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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
MATRIX FOUNDATION

% ELAINE D MARSHALL

Number and street (or P O box number if mail is not delivered to street address)
2107 W HIDDEN RESERVE COURT

Room/suite

City or town, state, and ZIP code
MEQUON, WI 53092

A Employer identification number
39-1999556

B Telephone number (see page 10 of the instructions)
(262) 242-2880

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 400,590

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10	10	10	
	4 Dividends and interest from securities.	9,241	9,241	9,241	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,843			
	b Gross sales price for all assets on line 6a <u>245,202</u>				
	7 Capital gain net income (from Part IV , line 2)		2,843		
	8 Net short-term capital gain			0	
	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)				
	12 Total. Add lines 1 through 11	12,094	12,094	9,251	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,105	0	0	1,105
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	4,209	4,209	4,209	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	276	194	194	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	5,590	4,403	4,403	1,105
	25 Contributions, gifts, grants paid	80,000			80,000
	26 Total expenses and disbursements. Add lines 24 and 25	85,590	4,403	4,403	81,105
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-73,496			
	b Net investment income (if negative, enter -0-)		7,691		
	c Adjusted net income (if negative, enter -0-)			4,848	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	80,202	138,467	138,467
	3	Accounts receivable ▶ <u>227</u>			
		Less allowance for doubtful accounts ▶ _____	617	227	227
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	373,602	242,231	261,896
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	454,421	380,925	400,590

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)	0	0	

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.			
	27	Capital stock, trust principal, or current funds	454,421	380,925	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	454,421	380,925	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	454,421	380,925	

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	454,421
2	Enter amount from Part I, line 27a	2	-73,496
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	380,925
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	380,925

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,843
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	71,100	480,448	0 147987
2009	81,085	520,997	0 155634
2008	83,599	621,719	0 134464
2007	108,485	771,435	0 140628
2006	62,535	446,508	0 140053
2	Total of line 1, column (d).		2 0 718766
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 143753
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 446,567
5	Multiply line 4 by line 3.		5 64,195
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 77
7	Add lines 5 and 6.		7 64,272
8	Enter qualifying distributions from Part XII, line 4.		8 81,105
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of 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	77
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	77
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	77
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	265	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	265
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	188
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 188	Refunded	11	

Part VII-AStatements Regarding Activities

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? ☒		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ☒	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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?	5		No
	If "Yes," attach the statement required by General Instruction T. ☒			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WI			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of ELAINE D MARSHALL Telephone no (262) 242-2880 Located at 2107 W HIDDEN RESERVE COURT MEQUON WI ZIP+4 53092			
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.			
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?		Yes	No
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELAINE MARSHALL 	TRUSTEE	0		
2107 WHIDDEN RESERVE COURT MEQUON, WI 53092	0			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	107,514
b	Average of monthly cash balances.	1b	345,854
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	453,368
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	453,368
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	6,801
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	446,567
6	Minimum investment return. Enter 5% of line 5.	6	22,328

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	22,328
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	77
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	77
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	22,251
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	22,251
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	22,251

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	81,105
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	81,105
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	77
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	81,028
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				22,251
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	46,119			
b From 2007.	70,359			
c From 2008.	52,928			
d From 2009.	55,375			
e From 2010.	47,245			
f Total of lines 3a through e.	272,026			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 81,105				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				22,251
e Remaining amount distributed out of corpus	58,854			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	330,880			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	46,119			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	284,761			
10 Analysis of line 9				
a Excess from 2007. . . .	70,359			
b Excess from 2008. . . .	52,928			
c Excess from 2009. . . .	55,375			
d Excess from 2010. . . .	47,245			
e Excess from 2011. . . .	58,854			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

ELAINE D MARSHALL

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> STATEMENT SEE STATEMENT SEE STATEMENT, WI 53092		PUBLIC CHARITIES	SEE STATEMENT	80,000
Total			3a	80,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	10	
4 Dividends and interest from securities.			14	9,241	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,843	
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).				12,094	
13 Total. Add line 12, columns (b), (d), and (e).			13		12,094

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-04-25	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  Stephen M Fisher		Date	Check if self-employed 
		Firm's name  STEPHEN M FISHER & ASSOCIATES LLP		Firm's EIN 	
Firm's address  11414 W PARK PLACE SUITE 107 MILWAUKEE, WI 532243500		Phone no (414) 359-9066			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

TY 2011 Compensation Explanation

Name: MATRIX FOUNDATION

EIN: 39-1999556

Person Name	Explanation
ELAINE MARSHALL	AS REQUIRED BUT LESS THAN FULL TIME

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: MATRIX FOUNDATION

EIN: 39-1999556

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2011 Land, Etc. Schedule

Name: MATRIX FOUNDATION

EIN: 39-1999556

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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MATRIX FOUNDATION

