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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn 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

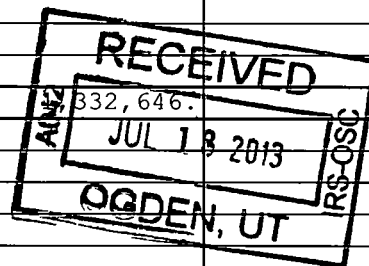
For calendar year 2011 or tax year beginning

12/01, 2011, and ending

11/30, 2012

Name of foundation MATTEI FOUNDATION		A Employer identification number 20-6376517
Number and street (or P O box number if mail is not delivered to street address) 6805 MORRISON BLVD. SUITE 370 ONE MORROCROFT CENTER	Room/suite	B Telephone number (see instructions) (704) 971-6060
City or town, state, and ZIP code CHARLOTTE, NC 28211		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,046,986. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	63,850.	63,850.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,268,796.			
b	Gross sales price for all assets on line 6a	6,198,059.			
7	Capital gain net income (from Part IV, line 2)		1,268,796.		
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)				
12	Total. Add lines 1 through 11	1,332,646.			
13	Compensation of officers, directors, trustees, etc.				
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) *	6,541.	6,541.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	16,854.	843.		4,214.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	13,056.	12,901.		
24	Total operating and administrative expenses. Add lines 13 through 23	36,451.	20,285.		4,214.
25	Contributions, gifts, grants paid	326,790.			324,761.
26	Total expenses and disbursements. Add lines 24 and 25	363,241.	20,285.		328,975.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	969,405.			
b	Net investment income (if negative, enter -0-)		1,312,361.		
c	Adjusted net income (if negative, enter -0-)				



Operating and Administrative Expenses

SCANNED JUL 22 2013

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ATCH 2

X

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	20,440.	32,598.	32,598.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	3,974,238.	3,517,270.	3,513,238.
	c	Investments - corporate bonds (attach schedule)	1,083,940.	2,500,000.	2,501,150.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	5,078,618.	6,049,868.	6,046,986.	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,078,618.	6,049,868.	
	30	Total net assets or fund balances (see instructions)	5,078,618.	6,049,868.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,078,618.	6,049,868.	

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	5,078,618.
2	Enter amount from Part I, line 27a	2	969,405.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 4	3	1,845.
4	Add lines 1, 2, and 3	4	6,049,868.
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	6,049,868.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,268,796.	
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	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 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	285,833.	6,340,646.	0.045079
2009	265,705.	5,904,863.	0.044998
2008	293,058.	5,425,187.	0.054018
2007	210,191.	6,480,585.	0.032434
2006	212,696.	6,694,302.	0.031773
2 Total of line 1, column (d)			2 0.208302
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 0.041660
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,165,025.
5 Multiply line 4 by line 3			5 256,835.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,124.
7 Add lines 5 and 6			7 269,959.
8 Enter qualifying distributions from Part XII, line 4 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			8 328,975.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	13,124.
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	13,124.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,124.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,841.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,341.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	7,217.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 7,217. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> J. SCOTT MATTEI Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ONE MORROCROFT CT. 6805 MORRISON 370 ZIP + 4 <input type="checkbox"/> 28211				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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	Yes	No
				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 <input type="checkbox"/>				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

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? ☐ Yes ☒ 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 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
ATTACHMENT 5		0	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
NONE				

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

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Form **990-PF** (2011)

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	6,213,820.
b	Average of monthly cash balances	1b	45,089.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,258,909.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,258,909.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,884.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,165,025.
6	Minimum investment return. Enter 5% of line 5	6	308,251.

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	308,251.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,124.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,124.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	295,127.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	295,127.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	295,127.

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	328,975.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	328,975.
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	13,124.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	315,851.

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				295,127.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			315,675.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 328,975.				
a Applied to 2010, but not more than line 2a			315,675.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				13,300.
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				281,827.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 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

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
a Paid during the year ATTACHMENT 6				
Total			3a	326,790.
b Approved for future payment ATTACHMENT 7				
Total			3b	824,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	63,850.	
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	1,268,796.	
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)				1,332,646.	
13	Total. Add line 12, columns (b), (d), and (e)					1,332,646.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
193,038.		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES 196,540.				P	VARIOUS -3,502.	VARIOUS
6,005,021.		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES 4,732,723.				P	VARIOUS 1,272,298.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,268,796.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	63,850.	63,850.
TOTAL	<u>63,850.</u>	<u>63,850.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXES	4,500.	4,500.
FOREIGN TAXES PAID	2,041.	2,041.
TOTALS	<u>6,541.</u>	<u>6,541.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	12,901.	12,901.
OFFICE EXPENSES	155.	
TOTALS	13,056.	12,901.

