED ORGANIZATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 559,584.

TOTAL GRANTS PAID: 559,584.

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
8/18/2011	-12600	ANSONIA PUBLIC SCHOOLS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-15000	ONLINE JOURNALISM PROJECT INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-15000	ANSONIA COMMUNITY ACTION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-7323	HEATHWAYS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-25000	TEAM, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	LOWER NAUGATUCK VALLEY PARENT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-3820	OXFORD HISTORICAL SOCIETY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-6500	SEYMOUR TIGERS POP WARNER FOOTBL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-2000	SEYMOUR TIGERS POP WARNER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-1200	TOWN OF SEYMOUR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-13821	SEYMOUR AMBULANCE ASSOC INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-173 82	TOWN OF SEYMOUR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-973	TOWN OF SEYMOUR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-15000	VALLEY UNITED WAY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-15000	SHELTON ECONOMIC DEVELOPMENT COR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-35000	AREA CONGREGATIONS TOGETHER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-11000	SHAKESPERIENCE PRODUCTIONS INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-4000	COVENANT TO CARE FOR CHILDREN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-8890	SEA RESEARCH FOUNDATION, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	JR ACHIEVEMENT OF WESTERN CT INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	WORKPLACE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	THE INTERNATIONAL INSTITUTE OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-10000	PREVENT BLINDNESS CONNECTICUT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	CATHOLIC CHARITIES, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	NEW HAVEN LEGAL ASSISTANCE ASSOC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	CT RADIO INFORMATION SYSTEM	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-20000	NEW HAVEN SYMPHONY ORCHESTRA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-5000	PLANNED PARENTHOOD OF SOUTHERN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-12000	GIRL SCOUTS OF CONNECTICUT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-10000	DERBY-SHELTON ROTARY CLUB	NONE	SUPPORTS NAMED ORGANIZATION	N/A
8/18/2011	-125000	SEYMOUR HISTORICAL SOCIETY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-20000	THE VALLEY YMCA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-1180	CITY OF ANSONIA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-10000	ST MARY CATHOLIC CHURCH SOCIETY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-9075	CONNECTICUT'S BEARDSLEY ZOO	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-15000	SALVATION ARMY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
9/1/2011	-4000	FATHER MCKENNA ST VINCENT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
10/5/2011	-2000	GRIFFIN HOSPITAL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
10/25/2011	-29028	VALLEY EMERGENCY MEDICAL SERVICE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
11/10/2011	-10000	SEYMOUR LAND CONSERVATION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/8/2011	-40000	BOYS & GIRLS CLUB OF LOWER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/9/2011	-10000	CITY OF ANSONIA FIRE DEPARTMENT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
TOTAL	-559584				

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
KATHARINE MATTHIES FOUNDATION	06-6261860

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-94,813.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	22,615.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-72,198.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					26,637.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	574,544.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	120,228.
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	721,409.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-72,198.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			721,409.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			649,211.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 120. AT&T INC	11/22/2010	05/25/2011	3,728.00	3,376.00	352.00
125. ABBOTT LABORATORIES	10/22/2010	05/25/2011	6,622.00	6,559.00	63.00
53. ABERCROMBIE & FITCH CO	12/22/2010	05/25/2011	3,931.00	3,045.00	886.00
5. ABERCROMBIE & FITCH CO	12/22/2010	06/27/2011	325.00	287.00	38.00
642. ABERCROMBIE & FITCH C	12/22/2010	10/20/2011	43,763.00	36,890.00	6,873.00
1125. ADVANCED MICRO DEVIC	11/22/2010	05/25/2011	9,433.00	8,263.00	1,170.00
233. ADVANCED MICRO DEVICE	10/22/2010	05/25/2011	1,954.00	1,632.00	322.00