39-1999556

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

LINE	DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LINE 3 -	INCOME ON SAVINGS			
	AND TEMPORARY CASH INVESTMENTS			
	RBC DAIN RAUSCHER PRIME MONEY MARKET FUND	3	3	3
	RBC DAIN RAUSCHER PRIME MONEY MARKET FUND	7	7	7
	TOTAL INCOME ON SAVINGS AND SHORT-TERM INVESTMENTS	10	10	10
LINE	INTEREST AND DIVIDENDS FROM SECURITIES			
	INTEREST INCOME			
	ISHARES BARCLAYS TREASURY INFLATION PROTECTED	799	799	799
	MARKET VECTORS EMERGING MARKETS LOCAL CURRENCY BOND FUND	1,130	1,130	1,130
	ISHARES J.P. MORGAN EMERGING MARKETS BOND FUND	1,909	1,909	1,909
	ISHARES IBOXX CORPORATE GRADE BOND FUND	845	845	845
	TOTAL INTEREST INCOME	4,683	4,683	4,683
	DIVIDEND INCOME			
	ISHARES NORTH AMERICAN NATURAL RESOURCE INDEX	114	114	114
	ISHARES RUSSELL MIDCAP GROWTH INDEX	35	35	35
	ISHARES S&P U.S. PREFERRED STOCK INDEX	2,008	2,008	2,008
	ISHARES MSCI EMERGING MARKETS INDEX	1,065	1,065	1,065
	ISHARES RUSSELL 1000 VALUE INDEX	295	295	295
	ISHARES RUSSELL 1000 GROWTH INDEX	762	762	762
	MARKET VECTORS GOLD TRUST	63	63	63
	SPDR S&P EMERGING MARKETS SMALL CAP INDEX	125	125	125
	SPDR S&P INTERNATIONAL SMALL CAP INDEX	93	93	93
	TOTAL DIVIDEND INCOME	4,558	4,558	4,558

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
<u>INCOME AND CAPITAL GAINS DISTRIBUTIONS FROM MUTUAL FUNDS</u>				
NONE	-	-	-	
<u>SUMMARY</u>				
TOTAL INTEREST INCOME	4,683	4,683	4,683	
TOTAL DIVIDEND INCOME	4,558	4,558	4,558	
TOTAL CAPITAL GAINS DISTRIBUTIONS	-	-	-	
TOTAL	9,241	9,241	9,241	
LINE 16a <u>LEGAL FEES</u>				
STEPHEN M. FISHER & ASSOCIATES LLP, ATTORNEY'S FEES AND DISBURSEMENTS	1,105	NONE	NONE	1,105
LINE 16c <u>OTHER PROFESSIONAL FEES</u>				
RBC WEALTH MANAGEMENT, INVESTMENT MANAGEMENT FEES	4,209	4,209	4,209	NONE
LINE 18 <u>TAXES</u>				
U.S. TREASURY, 2010 EXCISE TAX INVESTMENT INCOME	82	NONE	NONE	NONE
FOREIGN TAXES WITHHELD AT SOURCE	194	194	194	NONE
TOTAL	276	194	194	NONE

MATRIX FOUNDATION

39-1999556

FORM 990-PF, PART II - BALANCE SHEET

LINE OTHER INVESTMENTS - MUTUAL FUNDS AND ETF'S

DESCRIPTION		ENDING BOOK VALUE	ENDING FAIR MARKET VALUE
663	SHS. ISHARES RUSSELL 1000 VALUE INDEX FUND	37,908	42,087
947	SHS. ISHARES RUSSELL 1000 GROWTH INDEX FUND	45,749	54,727
1,333	SHS. ISHARES MSCI EMERGING MARKETS INDEX	43,545	42,493
354	SHS. ISHARES J.P. MORGAN EMERGING MARKETS BOND FUND	36,108	38,852
780	SHS. MARKET VECTORS EMERGING MARKETS		
	LOCAL CURRENCY BOND FUND	20,694	19,118
166	SHS. ISHARES BARCLAYS TREASURY INFLATION PROTECTED	16,735	19,371
	LESS: RETURN OF CAPITAL	(268)	
198	SHS. MARKET VECTORS GOLD MINERS ETF	20,836	17,435
251	SHS. SPDR GOLD TRUST	20,925	27,814
TOTAL		242,231	261,896

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOMESHORT-TERM CAPITAL GAINS AND (LOSSES)