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT DUE TO ACCOUNT CLOSURE	1,845.
TOTAL	<u>1,845.</u>

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

ATTACHMENT 5

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

J. SCOTT MATTEI
6805 MORRISON BLVD. SUITE 370
ONE MORROCROFT CENTER
CHARLOTTE, NC 28211

TRUSTEE

0

0

0

GRAND TOTALS

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C) (3)	PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	200,000
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 NORTH MILITARY TRAIL WEST PALM BEACH, FL 33409	501 (C) (3)	PUBLIC CHARITY	ANIMAL RIGHTS WELFARE, AND SERVICES	2,500.
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION, B6006 AUSTIN, TX 78712	501 (C) (3)	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING THE MBA PROGRAM AT THE UNIVERSITY OF TEXAS AT AUSTIN	10,000
SOUTHERN METHODIST UNIVERSITY POST OFFICE BOX 750402 DALLAS, TX 75275-0402	501 (C) (3)	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING SOUTHERN METHODIST UNIVERSITY	12,500
KINGS KITCHEN POST OFFICE BOX 77065 CHARLOTTE, NC 28271-7000	501 (C) (3)	PUBLIC CHARITY	SUPPORT OF THE NOT FOR PROFIT RESTAURANT SERVING CENTER CITY, CHARLOTTE	1,000.
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	501 (C) (3)	PUBLIC CHARITY	SUPPLEMENT COST OF EVERY STUDENT'S EDUCATION	5,200

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECOND HARVEST FOOD BANK OF METROLINA 500-B SPRATT STREET CHARLOTTE, NC 28206	501 (C) (3)	PUBLIC CHARITY	PROVIDE FOOD FOR HUNGRY NEIGHBORS	2,500
MYERS PARK UNITED METHODIST CHURCH 1501 QUEENS ROAD CHARLOTTE, NC 28207	501 (C) (3)	PUBLIC CHARITY	PROVIDE SCHOLARSHIPS FOR SEMINARY EDUCATION	23,000
THE FOUNDATION FOR TOMORROW PO BOX 470836 CHARLOTTE, NC 28247	501 (C) (3)	PUBLIC CHARITY	SUPPORT PROGRAMS THAT CREATE A FAMILY FOR ORPHANED AND VULNERABLE CHILDREN IN TANZANIA AND IMPROVE THE QUALITY OF EDUCATION IN TANZANIAN SCHOOLS	3,500.
BLUMENTHAL PERFORMING ARTS 130 N TRYON STREET CHARLOTTE, NC 28202	501 (C) (3)	PUBLIC CHARITY	SUPPORT THE GROWTH OF A VIBRANT CULTURAL COMMUNITY	1,000
SMU MUSTANG CLUB PO BOX 750402 DALLAS, TX 75275-0402	501 (C) (3)	PUBLIC CHARITY	SUPPORT FOR THE SMU STUDENT COMMUNITY	500
THE LYNNWOOD FOUNDATION 400 HERMITAGE ROAD CHARLOTTE, NC 28207	501 (C) (3)	PUBLIC CHARITY	PRESERVATION, CHARITABLE, AND EDUCATIONAL SERVICES	900