2325. ADVANCED MICRO DEVIC	10/22/2010	06/27/2011	16,054.00	16,281.00	-227.00
5592. ADVANCED MICRO DEVIC	10/22/2010	10/20/2011	25,080.00	39,159.00	-14,079.00
5. AIR PRODUCTS AND CHEMIC	06/27/2011	10/20/2011	413.00	464.00	-51.00
382. AIR PRODUCTS AND CHEM	05/25/2011	10/20/2011	31,590.00	35,361.00	-3,771.00
629. AIR PRODUCTS AND CHEM	05/25/2011	12/22/2011	53,325.00	58,225.00	-4,900.00
19. AKAMAI TECHNOLOGIES IN	11/22/2010	05/25/2011	627.00	935.00	-308.00
1150. AKAMAI TECHNOLOGIES	10/22/2010	05/25/2011	37,951.00	54,492.00	-16,541.00
5054. ALCATEL ALSTHOM SPON REPSTG 1/5 SH	05/25/2011	06/27/2011	27,340.00	28,227.00	-887.00
766. ALEXION PHARMACEUTICA	05/25/2011	10/20/2011	50,499.00	35,487.00	15,012.00
5. ALEXION PHARMACEUTICALS	06/27/2011	10/20/2011	330.00	228.00	102.00
597. ALLERGAN INCORPORATED	10/22/2010	05/25/2011	48,717.00	42,750.00	5,967.00
1500. AMERICAN ELECTRIC PO	10/22/2010	05/25/2011	57,531.00	55,102.00	2,429.00
45. AMERICAN ELECTRIC POWE	11/22/2010	05/25/2011	1,726.00	1,606.00	120.00
2109. AMERICAN ELECTRIC PO	10/20/2011	12/22/2011	87,163.00	81,830.00	5,333.00
419. AMERICAN TOWER SYSTEM	11/22/2010	05/25/2011	22,840.00	21,593.00	1,247.00
775. AMERICAN TOWER SYSTEM	10/22/2010	05/25/2011	42,246.00	38,908.00	3,338.00
1150. AMGEN INC COM	10/22/2010	05/25/2011	68,814.00	66,317.00	2,497.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 49. AMGEN INC COM	09/22/2010	05/25/2011	2,932.00	2,709.00	223.00
2270. ANALOG DEVICES INC	10/20/2011	12/22/2011	81,536.00	77,905.00	3,631.00
35. APACHE CORPORATION	11/22/2010	05/25/2011	4,322.00	3,744.00	578.00
127. APACHE CORPORATION	10/22/2010	05/25/2011	15,681.00	13,012.00	2,669.00
355. APACHE CORPORATION	10/22/2010	06/27/2011	41,155.00	36,372.00	4,783.00
56. APPLE COMPUTER INCORPO	10/22/2010	05/25/2011	18,835.00	17,273.00	1,562.00
1538. ARCH COAL INC	05/25/2011	10/20/2011	24,341.00	45,221.00	-20,880.00
10. ARCH COAL INC	06/27/2011	10/20/2011	158.00	250.00	-92.00
62. AUTODESK INC (DEL)	05/25/2011	10/20/2011	1,891.00	2,632.00	-741.00
10. AUTODESK INC (DEL)	06/27/2011	10/20/2011	305.00	373.00	-68.00
1150. AUTODESK INC (DEL)	10/22/2010	10/20/2011	35,067.00	40,067.00	-5,000.00
552. AUTODESK INC (DEL)	11/22/2010	10/20/2011	16,832.00	19,006.00	-2,174.00
19. AUTOLIV INC	11/22/2010	05/25/2011	1,394.00	1,419.00	-25.00
575. AUTOLIV INC	10/22/2010	05/25/2011	42,183.00	40,237.00	1,946.00
1672. AVON PRODUCTS INC	10/22/2010	05/25/2011	48,947.00	57,671.00	-8,724.00
14. BAKER HUGHES INCORPORA	11/22/2010	05/25/2011	1,021.00	694.00	327.00
925. BAKER HUGHES INCORPOR	10/22/2010	05/25/2011	67,468.00	42,859.00	24,609.00
670. BEAM INC COM	10/20/2011	12/22/2011	33,671.00	32,539.00	1,132.00
1808. BERKSHIRE HATHAWAY I CL B COM	10/20/2011	12/22/2011	138,259.00	134,727.00	3,532.00
2009. BOEING CO	10/20/2011	12/22/2011	149,224.00	125,869.00	23,355.00
18. BORG WARNER INC	11/22/2010	05/25/2011	1,247.00	1,088.00	159.00
800. BORG WARNER INC	10/22/2010	05/25/2011	55,404.00	43,309.00	12,095.00
7195. BOSTON SCIENTIFIC CO	06/27/2011	10/20/2011	38,457.00	49,751.00	-11,294.00
1205. BRISTOL MYERS SQUIBB	10/20/2011	12/22/2011	42,241.00	39,072.00	3,169.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 982. BROADCOM CORP CL A	11/22/2010	10/20/2011	35,602.00	42,631.00	-7,029.00
474. BROADCOM CORP CL A	05/25/2011	10/20/2011	17,185.00	15,772.00	1,413.00
10. BROADCOM CORP CL A	06/27/2011	10/20/2011	363.00	319.00	44.00
2423. CBS CORP CL B COM	11/22/2010	05/25/2011	63,687.00	39,699.00	23,988.00
100. CF INDS HLDGS INC COM	12/22/2010	05/25/2011	15,283.00	12,733.00	2,550.00
236. CF INDS HLDGS INC COM	10/22/2010	05/25/2011	36,069.00	27,595.00	8,474.00
225. CIGNA CORPORATION	06/27/2011	10/20/2011	9,718.00	11,064.00	-1,346.00
60. CIGNA CORPORATION	05/25/2011	10/20/2011	2,591.00	2,870.00	-279.00
21. CIGNA CORPORATION	11/22/2010	10/20/2011	907.00	779.00	128.00
3400. CVS CAREMARK CORP CO	12/22/2010	05/25/2011	129,930.00	119,293.00	10,637.00
520. CARDINAL HEALTH INCOR	11/22/2010	05/25/2011	23,212.00	18,630.00	4,582.00
1825. CARDINAL HEALTH INCO	10/22/2010	05/25/2011	81,466.00	58,552.00	22,914.00
1576. CARNIVAL CORP PAIRED	05/25/2011	06/27/2011	59,136.00	60,385.00	-1,249.00
3. CELANESE CORP DEL SER A	10/22/2010	05/25/2011	148.00	101.00	47.00
185. CELANESE CORP DEL SER	10/22/2010	06/27/2011	9,364.00	6,228.00	3,136.00
42. CELGENE CORP	11/22/2010	05/25/2011	2,486.00	2,561.00	-75.00
100. CELGENE CORP	12/22/2010	05/25/2011	5,920.00	5,972.00	-52.00
565. CELGENE CORP	10/22/2010	05/25/2011	33,447.00	33,202.00	245.00
835. CELGENE CORP	10/22/2010	06/27/2011	49,361.00	49,068.00	293.00
1706. CHESAPEAKE ENERGY CO	05/25/2011	12/22/2011	40,049.00	53,173.00	-13,124.00
504. CHESAPEAKE ENERGY COR	10/20/2011	12/22/2011	11,832.00	13,545.00	-1,713.00
149. CHEVRONTEXACO CORP CO	11/22/2010	05/25/2011	15,385.00	12,262.00	3,123.00
75. CHEVRONTEXACO CORP COM	10/20/2011	12/22/2011	7,984.00	7,680.00	304.00
1000. CHICAGO BRDG & IRON REGISTRY SH ARD	12/22/2010	05/25/2011	35,412.00	33,105.00	2,307.00

