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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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Edward E and Mane L Matthews Foundation		A Employer identification number 02-0656117	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 13,983,151		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23	23		
	4 Dividends and interest from securities.	346,143	346,143		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	309,241			
	b Gross sales price for all assets on line 6a _____ 4,991,332				
	7 Capital gain net income (from Part IV , line 2)		309,265		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-62,333	23,456		
	12 Total. Add lines 1 through 11	593,074	678,887		
	13 Compensation of officers, directors, trustees, etc	20,000			20,000
	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)	97,774	97,774		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,307	1,707		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	58,630	6,550		48,270
	24 Total operating and administrative expenses. Add lines 13 through 23	186,711	106,031		68,270
	25 Contributions, gifts, grants paid	762,000			762,000
	26 Total expenses and disbursements. Add lines 24 and 25	948,711	106,031		830,270
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-355,637			
	b Net investment income (if negative, enter -0-)		572,856		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	525,367	1,011,451	1,011,451
	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 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)	4,179,663	4,316,490	4,914,063
	c	Investments—corporate bonds (attach schedule)	3,177,820	1,469,670	1,804,210
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,181,010	2,910,612	6,253,427
	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)	10,063,860	9,708,223	13,983,151	
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,063,860	9,708,223	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,063,860	9,708,223	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,063,860	9,708,223	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 10,063,860
2	Enter amount from Part I, line 27a	2 -355,637
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 9,708,223
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 9,708,223

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)
1 a	Publicly-traded Securities			
b	Pass-Through K-1 Capital Gain			
c	Section 751 Gain on Sale of Partnership - Reclass			
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 4,991,332		4,681,773	309,579
b			-2
c			-312
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			309,579
b			-2
c			-312
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	309,265
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	735,882	13,262,033	000 055488
2010	877,676	12,540,697	000 069986
2009	686,758	10,726,216	000 064026
2008	1,649,938	15,781,388	000 104550
2007	1,196,935	25,139,677	000 047611

2 Total of line 1, column (d).	2	000 341661
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	000 068332
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,639,333
5 Multiply line 4 by line 3.	5	932,003
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,729
7 Add lines 5 and 6.	7	937,732
8 Enter qualifying distributions from Part XII, line 4.	8	830,270

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

Part 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 <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	11,457
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	11,457
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	11,457
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,762	
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	22,762
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	11,305
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	11,305	Refunded	

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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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 instructions)			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	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 instructions).	11		No
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		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 co Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No
See 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		No
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 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 2012 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 2012.).	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 2012?	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 instructions).

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

7b

Part VIII

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

1

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

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

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

Total

number of other employees paid over \$50,000.

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS Financial Services	Investment Management	90,901
7700 Wisconsin Ave Ste 300 Bethesda, MD 20814		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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 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	11,883,514
b	Average of monthly cash balances.	1b	889,730
c	Fair market value of all other assets (see instructions).	1c	1,073,795
d	Total (add lines 1a, b, and c).	1d	13,847,039
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	13,847,039
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207,706
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,639,333
6	Minimum investment return. Enter 5% of line 5.	6	681,967

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	681,967
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,457
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,457
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	670,510
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	670,510
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	670,510

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	830,270
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	830,270
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	830,270

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				670,510
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	813,988			
c From 2009.	156,025			
d From 2010.	263,423			
e From 2011.	86,527			
f Total of lines 3a through e.	1,319,963			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 830,270				
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount.				670,510
e Remaining amount distributed out of corpus	159,760			
5 Excess distributions carryover applied to 2012 (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	1,479,723			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
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 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,479,723			
10 Analysis of line 9				
a Excess from 2008. . . .	813,988			
b Excess from 2009. . . .	156,025			
c Excess from 2010. . . .	263,423			
d Excess from 2011. . . .	86,527			
e Excess from 2012. . . .	159,760			

Part XIV

Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 instructions.)

1

Information Regarding Foundation Managers:

a

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

Edward E Matthews

b

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

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	762,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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**

**Paid
Preparer
Use Only**

<div> <div>Sign Here</div> <div> <div>*****</div> <div>Signature of officer or trustee</div> </div> </div>	<div> <div>2013-11-13</div> <div>Date</div> </div>		<div> <div>*****</div> <div>Title</div> </div>	<div> <div>May the IRS discuss this return with the preparer shown below (see instr.)?</div> <div> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div> </div>	
	<div> <div>Print/Type preparer's name</div> <div>Jeffrey D Haskell</div> </div>		<div> <div>Preparer's Signature</div> <div>Jeffrey D Haskell</div> </div>	<div> <div>Date</div> <div>2013-11-13</div> </div>	<div> <div>Check if self-employed</div> <div><input checked="" type="checkbox"/></div> </div>
<div> <div>Paid Preparer Use Only</div> </div>	<div> <div>Firm's name</div> <div>Foundation Source</div> </div>		<div> <div>Firm's EIN</div> <div></div> </div>		
	<div> <div>One Hollow Lane Suite 212</div> <div>Firm's address</div> </div>		<div> <div>Phone no</div> <div>(800) 839-1754</div> </div>		
<div> <div>Lake Success, NY 11042</div> </div>					

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Software Version: 12.19.1011.1[illegible]