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR		GAIN OR (LOSS)
					OTHER BASIS		
39 SHS. ISHARES IBOX INVESTMENT GRADE CORPORATE	P	1/6/2011	2/9/2011	3,577	3,552	25	
205 SHS. ISHARES IBOX INVESTMENT GRADE CORPORATE	P	1/6/2011	8/16/2011	17,737	18,668	(932)	
67 SHS. ISHARES NORTH AMERICAN NATURAL RESOURCES	P	11/9/2010	2/9/2011	2,903	2,597	306	
120 SHS. ISHARES NORTH AMERICAN NATURAL RESOURCES	P	7/22/2011	11/2/2011	4,668	5,559	(891)	
100 SHS. ISHARES NORTH AMERICAN NATURAL RESOURCES	P	1/16/2011	11/2/2011	3,890	4,102	(212)	
249 SHS. ISHARES NORTH AMERICAN NATURAL RESOURCES	P	11/9/2010	11/2/2011	9,687	9,653	34	
451 SHS. ISHARES SILVER TRUST	P	8/27/2010	1/19/2011	12,809	8,407	4,402	
149 SHS. MARKET VECTORS EMERGING MARKETS LOCAL CURRENCY	P	1/6/2011	2/9/2011	3,872	3,953	(81)	
26 SHS. MARKET VECTORS GOLD MINERS	P	11/9/2010	2/9/2011	1,466	1,592	(126)	
86 SHS. ISHARES GOLD TRUST	P	1/29/2010	1/6/2011	11,511	9,082	2,429	
131 SHS. ISHARES EMERGING MARKETS SMALL CAP EQUITY	P	4/28/2010	2/9/2011	6,959	6,551	408	
390 SHS. ISHARES EMERGING MARKETS SMALL CAP EQUITY	P	10/6/2010	9/30/2011	15,232	21,983	(6,751)	
133 SHS. SPDR INTERNATIONAL SMALL CAP EQUITY	P	10/13/2010	2/9/2011	4,232	3,880	352	
692 SHS. SPDR INTERNATIONAL SMALL CAP EQUITY	P	10/13/2010	9/23/2011	17,300	20,185	(2,885)	
TOTAL SHORT-TERM CAPITAL GAINS AND (LOSSES)							(3,922)

LONG-TERM CAPITAL GAINS AND (LOSSES)

DESCRIPTION		HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR OTHER BASIS	GAIN OR (LOSS)
32	SHS. ISHARES BARCLAYS TREASURY INFLATION PROTECTED	P	10/3/2006		3,378	3,226	152
69	SHS. ISHARES J.P. MORGAN EMERGING MARKETS BOND FUND	P	1/29/2010		7,225	6,984	241
63	SHS. ISHARES RUSSELL MIDCAP GROWTH INDEX	P	1/29/2010		3,764	2,786	978
333	SHS. ISHARES RUSSELL MIDCAP GROWTH INDEX	P	1/29/2010		20,981	14,725	6,256
254	SHS. ISHARES S&P U.S. PREFERRED STOCK INDEX	P	1/29/2010		9,949	9,479	470
575	SHS. ISHARES S&P U.S. PREFERRED STOCK INDEX	P	3/2/2010		20,887	22,075	(1,188)
152	SHS. ISHARES S&P U.S. PREFERRED STOCK INDEX	P	1/29/2010		5,521	5,673	(151)
21	SHS. ISHARES S&P U.S. PREFERRED STOCK INDEX	P	7/27/2010		763	824	(61)
544	SHS. ISHARES S&P U.S. PREFERRED STOCK INDEX	P	7/27/2010		20,577	21,350	(772)
213	SHS. ISHARES MSCI EMERGING MARKETS INDEX	P	1/29/2010		9,685	8,281	1,404
180	SHS. ISHARES RUSSELL 1000 GROWTH INDEX	P	1/29/2010		10,872	8,696	2,176
26	SHS. SPDR GOLD TRUST	P	1/29/2010		3,455	2,746	709
315	SHS. ISHARES EMERGING MARKETS SMALL CAP EQUITY	P	4/28/2010		12,303	15,751	(3,448)

TOTAL CAPITAL GAINS AND LOSSES

2,843

TOTAL PROCEEDS OF SALE

245,202

PART IV SCHEDULE

MATRIX FOUNDATION

39-1999556

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

INFORMATION REGARDING FUND MANAGERS

LINE 1a - 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.

ELAINE D. MARSHALL 2701 W. HIDDEN RESERVE COURT
MEQUON, WI 53092

LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

RECIPIENT NAME AND ADDRESS [AND RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR]	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
BOYS & GIRLS CLUBS OF MILWAUKEE MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
FEEDING AMERICA EASTERN WISCONSIN MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
MEDICAL COLLEGE OF WISCONSIN MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	10,000
NEXT DOOR FOUNDATION MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
PENINSULA SCHOOL OF ART FISH CREEK, WISCONSIN [DIRECTOR]	PUBLIC CHARITY	GRANT FOR OPERATIONS	20,000
UNIVERSITY OF WISCONSIN FOUNDATION MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	CAPITAL GRANT TO VETERINARY MEDICAL TEACHING HOSPITAL FUND	25,000
WISCONSIN HUMANE SOCIETY MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS FOR	5,000
	TOTAL		80,000