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

SCHEDULE D-1 (Form 1041)
Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092
2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION
Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 647. CISCO SYSTEMS INCORPO	05/25/2011	06/27/2011	9,704.00	10,488.00	-784.00
.9 CITIGROUP INC NEW COM	11/22/2010	05/31/2011	36.00	38.00	-2.00 *
.9 CITIGROUP INC NEW COM	11/16/2010	10/20/2011	26.00	38.00	-12.00
74. CITIGROUP INC NEW COM	11/22/2010	10/20/2011	2,140.00	3,104.00	-964.00
2456.1 CITIGROUP INC NEW C	10/22/2010	10/20/2011	71,017.00	102,088.00	-31,071.00
524. COLGATE PALMOLIVE CO	10/22/2010	05/25/2011	44,483.00	40,312.00	4,171.00
496. COMCAST CORP NEW CL A	05/25/2011	12/22/2011	11,703.00	12,153.00	-450.00
30. COMCAST CORP NEW CL A	06/27/2011	12/22/2011	708.00	728.00	-20.00
1149. COMCAST CORP NEW CL	10/20/2011	12/22/2011	27,110.00	26,743.00	367.00
10. CONSTELLATION ENERGY G	06/27/2011	10/20/2011	380.00	375.00	5.00
1651. CONSTELLATION ENERGY	05/25/2011	10/20/2011	62,755.00	61,317.00	1,438.00
100. CONTINENTAL RES INC O	05/25/2011	12/22/2011	6,857.00	6,462.00	395.00
3125. CORNING INC	10/22/2010	05/25/2011	61,171.00	58,109.00	3,062.00
80. CORNING INC	11/22/2010	05/25/2011	1,566.00	1,432.00	134.00
42. COSTCO WHOLESALE CORP	05/25/2011	10/20/2011	3,545.00	3,374.00	171.00
5. COSTCO WHOLESALE CORP	06/27/2011	10/20/2011	422.00	398.00	24.00
1151. COSTCO WHOLESALE COR	11/22/2010	10/20/2011	97,163.00	76,884.00	20,279.00
356. CROWN HLDGS INC COM	05/25/2011	10/20/2011	11,558.00	14,240.00	-2,682.00
10. CROWN HLDGS INC COM 1	06/27/2011	10/20/2011	325.00	385.00	-60.00
1100. CROWN HLDGS INC COM	12/22/2010	10/20/2011	35,713.00	37,248.00	-1,535.00
403. CUMMINS ENGINE INC	10/22/2010	05/25/2011	42,292.00	37,777.00	4,515.00
580. CUMMINS ENGINE INC	06/27/2011	10/20/2011	52,526.00	56,333.00	-3,807.00
875. DPL INC	10/22/2010	05/25/2011	26,228.00	23,358.00	2,870.00
34. DPL INC	11/22/2010	05/25/2011	1,019.00	872.00	147.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 460. DARDEN RESTAURANTS IN	05/25/2011	06/27/2011	22,127.00	23,472.00	-1,345.00
22. DENDREON CORP COM	05/25/2011	10/20/2011	212.00	895.00	-683.00
5. DENDREON CORP COM	06/27/2011	10/20/2011	48.00	194.00	-146.00
600. DENDREON CORP COM	10/22/2010	10/20/2011	5,787.00	22,217.00	-16,430.00
6. DENDREON CORP COM	11/22/2010	10/20/2011	58.00	222.00	-164.00
1560. DEVON ENERGY CORPORA	10/20/2011	12/22/2011	97,865.00	96,674.00	1,191.00
15. DISCOVER FINL SVCS COM	06/27/2011	10/20/2011	333.00	376.00	-43.00
107. DISCOVER FINL SVCS CO	05/25/2011	10/20/2011	2,378.00	2,516.00	-138.00
69. DISCOVER FINL SVCS COM	11/22/2010	10/20/2011	1,533.00	1,263.00	270.00
2875. DISCOVER FINL SVCS C	10/22/2010	10/20/2011	63,891.00	49,894.00	13,997.00
544. DISH NETWORK CORP COM	05/25/2011	10/20/2011	13,720.00	15,901.00	-2,181.00
307. DOVER CORPORATION	12/22/2010	05/25/2011	19,388.00	17,901.00	1,487.00
393. DOVER CORPORATION	12/22/2010	06/27/2011	25,241.00	22,915.00	2,326.00
454. DOVER CORPORATION	11/22/2010	06/27/2011	29,159.00	25,000.00	4,159.00
25. DOVER CORPORATION	10/20/2011	12/22/2011	1,439.00	1,303.00	136.00
50. DR PEPPER SNAPPLE INC	10/20/2011	12/22/2011	1,962.00	1,968.00	-6.00
105. E M C CORP MASS	11/22/2010	05/25/2011	2,893.00	2,274.00	619.00
451. E M C CORP MASS	10/22/2010	05/25/2011	12,426.00	9,730.00	2,696.00
308. EQT CORP COM	10/20/2011	12/22/2011	17,146.00	20,028.00	-2,882.00
2147. EBAY INC	05/25/2011	06/27/2011	61,972.00	65,750.00	-3,778.00
3045. EL PASO CORP COM	05/25/2011	10/20/2011	75,424.00	64,767.00	10,657.00
15. EL PASO CORP COM	06/27/2011	10/20/2011	372.00	293.00	79.00
2022. EMBRAER S A SPONSORE PFD SHS	05/25/2011	10/20/2011	54,966.00	63,541.00	-8,575.00
10. EMBRAER S A SPONSORED PFD SHS	06/27/2011	10/20/2011	272.00	298.00	-26.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 400. EMERSON ELEC CO	05/25/2011	06/27/2011	21,494.00	21,380.00	114.00
1747. EMERSON ELEC CO	05/25/2011	10/20/2011	80,090.00	93,378.00	-13,288.00
1199. ENSCO PLC SPONSORED	05/25/2011	10/20/2011	55,135.00	65,745.00	-10,610.00
5. ENSCO PLC SPONSORED ADR	06/27/2011	10/20/2011	230.00	256.00	-26.00
600. ENTERGY CORP NEW COM	12/22/2010	05/25/2011	39,926.00	42,988.00	-3,062.00
15. EXPEDIA INC COMMON STO	06/27/2011	10/20/2011	404.00	421.00	-17.00
212. EXPEDIA INC COMMON ST	05/25/2011	10/20/2011	5,714.00	5,802.00	-88.00
250. EXPEDIA INC DEL NEW C	05/25/2011	12/22/2011	7,272.00	6,725.00	547.00
23. EXPRESS SCRIPTS INC CL	11/22/2010	05/25/2011	1,384.00	1,217.00	167.00
825. EXPRESS SCRIPTS INC C	10/22/2010	05/25/2011	49,648.00	40,215.00	9,433.00
1946. FAIRCHILD SEMICON IN	05/25/2011	10/20/2011	24,611.00	34,913.00	-10,302.00
10. FAIRCHILD SEMICON INTL	06/27/2011	10/20/2011	126.00	170.00	-44.00
200. FLOWSERVE CORP	12/22/2010	05/25/2011	23,498.00	23,724.00	-226.00
230. FLOWSERVE CORP	11/22/2010	05/25/2011	27,023.00	24,388.00	2,635.00
781. FORD MTR CO DEL COM	11/22/2010	05/25/2011	11,188.00	12,843.00	-1,655.00
2575. FORD MTR CO DEL COM	10/22/2010	05/25/2011	36,887.00	35,883.00	1,004.00
38. FOREST OIL CORP COM PA	11/22/2010	05/25/2011	1,147.00	1,347.00	-200.00
1325. FOREST OIL CORP COM	10/22/2010	05/25/2011	40,008.00	41,214.00	-1,206.00
5. FRANKLIN RES INC COM	06/27/2011	10/20/2011	495.00	623.00	-128.00
149. FRANKLIN RES INC COM	05/25/2011	10/20/2011	14,739.00	18,405.00	-3,666.00
18. FREEPORT-MCMORAN COPPE COM	11/22/2010	05/25/2011	898.00	905.00	-7.00
8. FREEPORT-MCMORAN COPPER COM	10/22/2010	05/25/2011	399.00	375.00	24.00
5. FREEPORT-MCMORAN COPPER COM	06/27/2011	10/20/2011	170.00	242.00	-72.00
68. FREEPORT-MCMORAN COPPE COM	10/22/2010	10/20/2011	2,316.00	3,188.00	-872.00