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BE THE MATCH FOUNDATION 3001 BROADWAY STREET NE SUITE 601 MINNEAPOLIS, MN 55413-1753	501 (C) (3) PUBLIC CHARITY	HELP BLOOD CANCER AND BLOOD DISEASE PATIENTS RECEIVE CARE AND TREATMENT	8,550
CAROLINAS HEALTHCARE FOUNDATION 1221 E MOREHEAD ST CHARLOTTE, NC 28204	501 (C) (3) PUBLIC CHARITY	CARES FOR THE EMOTIONAL NEEDS OF CHILDREN & THEIR FAMILIES, EDUCATES THEM ABOUT THE HOSPITAL EXPERIENCE AND HELPS RESTORE A SENSE OF NORMALCY TO THEIR LIVES	1,000.
OPERA CAROLINA 301 S TRYON STREET, SUITE 1550 CHARLOTTE, NC 28282	501 (C) (3) PUBLIC CHARITY	EDUCATION AND OUTREACH PROGRAMS	5,500.
YMCA OF GREATER CHARLOTTE 500 E MOREHEAD STREET, SUITE 300 CHARLOTTE, NC 28202	501 (C) (3) PUBLIC CHARITY	PROVIDE PROGRAMS AND SERVICES	2,000
THE CATHEDRAL OF SAINT PATRICK 1621 DILWORTH RD CHARLOTTE, NC 28203	501 (C) (3) PUBLIC CHARITY	CATHEDRAL RESTORATION	37,500
THE HARVEST CENTER PO BOX 16910 CHARLOTTE, NC 28297	501 (C) (3) PUBLIC CHARITY	COMMUNITY OUTREACH	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAINT EDWARDS CATHOLIC CHURCH 144 NORTH COUNTY RD PALM BEACH, FL 33480	501 (C) (3) PUBLIC CHARITY	COMMUNITY OUTREACH	2,500.
HOSPICE FOUNDATION OF PALM BEACH COUNTY 139 NORTH COUNTY RD PALM BEACH, FL 33480	501 (C) (3) PUBLIC CHARITY	ENABLE CARE FOR ALL PATIENTS AT THE END OF LIFE, REGARDLESS OF CIRCUMSTANCES	5,000.
DISCOVERY PLACE 301 N TRYON STREET CHARLOTTE, NC 28202	501 (C) (3) PUBLIC CHARITY	PROVIDE EXPERIENCES TO ENGAGE PEOPLE IN THE ACTIVE EXPLORATION OF SCIENCE AND NATURE	890
QUEENS UNIVERSITY OF CHARLOTTE 1900 SELWYN AVENUE CHARLOTTE, NC 28274	501 (C) (3) PUBLIC CHARITY	EDUCATIONAL ENRICHMENT	750
TOTAL CONTRIBUTIONS PAID			<u>326,790.</u>

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN METHODIST UNIVERSITY POST OFFICE BOX 750402 DALLAS, TX 75275	501 (C) (3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING SOUTHERN METHODIST UNIVERSITY.	12,500.
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C) (3) PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	800,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION, B6006 AUSTIN, TX 78712	501 (C) (3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING THE MBA PROGRAM AT THE UNIVERSITY OF TEXAS AT AUSTIN	10,000.
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28204	501 (C) (3) PUBLIC CHARITY	CARES FOR THE EMOTIONAL NEEDS OF CHILDREN & THEIR FAMILIES, EDUCATES THEM ABOUT THE HOSPITAL EXPERIENCE AND HELPS RESTORE A SENSE OF NORMALCY TO THEIR LIVES	2,000

TOTAL CONTRIBUTIONS APPROVED

824,500.

**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

MATTEI FOUNDATION

20-6376517

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	-3,502.
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	
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	-3,502.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,272,298.
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	
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	1,272,298.

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

Schedule D (Form 1041) 2011

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		-3,502.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,272,298.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		1,268,796.

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	16	()
a	The loss on line 15, column (3) or b \$3,000		

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? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

20-6376517

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

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-3,502.
--	---------

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

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,272,298.
---	------------

Statement F
Form 990-PF Part II Line 10 b Investments
Summary of Portfolio Detail

Equities

	Market Value	Tax Cost	Unreal Gain/Loss
Account 1396381	-	-	-
Account 2N8-008722	492,255.07	496,286.66	(4,031.59)
Account 268-367232	-	-	-
	<u>492,255.07</u>	a <u>496,286.66</u>	<u>(4,031.59)</u>

Corporate Bonds held in Investment Accounts

Account 1396381	-	-	-
Account 2N8-008722	-	-	-
Account 268-367232	2,501,150.00	2,500,000.00	1,150.00
	<u>2,501,150.00</u>	a <u>2,500,000.00</u>	<u>1,150.00</u>

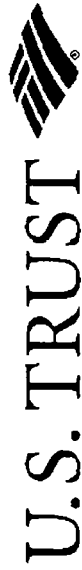
Cash/Cash Equivalents held in Investment Accounts

Account 1396381	0.03	0.03	-
Account 2N8-008722	2,719.48	2,719.48	-
Account 268-367232	3,018,263.66	3,018,263.66	-
	<u>3,020,983.17</u>	a <u>3,020,983.17</u>	<u>-</u>

TOTAL INVESTMENTS	6,014,388.24	6,017,269.83
--------------------------	---------------------	---------------------

Cost Basis Reconciliation

Cost Basis of Investments per statement detail	6,017,269.83	sum of a
Cost Basis of Investments per form 990PF page 2	6,017,270.00	from page 2 of 990 PF
Difference	<u>(0.17)</u>	<u>rounding</u>



Bank of America Private Wealth Management

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Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES INC MSCI JAPAN INDEX F	EWJ	464286848	17980	03/14/11	02/13/12	\$174,582.43	\$177,872.54	\$-3,290.11
Total short term gain/loss from sales:						\$174,582.43	\$177,872.54	\$-3,290.11