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

SCHEDULE D-1 (Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 855. GENERAL ELEC CO	05/25/2011	06/27/2011	15,612.00	16,459.00	-847.00
250. GENERAL ELEC CO	05/25/2011	12/22/2011	4,508.00	4,813.00	-305.00
517. GILEAD SCIENCES INC	05/25/2011	10/20/2011	20,941.00	20,905.00	36.00
10. GILEAD SCIENCES INC	06/27/2011	10/20/2011	405.00	403.00	2.00
1750. GILEAD SCIENCES INC	10/22/2010	10/20/2011	70,882.00	68,046.00	2,836.00
37. GILEAD SCIENCES INC	11/22/2010	10/20/2011	1,499.00	1,391.00	108.00
227. GOLDMAN SACHS GROUP I	10/22/2010	10/20/2011	22,480.00	35,912.00	-13,432.00
193. GOLDMAN SACHS GROUP I	05/25/2011	10/20/2011	19,113.00	26,411.00	-7,298.00
25. GOLDMAN SACHS GROUP IN	05/25/2011	12/22/2011	2,356.00	3,421.00	-1,065.00
5. GOODRICH B F CO	06/27/2011	10/20/2011	609.00	465.00	144.00
101. GOODRICH B F CO	05/25/2011	10/20/2011	12,308.00	8,833.00	3,475.00
3. GOODRICH B F CO	11/22/2010	10/20/2011	366.00	253.00	113.00
700. GOODRICH B F CO	10/22/2010	10/20/2011	85,304.00	56,395.00	28,909.00
20. GOOGLE INC CL A	10/22/2010	05/25/2011	10,433.00	12,254.00	-1,821.00
75. HALLIBURTON CO	06/27/2011	12/22/2011	2,519.00	3,460.00	-941.00
1172. HARTFORD FINANCIAL S	05/25/2011	10/20/2011	21,122.00	31,083.00	-9,961.00
50. HARTFORD FINANCIAL SVC	05/25/2011	12/22/2011	826.00	1,326.00	-500.00
50. HERSHEY FOODS CORP	10/20/2011	12/22/2011	3,049.00	2,988.00	61.00
816. HESS CORP COM	05/25/2011	10/20/2011	46,963.00	63,777.00	-16,814.00
360. HESS CORP COM	06/27/2011	10/20/2011	20,719.00	24,925.00	-4,206.00
25. HUMANA INC	10/20/2011	12/22/2011	2,204.00	1,847.00	357.00
10. HUNT J B TRANSPORT SER COM	06/27/2011	12/22/2011	451.00	460.00	-9.00
40. HUNT J B TRANSPORT SER COM	05/25/2011	12/22/2011	1,802.00	1,816.00	-14.00
2700. HUNTINGTON BANCSHARE INCORPORATED	12/22/2010	05/25/2011	17,294.00	18,481.00	-1,187.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5250. HUNTINGTON BANCSHARE INCORPORATED	10/22/2010	05/25/2011	33,627.00	30,004.00	3,623.00
130. HUNTINGTON BANCSHARES D	11/22/2010	05/25/2011	833.00	743.00	90.00
1000. INCYTE PHARMACEUTICA	12/22/2010	05/25/2011	17,992.00	17,170.00	822.00
2300. INTEL CORPORATION	12/22/2010	05/25/2011	52,036.00	48,070.00	3,966.00
150. INTEL CORPORATION	10/20/2011	12/22/2011	3,596.00	3,546.00	50.00
94. INTERCONTINENTALEXCHAN	10/22/2010	05/25/2011	11,417.00	11,151.00	266.00
25. INTERCONTINENTALEXCHAN	10/20/2011	12/22/2011	2,980.00	3,049.00	-69.00
1225. J P MORGAN CHASE & C	05/25/2011	12/22/2011	40,876.00	52,027.00	-11,151.00
25. JOHNSON & JOHNSON	05/25/2011	06/27/2011	1,635.00	1,663.00	-28.00
1533. JOHNSON & JOHNSON	05/25/2011	10/20/2011	95,757.00	101,950.00	-6,193.00
2451. JOHNSON & JOHNSON	05/25/2011	12/22/2011	159,569.00	163,000.00	-3,431.00
1765. JOHNSON CONTROLS INC	05/25/2011	06/27/2011	69,869.00	66,585.00	3,284.00
5. KBR INC COM	06/27/2011	12/22/2011	141.00	181.00	-40.00
45. KBR INC COM	05/25/2011	12/22/2011	1,271.00	1,613.00	-342.00
2298. KELLOGG CO	05/25/2011	12/22/2011	114,496.00	129,081.00	-14,585.00
10. KELLOGG CO	06/27/2011	12/22/2011	498.00	549.00	-51.00
143. KELLOGG CO	10/20/2011	12/22/2011	7,125.00	7,793.00	-668.00
50. KIMBERLY CLARK CORP CO	10/20/2011	12/22/2011	3,644.00	3,598.00	46.00
1613. KOHLS CORPORATION	05/25/2011	10/20/2011	83,457.00	87,142.00	-3,685.00
10. KOHLS CORPORATION	06/27/2011	10/20/2011	517.00	502.00	15.00
75. KRAFT FOODS INC CL A C	10/20/2011	12/22/2011	2,793.00	2,634.00	159.00
1036. LAM RESEARCH CORP	05/25/2011	06/27/2011	44,841.00	47,168.00	-2,327.00
518. LAS VEGAS SANDS CORP	10/22/2010	05/25/2011	21,168.00	20,091.00	1,077.00
522. ESTEE LAUDER COMPANIE	10/20/2011	12/22/2011	57,645.00	49,945.00	7,700.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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SCHEDULE D-1 (Form 1041)
Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092
2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION
Employer identification number: 06-6261860

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 452. LIMITED BRANDS INC CO	10/22/2010	05/25/2011	17,460.00	13,156.00	4,304.00
1169. LINCOLN NATL CORP IN	10/22/2010	05/25/2011	33,333.00	30,435.00	2,898.00
510. LORILLARD INC COM	05/25/2011	06/27/2011	55,765.00	57,995.00	-2,230.00
25. LORILLARD INC COM	10/20/2011	12/22/2011	2,802.00	2,894.00	-92.00
3250. LOWES COMPANIES INCO	10/22/2010	05/25/2011	78,407.00	71,598.00	6,809.00
100. LOWES COMPANIES INCOR	11/22/2010	05/25/2011	2,413.00	2,192.00	221.00
125. MACYS INC COM	10/20/2011	12/22/2011	3,982.00	3,646.00	336.00
1708. MCDONALDS CORP	05/25/2011	10/20/2011	152,162.00	141,531.00	10,631.00
10. MCDONALDS CORP	06/27/2011	10/20/2011	891.00	822.00	69.00
5. MCKESSON HBOC INC	05/25/2011	06/27/2011	411.00	422.00	-11.00
890. MCKESSON HBOC INC	05/25/2011	10/20/2011	64,235.00	75,126.00	-10,891.00
10. MEAD JOHNSON NUTRITION	11/22/2010	05/25/2011	662.00	599.00	63.00
875. MEAD JOHNSON NUTRITIO	10/22/2010	05/25/2011	57,917.00	51,681.00	6,236.00
25. MEAD JOHNSON NUTRITION	10/20/2011	12/22/2011	1,710.00	1,799.00	-89.00
15. MEDCO HEALTH SOLUTIONS	11/22/2010	05/25/2011	962.00	905.00	57.00
900. MEDCO HEALTH SOLUTION	10/22/2010	05/25/2011	57,694.00	46,067.00	11,627.00
1020. METLIFE INC	10/22/2010	05/25/2011	44,672.00	41,100.00	3,572.00
10. METLIFE INC	06/27/2011	10/20/2011	309.00	413.00	-104.00
1930. METLIFE INC	10/22/2010	10/20/2011	59,547.00	77,768.00	-18,221.00
85. METLIFE INC	11/22/2010	10/20/2011	2,623.00	3,266.00	-643.00
3359. METROPCS COMMUNICATI	05/25/2011	10/20/2011	28,535.00	59,981.00	-31,446.00
20. METROPCS COMMUNICATION	06/27/2011	10/20/2011	170.00	338.00	-168.00
2790. MICROSOFT CORPORATIO	06/27/2011	12/22/2011	71,869.00	70,600.00	1,269.00
40. MICROSOFT CORPORATION	05/25/2011	12/22/2011	1,030.00	973.00	57.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 34. MORGAN STANLEY DEAN WI DISCOVER & CO	11/22/2010	05/25/2011	801.00	843.00	-42.00
1450. MORGAN STANLEY DEAN DISCOVER & CO	10/22/2010	05/25/2011	34,161.00	35,749.00	-1,588.00
1200. MURPHY OIL CORP COM	12/22/2010	05/25/2011	81,615.00	89,095.00	-7,480.00
3195. MYLAN LABS INC	05/25/2011	06/27/2011	74,040.00	74,076.00	-36.00
5638. NCR CORP W/I	10/20/2011	12/22/2011	92,275.00	100,671.00	-8,396.00
415. NII HLDGS INC COM	05/25/2011	10/20/2011	11,937.00	17,577.00	-5,640.00
5. NII HLDGS INC COM	06/27/2011	10/20/2011	144.00	205.00	-61.00
15. NII HLDGS INC COM	11/22/2010	10/20/2011	431.00	594.00	-163.00
700. NII HLDGS INC COM	10/22/2010	10/20/2011	20,134.00	26,742.00	-6,608.00
1728. NETAPP INC COM	10/20/2011	12/22/2011	62,285.00	64,107.00	-1,822.00
825. NINTENDO LTD ADR	10/22/2010	05/25/2011	23,310.00	27,287.00	-3,977.00
44. NINTENDO LTD ADR	11/22/2010	05/25/2011	1,243.00	1,431.00	-188.00
38. NORDSTROM INCORPORATED	11/22/2010	05/25/2011	1,714.00	1,602.00	112.00
1125. NORDSTROM INCORPORAT	10/22/2010	05/25/2011	50,749.00	41,543.00	9,206.00
607. OCCIDENTAL PETROLEUM	10/22/2010	05/25/2011	62,572.00	47,997.00	14,575.00
5. OCCIDENTAL PETROLEUM CO	06/27/2011	12/22/2011	470.00	494.00	-24.00
85. OCCIDENTAL PETROLEUM C	10/20/2011	12/22/2011	7,990.00	7,104.00	886.00
23. OCEANEERING INTL INC C	12/22/2010	05/25/2011	1,825.00	1,735.00	90.00
954. OCEANEERING INTL INC	12/22/2010	10/20/2011	39,238.00	35,983.00	3,255.00
5. OCEANEERING INTL INC CO	06/27/2011	10/20/2011	206.00	188.00	18.00
8. OIL STS INTL INC COM	11/22/2010	05/25/2011	606.00	461.00	145.00
525. OIL STS INTL INC COM	10/22/2010	05/25/2011	39,751.00	26,500.00	13,251.00
500. ORACLE SYS CORP	05/25/2011	10/20/2011	15,576.00	16,620.00	-1,044.00
3612. ORACLE SYS CORP	05/25/2011	12/22/2011	92,664.00	120,063.00	-27,399.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1400. ORACLE SYS CORP	12/22/2010	12/22/2011	35,916.00	44,401.00	-8,485.00
30. ORACLE SYS CORP	06/27/2011	12/22/2011	770.00	949.00	-179.00
1275. OWENS CORNING INC NE	10/22/2010	05/25/2011	45,350.00	36,311.00	9,039.00
28. OWENS CORNING INC NEW	11/22/2010	05/25/2011	996.00	733.00	263.00
1115. P G & E CORPORATION	10/22/2010	05/25/2011	47,595.00	53,069.00	-5,474.00
350. PNC BK CORP	05/25/2011	10/20/2011	18,287.00	21,362.00	-3,075.00
10. PNC BK CORP	06/27/2011	10/20/2011	522.00	579.00	-57.00
274. PNC BK CORP	11/22/2010	10/20/2011	14,316.00	15,185.00	-869.00
25. PPG INDUSTRIES INC	06/27/2011	12/22/2011	2,061.00	2,171.00	-110.00
900. PPL CORPORATION	05/25/2011	10/20/2011	25,932.00	24,944.00	988.00
15. PPL CORPORATION	06/27/2011	10/20/2011	432.00	410.00	22.00
1425. PPL CORPORATION	10/22/2010	10/20/2011	41,059.00	38,497.00	2,562.00
29. PPL CORPORATION	11/22/2010	10/20/2011	836.00	740.00	96.00
1511. PACKAGING CORP OF AM	10/22/2010	05/25/2011	42,721.00	36,325.00	6,396.00
800. PARKER HANNIFIN CORPO	12/22/2010	05/25/2011	69,922.00	68,533.00	1,389.00
500. PEABODY ENERGY CORP C	12/22/2010	05/25/2011	29,318.00	31,703.00	-2,385.00
1319. PEPSICO INCORPORATED	05/25/2011	10/20/2011	81,757.00	92,772.00	-11,015.00
15. PEPSICO INCORPORATED	06/27/2011	10/20/2011	930.00	1,036.00	-106.00
25. PEPSICO INCORPORATED	10/22/2010	10/20/2011	1,550.00	1,627.00	-77.00
77. PEPSICO INCORPORATED	11/22/2010	10/20/2011	4,773.00	4,951.00	-178.00
3296. PFIZER INC	05/25/2011	06/27/2011	66,250.00	67,980.00	-1,730.00
200. PFIZER INC	10/20/2011	12/22/2011	4,317.00	3,747.00	570.00
66. PHILIP MORRIS INTL INC	11/22/2010	05/25/2011	4,578.00	3,895.00	683.00
50. PHILIP MORRIS INTL INC	10/20/2011	12/22/2011	3,888.00	3,425.00	463.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust
KATHARINE MATTHIES FOUNDATION

Employer identification number
06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 163. POTASH CORP SASK INC	05/25/2011	06/27/2011	8,804.00	8,870.00	-66.00
528. POTASH CORP SASK INC	11/22/2010	06/27/2011	28,519.00	24,614.00	3,905.00
43. PRICE T ROWE GROUP INC	11/22/2010	05/25/2011	2,681.00	2,504.00	177.00
509. PRICE T ROWE GROUP IN	10/22/2010	05/25/2011	31,738.00	28,018.00	3,720.00
5. PRICE T ROWE GROUP INC	06/27/2011	12/22/2011	283.00	289.00	-6.00
55. PRICELINE COM INC COM	11/22/2010	05/25/2011	27,545.00	22,771.00	4,774.00
3100. PROCTER & GAMBLE CO	12/22/2010	05/25/2011	205,127.00	201,184.00	3,943.00
1500. PRUDENTIAL FINL INC	12/22/2010	05/25/2011	92,853.00	89,952.00	2,901.00
75. PUBLIC SERVICE ENTERPR INC	10/20/2011	12/22/2011	2,406.00	2,500.00	-94.00
380. QUALCOMM INC	05/25/2011	10/20/2011	19,879.00	21,740.00	-1,861.00
1755. RAYTHEON CO COM NEW	05/25/2011	10/20/2011	74,391.00	88,243.00	-13,852.00
10. RAYTHEON CO COM NEW	06/27/2011	10/20/2011	424.00	482.00	-58.00
16. RIO TINTO PLC SPONSORE	05/25/2011	06/27/2011	1,095.00	1,081.00	14.00
430. RIO TINTO PLC SPONSOR	10/22/2010	06/27/2011	29,441.00	27,661.00	1,780.00
2210. ROCHE HLDG LTD SPONS	05/25/2011	10/20/2011	87,890.00	93,693.00	-5,803.00
10. ROCHE HLDG LTD SPONSOR	06/27/2011	10/20/2011	398.00	414.00	-16.00
1256. ROYAL DUTCH SHELL PL ADR CL A	05/25/2011	10/20/2011	87,254.00	86,631.00	623.00
290. ROYAL DUTCH SHELL PLC ADR CL A	06/27/2011	10/20/2011	20,146.00	19,779.00	367.00
2731. SAFEWAY INC COM NEW	05/25/2011	10/20/2011	49,663.00	66,761.00	-17,098.00
15. SAFEWAY INC COM NEW	06/27/2011	10/20/2011	273.00	339.00	-66.00
1701. ST JUDE MEDICAL INCO	05/25/2011	12/22/2011	59,497.00	84,170.00	-24,673.00
10. ST JUDE MEDICAL INCORP	06/27/2011	12/22/2011	350.00	464.00	-114.00
217. ST JUDE MEDICAL INCOR	10/20/2011	12/22/2011	7,590.00	8,247.00	-657.00
800. SANDISK CORP	12/22/2010	05/25/2011	36,139.00	40,818.00	-4,679.00