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SPDR SER TR S&P BIOTECH ETF	XBI	78464A870	340	06/08/09	01/25/12	\$25,594.71	\$16,417.61	\$9,177.10
SPDR SER TR S&P BIOTECH ETF	XBI	78464A870	730	06/24/09	01/25/12	\$54,953.34	\$35,937.90	\$19,015.44
SPDR SER TR S&P BIOTECH ETF	XBI	78464A870	985	06/30/09	01/25/12	\$74,149.37	\$49,703.10	\$24,446.27
SPDR SER TR S&P BIOTECH ETF	XBI	78464A870	982	10/02/09	01/25/12	\$73,923.54	\$50,789.04	\$23,134.50
SPDR SER TR S&P BIOTECH ETF	XBI	78464A870	1150	05/14/09	01/25/12	\$86,570.34	\$52,901.50	\$33,668.84
ISHARES TR MSCI EMERGING MKTS	EEM	464287234	11	05/14/09	02/13/12	\$479.37	\$330.22	\$149.15
ISHARES TR S&P 500/BARRA GROWT	IVW	464287309	179	12/17/09	02/13/12	\$12,934.29	\$11,071.38	\$1,862.91
ISHARES TR S&P 500/BARRA GROWT	IVW	464287309	9959	04/13/10	02/13/12	\$719,623.51	\$606,602.72	\$113,020.79
ISHARES TR S&P 500/BARRA GROWT	IVW	464287309	942	05/05/10	02/13/12	\$68,067.62	\$56,190.30	\$11,877.32
ISHARES TR S&P 500/BARRA GROWT	IVW	464287309	48	05/14/09	02/13/12	\$3,468.41	\$2,200.32	\$1,268.09
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	3278	02/16/10	02/13/12	\$205,395.53	\$171,504.96	\$33,890.57
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	1587	06/30/09	02/13/12	\$99,439.51	\$69,082.11	\$30,357.40



Bank of America Private Wealth Management

2012 Tax Information Letter

Account Number 010041396324

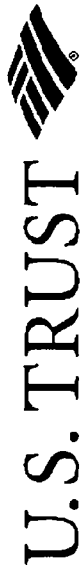
Page 5

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Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	3100	05/14/09	02/13/12	\$194,242 27	\$132,804 00	\$61,438 27
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	1270	07/02/09	02/13/12	\$79,576 67	\$54,406 80	\$25,169 87
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	740	06/24/09	02/13/12	\$46,367 51	\$31,605 40	\$14,762 11
ISHARES TR S&P 500/BARRA VALUE	IVE	464287408	1160	07/08/09	02/13/12	\$72,684 20	\$48,441 60	\$24,242 60
ISHARES TR RUSSELL MIDCAP VALU	IWS	464287473	449	06/30/09	02/13/12	\$21,122 80	\$12,940 18	\$8,182 62
ISHARES TR RUSSELL MIDCAP VALU	IWS	464287473	1830	07/02/09	02/13/12	\$86,090 69	\$51,697 50	\$34,393 19
ISHARES TR RUSSELL MIDCAP VALU	IWS	464287473	1195	06/24/09	02/13/12	\$56,217 69	\$33,615 35	\$22,602 34
ISHARES TR MSCI EMERGING MKTS	EEM	464287234	481	05/05/10	02/13/12	\$20,961 63	\$19,182 28	\$1,779 35
ISHARES TR MSCI EMERGING MKTS	EEM	464287234	7064	04/13/10	02/13/12	\$307,843 91	\$303,752 00	\$4,091 91
ISHARES TR MSCI EMERGING MKTS	EEM	464287234	1701	11/08/09	02/13/12	\$74,128 32	\$73,212 71	\$915 61
CLAYMORE/ALPHASHARES CHINA	YAO	18385PI01	4759	01/27/11	02/13/12	\$117,635 46	\$131,179 46	\$-13,544 00
CLAYMORE/ALPHASHARES CHINA	YAO	18385PI01	3461	01/26/11	02/13/12	\$85,550 81	\$95,432 23	\$-9,881 42
ISHARES TR RUSSELL MIDCAP VALU	IWS	464287473	3000	05/14/09	02/13/12	\$141,132 29	\$82,740 00	\$58,392 29
VANGUARD FTSE ALL WORLD EX-US	VSS	922042718	1024	11/12/10	02/13/12	\$90,942 56	\$99,322 88	\$-8,380 32
POWERSHARES GLOBAL EXCHANGE	PIO	739367623	8530	03/02/10	02/13/12	\$150,636 90	\$151,151 60	\$-514 70
ISHARES TR RUSSELL MIDCAP GROW	IWP	464287481	3207	02/16/10	02/13/12	\$196,585 32	\$143,609 46	\$52,975 86
ISHARES TR RUSSELL MIDCAP GROW	IWP	464287481	2429	06/30/09	02/13/12	\$148,894 84	\$88,172 70	\$60,722 14
ISHARES TR RUSSELL MIDCAP GROW	IWP	464287481	1470	07/02/09	02/13/12	\$90,109 27	\$52,479 00	\$37,630 27
ISHARES TR RUSSELL MIDCAP GROW	IWP	464287481	235	06/24/09	02/13/12	\$14,405 22	\$8,316 65	\$6,088 57
ISHARES TR RUSSELL MIDCAP GROW	IWP	464287481	3200	05/14/09	02/13/12	\$196,156 23	\$109,184 00	\$86,972 23
ISHARES TR	IJS	464287879	613	06/30/09	02/13/12	\$48,061 34	\$28,872 30	\$19,189 04
ISHARES TR	IJS	464287879	555	06/24/09	02/13/12	\$43,513 94	\$25,191 45	\$18,322 49
ISHARES TR	IJS	464287879	900	05/14/09	02/13/12	\$70,563 14	\$40,374 00	\$30,189 14
ISHARES TR S&P SMALLCAP 600 BA	IJT	464287887	999	02/16/10	02/13/12	\$81,027 33	\$55,973 97	\$25,053 36
ISHARES TR S&P SMALLCAP 600 BA	IJT	464287887	276	06/30/09	02/13/12	\$22,385 93	\$12,767 76	\$9,618 17
ISHARES TR S&P SMALLCAP 600 BA	IJT	464287887	1085	07/02/09	02/13/12	\$88,002 66	\$49,617 05	\$38,385 61
ISHARES TR S&P SMALLCAP 600 BA	IJT	464287887	350	06/24/09	02/13/12	\$28,387 96	\$15,603 00	\$12,784 96
ISHARES TR S&P SMALLCAP 600 BA	IJT	464287887	1500	05/14/09	02/13/12	\$121,662 66	\$65,205 00	\$56,457 66