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

SCHEDULE D-1 (Form 1041)
Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 42. SCHLUMBERGER LIMITED	11/22/2010	05/25/2011	3,539.00	3,157.00	382.00
1221. SOUTHWESTERN ENERGY	10/22/2010	05/25/2011	52,921.00	41,483.00	11,438.00
12274. SPRINT CORPORATION	05/25/2011	10/20/2011	33,385.00	72,539.00	-39,154.00
65. SPRINT CORPORATION	06/27/2011	10/20/2011	177.00	332.00	-155.00
2400. STAPLES INCORPORATED	12/22/2010	05/25/2011	39,948.00	54,071.00	-14,123.00
4480. SYMANTEC CORP	06/27/2011	12/22/2011	69,507.00	85,680.00	-16,173.00
274. SYMANTEC CORP	10/20/2011	12/22/2011	4,251.00	4,903.00	-652.00
3101. TD AMERITRADE HLDG C	05/25/2011	06/27/2011	57,252.00	64,543.00	-7,291.00
300. TARGET CORP	12/22/2010	05/25/2011	14,745.00	18,075.00	-3,330.00
37. TARGET CORP	11/22/2010	05/25/2011	1,819.00	2,068.00	-249.00
38. TERADATA CORP DELAWARE	11/22/2010	05/25/2011	2,069.00	1,539.00	530.00
823. TERADATA CORP DELAWAR	10/22/2010	05/25/2011	44,819.00	31,641.00	13,178.00
380. TERADATA CORP DELAWAR	06/27/2011	12/22/2011	18,283.00	22,041.00	-3,758.00
22. TERADATA CORP DELAWARE	10/20/2011	12/22/2011	1,059.00	1,212.00	-153.00
26. THERMO ELECTRON CORP	11/22/2010	05/25/2011	1,671.00	1,328.00	343.00
725. THERMO ELECTRON CORP	10/22/2010	05/25/2011	46,592.00	36,000.00	10,592.00
1540. THERMO ELECTRON CORP	10/20/2011	12/22/2011	70,204.00	78,689.00	-8,485.00
49. TIBCO SOFTWARE INC COM	11/22/2010	05/25/2011	1,362.00	952.00	410.00
1950. TIBCO SOFTWARE INC C	10/22/2010	05/25/2011	54,200.00	36,329.00	17,871.00
11. TRANSDIGM GROUP INC CO	11/22/2010	05/25/2011	878.00	751.00	127.00
625. TRANSDIGM GROUP INC C	10/22/2010	05/25/2011	49,908.00	40,623.00	9,285.00
100. UNION PAC CORP COM	12/22/2010	05/25/2011	10,151.00	9,186.00	965.00
17. UNION PAC CORP COM	11/22/2010	05/25/2011	1,726.00	1,526.00	200.00
222. UNITED PARCEL SERVICE	10/22/2010	05/25/2011	16,138.00	15,487.00	651.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. UNITED PARCEL SERVICE	06/27/2011	10/20/2011	685.00	714.00	-29.00
1303. UNITED PARCEL SERVIC	10/22/2010	10/20/2011	89,318.00	90,901.00	-1,583.00
656. UNITED PARCEL SERVICE	11/22/2010	10/20/2011	44,968.00	44,825.00	143.00
73. UNITED TECHNOLOGIES CO	05/25/2011	10/20/2011	5,308.00	6,275.00	-967.00
10. UNITED TECHNOLOGIES CO	06/27/2011	10/20/2011	727.00	851.00	-124.00
56. UNITED TECHNOLOGIES CO	12/22/2010	10/20/2011	4,072.00	4,455.00	-383.00
44. UNITED TECHNOLOGIES CO	12/22/2010	12/22/2011	3,233.00	3,500.00	-267.00
327. VIACOM INC CL B COM	05/25/2011	10/20/2011	13,766.00	16,417.00	-2,651.00
376. VIACOM INC CL B COM	05/25/2011	12/22/2011	16,824.00	18,877.00	-2,053.00
10. VIACOM INC CL B COM	06/27/2011	12/22/2011	447.00	486.00	-39.00
493. VISA INC CL A COM	10/22/2010	10/20/2011	45,022.00	39,147.00	5,875.00
31. WAL-MART STORES INCORP	11/22/2010	05/25/2011	1,681.00	1,676.00	5.00
1990. WALGREEN CO	06/27/2011	10/20/2011	66,873.00	83,466.00	-16,593.00
173. WELLS FARGO COMPANY	11/22/2010	05/25/2011	4,785.00	4,651.00	134.00
600. WELLS FARGO COMPANY	10/22/2010	05/25/2011	16,596.00	15,597.00	999.00
7320. XEROX CORPORATION	06/27/2011	10/20/2011	55,009.00	73,163.00	-18,154.00
850. ZIMMER HLDGS INC COM	10/22/2010	05/25/2011	56,811.00	43,650.00	13,161.00
10. ZIMMER HLDGS INC COM	11/22/2010	05/25/2011	668.00	500.00	168.00
1883. AXIS CAPITAL HOLDING	05/25/2011	10/20/2011	51,678.00	61,403.00	-9,725.00
10. AXIS CAPITAL HOLDINGS	06/27/2011	10/20/2011	274.00	309.00	-35.00
10. ACCENTURE PLC CL A COM	06/27/2011	10/20/2011	568.00	572.00	-4.00
25. ACCENTURE PLC CL A COM	05/25/2011	10/20/2011	1,420.00	1,420.00	
201. ACCENTURE PLC CL A CO	12/22/2010	10/20/2011	11,418.00	9,823.00	1,595.00
1199. ACCENTURE PLC CL A C	12/22/2010	12/22/2011	63,026.00	58,597.00	4,429.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1048. COOPER INDS PLC NEW	05/25/2011	06/27/2011	61,335.00	64,482.00	-3,147.00
38. INGERSOLL-RAND CO LTD	11/22/2010	05/25/2011	1,854.00	1,541.00	313.00
1325. INGERSOLL-RAND CO LT	10/22/2010	05/25/2011	64,655.00	51,763.00	12,892.00
2135. XL GROUP PLC COM	05/25/2011	10/20/2011	43,028.00	49,496.00	-6,468.00
10. XL GROUP PLC COM	06/27/2011	10/20/2011	202.00	215.00	-13.00
700. ACE LTD COM	12/22/2010	05/25/2011	47,346.00	43,411.00	3,935.00
1954. WEATHERFORD INTL LTD	10/22/2010	05/25/2011	38,444.00	33,794.00	4,650.00
900. FOSTER WHEELER AG COM	12/22/2010	05/25/2011	29,248.00	31,214.00	-1,966.00
1030. TE CONNECTIVITY LTD	10/22/2010	05/25/2011	36,559.00	32,471.00	4,088.00
75. TYCO INTL LTD NEW F CO	06/27/2011	12/22/2011	3,481.00	3,546.00	-65.00
275. MILLICOM INTL CELLULA	10/22/2010	05/25/2011	28,614.00	25,986.00	2,628.00
16. MILLICOM INTL CELLULAR	11/22/2010	05/25/2011	1,665.00	1,472.00	193.00
300. LYONDELLBASELL INDUST COM	12/22/2010	05/25/2011	12,382.00	9,760.00	2,622.00
763. LYONDELLBASELL INDUST COM	11/22/2010	05/25/2011	31,492.00	22,068.00	9,424.00
900. AVAGO TECHNOLOGIES LT	12/22/2010	05/25/2011	30,634.00	25,212.00	5,422.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -94,813.00