Bank of America Private Wealth Management

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Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES TR S&P GLOBAL MATERIAL	MXI	464288695	1075	06/30/09	02/13/12	\$69,297 90	\$49,944 50	\$19,353 40
ISHARES TR S&P GLOBAL MATERIAL	MXI	464288695	1150	07/02/09	02/13/12	\$74,132 63	\$52,865 50	\$21,267 13
ISHARES TR S&P GLOBAL MATERIAL	MXI	464288695	935	06/24/09	02/13/12	\$60,273 05	\$42,841 70	\$17,431 35
ISHARES TR S&P GLOBAL MATERIAL	MXI	464288695	1000	05/14/09	02/13/12	\$64,463 16	\$43,970 00	\$20,493 16
MARKET VECTORS ETF TR AGRIBUSI	MOO	57060U605	266	02/16/10	02/13/12	\$13,998 11	\$11,554 95 *	\$2,443 16
MARKET VECTORS ETF TR AGRIBUSI	MOO	57060U605	5607	10/02/09	02/13/12	\$295,065 51	\$208,690 70 *	\$86,374 81
MARKET VECTORS AFRICA INDEX	AFK	57060U787	2883	11/12/10	02/13/12	\$84,482 38	\$99,333 77	\$-14,851 39
ISHARES TR GOLDMAN SACHS CORP	LQD	464287242	5500	04/30/09	07/17/12	\$657,353 52	\$529,045 00	\$128,308 52
ISHARES TR GOLDMAN SACHS CORP	LQD	464287242	560	06/08/09	07/17/12	\$66,930 54	\$54,689 60	\$12,240 94
ISHARES TR LEHMAN 1-3 YR CR BD	CSJ	464288646	4765	11/12/10	07/17/12	\$499,534 72	\$500,205 88	\$-671 16
Total long term gain/loss from sales:						\$6,005,020 61	\$4,732,723 09	\$1,272,297 52

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

MATTEI FOUNDATION

Employer identification number (EIN) or

☒ 20-6376517

Number, street, and room or suite no. If a P.O. box, see instructions

6805 MORRISON BLVD. SUITE 370

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHARLOTTE, NC 28211

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► J. SCOTT MATTEI

Telephone No ► 704 971-6060

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20____ or
- ☒ tax year beginning 12/01, 2011, and ending 11/30, 2012

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	20,341.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	7,841.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	12,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)