* INDICATES WASH SALE

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

KATHARINE MATTHIES FOUNDATION

Employer identification number 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4975. AT&T INC	03/10/1993	05/25/2011	154,558.00	51,810.00	102,748.00
400. ABBOTT LABORATORIES	11/30/2007	05/25/2011	21,191.00	22,951.00	-1,760.00
77. ABBOTT LABORATORIES	10/31/2007	05/25/2011	4,079.00	4,341.00	-262.00
200. ABBOTT LABORATORIES	06/08/2009	05/25/2011	10,596.00	8,928.00	1,668.00
300. ABBOTT LABORATORIES	08/06/2009	05/25/2011	15,894.00	13,094.00	2,800.00
500. ABBOTT LABORATORIES	08/21/2003	05/25/2011	26,489.00	18,151.00	8,338.00
500. ABBOTT LABORATORIES	09/09/2002	05/25/2011	26,489.00	17,846.00	8,643.00
975. CISCO SYSTEMS INCORPO	12/21/1998	06/27/2011	14,623.00	22,867.00	-8,244.00
78. CISCO SYSTEMS INCORPOR	11/21/1998	06/27/2011	1,170.00	1,824.00	-654.00
500. CISCO SYSTEMS INCORPO	06/12/2009	06/27/2011	7,499.00	9,868.00	-2,369.00
500. CISCO SYSTEMS INCORPO	07/08/2003	06/27/2011	7,499.00	9,235.00	-1,736.00
872. COCA COLA CO COM	01/24/1994	05/25/2011	58,394.00	17,852.00	40,542.00
924. FREEPORT-MCMORAN COPP INC COM	10/22/2010	12/22/2011	35,393.00	43,315.00	-7,922.00
355. INTERNATIONAL BUSINES	12/02/1993	05/25/2011	59,533.00	4,803.00	54,730.00
760. INTERNATIONAL BUSINES	12/02/1993	06/27/2011	127,402.00	10,283.00	117,119.00
100. MICROSOFT CORPORATION	01/26/2000	10/20/2011	2,664.00	5,109.00	-2,445.00
72. MICROSOFT CORPORATION	12/27/1999	10/20/2011	1,918.00	3,487.00	-1,569.00
656. MICROSOFT CORPORATION	04/25/2001	10/20/2011	17,476.00	22,816.00	-5,340.00
344. MICROSOFT CORPORATION	04/25/2001	12/22/2011	8,861.00	11,964.00	-3,103.00
1000. MICROSOFT CORPORATIO	02/07/2002	12/22/2011	25,759.00	30,505.00	-4,746.00
500. MICROSOFT CORPORATION	06/09/2003	12/22/2011	12,880.00	11,910.00	970.00
16. MONSANTO CO NEW COM	10/31/2007	05/25/2011	1,103.00	1,478.00	-375.00
175. MONSANTO CO NEW COM	08/27/2009	05/25/2011	12,063.00	14,471.00	-2,408.00
200. MONSANTO CO NEW COM	06/05/2009	05/25/2011	13,787.00	16,387.00	-2,600.00
410. OCCIDENTAL PETROLEUM	10/22/2010	12/22/2011	38,540.00	32,420.00	6,120.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 800. PEPSICO INCORPORATED	05/01/2009	10/20/2011	49,588.00	39,916.00	9,672.00
500. PEPSICO INCORPORATED	02/08/1999	10/20/2011	30,992.00	19,310.00	11,682.00
500. PEPSICO INCORPORATED	01/27/1998	10/20/2011	30,992.00	17,966.00	13,026.00
191. PHILIP MORRIS INTL IN	03/13/2008	05/25/2011	13,248.00	9,638.00	3,610.00
20. PRICE T ROWE GROUP INC	10/22/2010	12/22/2011	1,132.00	1,101.00	31.00
1100. SCHLUMBERGER LIMITED	04/27/2007	05/25/2011	92,685.00	82,739.00	9,946.00
300. SCHLUMBERGER LIMITED	08/06/2009	05/25/2011	25,278.00	16,067.00	9,211.00
200. SCHLUMBERGER LIMITED	05/01/2009	05/25/2011	16,852.00	9,849.00	7,003.00
375. TARGET CORP	12/28/1998	05/25/2011	18,431.00	9,304.00	9,127.00
1000. TARGET CORP	12/21/1998	05/25/2011	49,150.00	24,435.00	24,715.00
502. TERADATA CORP DELAWAR	10/22/2010	12/22/2011	24,153.00	19,300.00	4,853.00
625. UNION PAC CORP COM	07/18/2003	05/25/2011	63,446.00	18,359.00	45,087.00
200. UNION PAC CORP COM	02/06/2003	05/25/2011	20,303.00	5,647.00	14,656.00
250000. UNITED STATES TREA 02/15/01 5.000% DUE 02/15/1	04/30/2001	02/15/2011	250,000.00	250,000.00	
40. UNITED TECHNOLOGIES CO	11/22/2010	12/22/2011	2,939.00	2,979.00	-40.00
216. UNITED TECHNOLOGIES C	01/24/1994	12/22/2011	15,870.00	1,754.00	14,116.00
1563. VIACOM INC CL B COM	10/22/2010	12/22/2011	69,936.00	58,365.00	11,571.00
18. VISA INC CL A COM	09/22/2010	10/20/2011	1,644.00	1,563.00	81.00
775. WAL-MART STORES INCOR	09/02/2009	05/25/2011	42,032.00	39,475.00	2,557.00
2000. WELLS FARGO COMPANY	03/30/1998	05/25/2011	55,319.00	33,393.00	21,926.00
4000. WELLS FARGO COMPANY	04/24/1997	05/25/2011	110,639.00	47,070.00	63,569.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 574,544.00

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KATHARINE MATTHIES FOUNDATION
06-6261860
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
Y0486S104	AVAGO TECHNOLOGIES LTD	2875.000	83,478.79	82,972 50
H89128104	TYCO INTL LTD	2623.000	121,951.62	122,520.33
G98290102	XL GROUP PLC	4000.000	80,463.20	79,080.00
G5876H105	MARVELL TECHNOLOGY GROUP LTD	4425.000	63,431.94	61,286 25
G2554F113	COVIDIEN PLC	2254.000	118,763.42	101,452.54
993361880	GOVERNMENT CREDIT CTF	122501.771	963,722.02	983,615.72
98956P102	ZIMMER HLDGS INC	939.000	49,614.41	50,161.38
949746NX5	WELLS FARGO & CO	250000.000	240,275.00	284,882.50
949746101	WELLS FARGO & CO	8371.000	215,054.79	230,704.76
92826C839	VISA INC	1732.000	145,089.95	175,849.96
92343V104	VERIZON COMMUNICATIONS INC	5850.000	217,542.49	234,702.00
913017109	UNITED TECHNOLOGIES CORP	1059.000	8,597.09	77,402.31
912828AP5	UNITED STATES TREAS NT	250000.000	240,458.98	258,330.00
912810EQ7	UNITED STATES TREAS BD	250000.000	239,640.63	357,812.50
912810DX3	UNITED STATES TREAS BD	250000.000	242,265.63	329,667.50
907818108	UNION PAC CORP	1358.000	131,099.27	143,866.52
896945201	TRIPADVISOR INC	1322.500	0.00	33,340.23
87612EAH9	TARGET CORP	250000.000	257,307.50	252,097.50
854502101	STANLEY BLACK & DECKER INC	375.000	25,464.38	25,350.00
816851109	SEMPRA ENERGY	2389.000	127,501.38	131,395.00
78387GAP8	SBC COMMUNICATIONS INC	250000.000	252,550.00	275,360.00
780259206	ROYAL DUTCH SHELL PLC	1725.000	125,916.04	126,080.25
747525103	QUALCOMM INC	3041.000	172,373.00	166,342.70
744573106	PUBLIC SVC ENTERPRISE GROUP	2369.000	78,973.46	78,200.69
741503403	PRICELINE COM INC	181.000	85,141.50	84,655.51
74144T108	PRICE T ROWE GROUP INC	872.000	47,849.74	49,660.40
73755L107	POTASH CORP SASK INC	1500.000	63,967.50	61,920.00
718172109	PHILIP MORRIS INTL INC	2093.000	100,834.76	164,258.64
717081103	PFIZER INC	7233.000	135,510.26	156,522.12
713448108	PEPSICO INC	2425.000	160,175.86	160,898.75
701094104	PARKER HANNIFIN CORP	1225.000	93,360.81	93,406.25
693506107	PPG INDS INC	1066.000	88,824.27	89,000.34
693475105	PNC FINL SVCS GROUP INC	1855.000	81,633.84	106,977.85
674599105	OCCIDENTAL PETE CORP DEL	940.000	74,328.91	88,078.00

KATHARINE MATTHIES FOUNDATION
06-6261860
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
670008101	NOVELLUS SYS INC	1650.000	67,486.82	68,128.50
637071101	NATIONAL OILWELL VARCO INC	1750.000	121,675.84	118,982.50
58933Y105	MERCK & CO INC	5725.000	152,244.31	215,832.50
589331AH0	MERCK & CO INC	250000.000	249,180.00	260,742.50
58405U102	MEDCO HLTH SOLUTIONS INC	1934.000	105,185.23	108,110.60
582839106	MEAD JOHNSON NUTRITION CO	544.000	39,154 02	37,389.12
55616P104	MACYS INC	4060.000	115,124.47	130,650.80
544147101	LORILLARD INC	776.000	88,956.67	88,464.00
532716107	LIMITED BRANDS INC	2008.000	65,085.41	81,022.80
53071M104	LIBERTY INTERACTIVE CORP	7495.000	112,415.55	121,531.43
50075N104	KRAFT FOODS INC	2269.000	79,693.63	84,769.84
494368103	KIMBERLY CLARK CORP	1731.000	124,558.26	127,332.36
48242W106	KBR INC	2026.000	65,650.54	56,464.62
46625H100	J P MORGAN CHASE & CO	4949.000	160,803.63	164,554.25
464287739	ISHARES TR	4500.000	226,988.50	255,645.00
464287507	ISHARES S&P MIDCAP 400 INDEX	1000.000	65,360.00	87,610.00
464287465	ISHARES MSCI EAFE INDEX	8400.000	523,857.10	416,052.00
464287234	ISHARES MSCI EMERGING MKTS INDEX	6000.000	252,004.80	227,640.00
461202103	INTUIT	1528.000	78,387.43	80,357.52
459200101	INTERNATIONAL BUSINESS MACHS	1225.000	223,132.16	225,253.00
45865V100	INTERCONTINENTAL EXCHANGE INC	571.000	67,917.84	68,834.05
458140100	INTEL CORP	5575.000	131,792.44	135,193.75
445658107	HUNT J B TRANS SVCS INC	1604.000	67,761.54	72,292.28
444859102	HUMANA INC	631.000	46,616.77	55,281.91
427866108	HERSHEY CO	1370.000	81,857.36	84,638.60
416515104	HARTFORD FINL SVCS GROUP INC	2106.000	55,817.73	34,222.50
406216101	HALLIBURTON CO	2650.000	110,634.23	91,451.50
38259P508	GOOGLE INC	338.000	207,769.08	218,314.20
38141G104	GOLDMAN SACHS GROUP INC	665.000	87,893.46	60,135.95
369604103	GENERAL ELEC CO	9325.000	168,243.51	167,010.75
354613101	FRANKLIN RES INC	823.000	93,949.99	79,057.38
316773100	FIFTH THIRD BANCORP	6700.000	86,430.67	85,224.00
302993993	MID CAP VALUE CTF	19040.854	354,130.34	329,252.54
30212P303	EXPEDIA INC DEL	1072.500	58,701.15	31,123.95

KATHARINE MATTHIES FOUNDATION
06-6261860
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
30161N101	EXELON CORP	2875.000	124,682.14	124,688.75
278642103	EBAY INC	4228.000	131,031.53	128,235.24
268648102	EMC CORP	7502.000	165,986.72	161,593.08
26138E109	DR PEPPER SNAPPLE INC	1457.000	57,335.72	57,522.36
260003108	DOVER CORP	1046.000	54,524.11	60,720.30
25470M109	DISH NETWORK CORP	2732.000	60,765.75	77,807.36
237194105	DARDEN RESTAURANTS INC	1717.000	84,685.29	78,260.86
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	250000.000	252,982.50	263,340.00
212015101	CONTINENTAL RES INC	824.000	50,494.02	54,969.04
20030N101	COMCAST CORP	5892.000	117,636.29	139,699.32
19765L694	COLUMBIA STRATEGIC INCOME FUND	117177.170	657,904.05	698,375.93
19765J764	COLUMBIA SMALL CAP VALUE FUND	13788.550	200,000.00	184,490.80
19765H586	COLUMBIA INTERNATIONAL VALUE	7953.471	188,000.00	96,157.46
19763T889	COLUMBIA INCOME OPPORTUNITIES	74499.474	659,000.00	695,080.09
197199813	COLUMBIA ACORN INTERNATIONAL	7506.054	304,000.00	257,532.71
197199409	COLUMBIA ACORN FUND	7237.743	175,000.00	199,472.20
172967424	CITIGROUP INC	4024.000	134,167.16	105,871.44
166764100	CHEVRON CORP	3032.000	124,256.66	322,604.80
150870103	CELANESE CORP DEL	1888.000	75,159.70	83,581.76
1261292H7	INTERNATIONAL EQUITY CTF	14316.184	313,773.73	248,858.23
1261291Q8	SMALL CAP CTF	52913.354	1,017,683.28	975,007.92
125509109	CIGNA CORP	2077.000	78,501.87	87,234.00
09062X103	BIOGEN IDEC INC	900.000	99,611.91	99,045.00
037833100	APPLE INC	882.000	278,646.34	357,210.00
037411105	APACHE CORP	1185.000	113,571.39	107,337.30
032511107	ANADARKO PETE CORP	1025.000	78,050.27	78,238.25
018490102	ALLERGAN INC	942.000	71,163.77	82,651.08
002824100	ABBOTT LABS	2641.000	144,029.66	148,503.43
	Cash/Cash Equivalent	333535.190	333,535.19	333,535.19
		Totals:	15,815,801.97	16,494,041.60