TY 2012 General Explanation Attachment

Name: The Edward E and Marie L Matthews Foundation

EIN: 02-0656117

Software ID: 12000057

Software Version: 12.19.1011.1

**TY 2012 Investments Corporate
Bonds Schedule****Name:** The Edward E and Marie L Matthews Foundation**EIN:** 02-0656117**Software ID:** 12000057**Software Version:** 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BEAR STEARNS COS INC - 4.650 - 07/02/2018	454,710	565,980
PACIFIC BELL DEB - 7.125 - 03/15/2026	551,210	668,425
PRUDENTIAL FINL INC BONDS - 5.750 - 07/15/2033	463,750	569,805

TY 2012 Investments Corporate
Stock Schedule

Name: The Edward E and Marie L Matthews Foundation

EIN: 02-0656117

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1045 shares of ACCENTURE PLC	40,847	69,493
1155 shares of AFLAC INC.	55,733	61,354
659 shares of AIR PRODS CHEM INC.	55,841	55,369
1755 shares of AMERICAN CAPITAL AGENCY CORP.	52,249	50,720
1070 shares of ANALOG DEVICES INC.	30,225	45,004
3035 shares of ANNALY MTG MGMT INC. COM	47,877	42,611
1163 shares of ASTRAZENECA	55,543	54,975
1278 shares of AUTOMATIC DATA PROCESSING INC.	62,834	72,757
655 shares of AVERY DENNISON CORP	27,114	22,873
1022 shares of BANK OF NOVA SCOTIA	55,581	59,153
807 shares of BOEING CO	55,826	60,816
3480 shares of BOSTON SCIENTIFIC	25,324	19,940
2127 shares of BRANDYWINE RLTY TR	24,271	25,928
533 shares of BRITISH AMERICAN TOBACCO PLC	55,727	53,966
1645 shares of BROADRIDGE FINANCIAL SOLUTIONS	35,736	37,638
2545 shares of CABLEVISION SYSTEMS CORP CL A	38,481	38,022
1255 shares of CENTURY LINK INC	49,134	49,096
545 shares of CHUBB CORP	25,375	41,049
793 shares of CLOROX CO	52,699	58,063
1440 shares of COCA-COLA CO	55,493	52,200
522 shares of COLGATE-PALMOLIVE COMPANY	55,736	54,570
502 shares of DIAGEO PLC ADS	55,634	58,523
1478 shares of DISCOVERY COMMUNICATIONS CL A	57,566	93,823
596 shares of DUKE ENERGY CO	29,981	38,025
3119 shares of EMC CORP-MASS	55,192	78,911
1114 shares of EMERSON ELECTRIC CO.	55,896	58,997
996 shares of ENDURANCE SPCLTY HLDGS LTD	31,828	39,531
689 shares of ENERGY SELECT SPDR	50,152	49,208
390 shares of ENTERGY CORP	26,911	24,863
883 shares of EXELON CORPORATION	36,302	26,260

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 shares of EXPEDITORS INTL WASH INC.	59,286	55,370
1316 shares of EXPRESS SCRIPTS HOLDING CO.	67,647	71,064
1475 shares of FIRST AMERICAN CORP	23,231	35,533
1377 shares of GENERAL MILLS INC	55,612	55,658
660 shares of GENUINE PARTS COMPANY	29,610	41,963
530 shares of GRACE W.R. CO. DE	23,896	35,632
931 shares of H.J. HEINZ COMPANY	42,248	53,700
780 shares of HAEMONETICS CP	25,230	31,855
1015 shares of HASBRO INC	29,075	36,439
960 shares of HEALTH CARE PPTY INVS INC	26,474	43,354
737 shares of HEALTH CARE REIT INC.	27,420	45,171
3162 shares of HUDSON CITY BANCORP INC COMMON	36,670	25,707
918 shares of ILLINOIS TOOL WORKS	55,864	55,824
1380 shares of INVESCO PLC	35,908	36,004
270 shares of ITC HOLDINGS CORP	21,064	20,766
812 shares of JOHNSON JOHNSON	55,733	56,921
514 shares of MT BANK CORP	37,950	50,614
173 shares of MASTERCARD INC	41,596	84,991
1290 shares of MATTELL INC.	21,355	47,240
465 shares of MCKESSON CORP	31,932	45,086
1296 shares of MEDTRONIC INC	55,763	53,162
390 shares of NATL FUEL GAS CO	20,709	19,769
3070 shares of NEW YORK COMNTY BANCORP INC.	38,594	40,217
1480 shares of NEXEN INC	29,097	39,871
822 shares of NEXTERA ENERGY, INC	55,570	56,874
1016 shares of NIKE INC-CL B	52,751	52,426
1265 shares of NISOURCE INC.	14,942	31,486
1505 shares of NORTHEAST UTIL	55,559	58,815
925 shares of NOVARTIS AG ADR	55,879	58,553
2931 shares of OLD REP INTL CORP	44,734	31,215

Name of Stock	End of Year Book Value	End of Year Fair Market Value
840 shares of OMNICOM GROUP	33,754	41,966
2887 shares of PEARSON PLC	55,591	56,412
1825 shares of QUALCOMM INC	66,091	112,894
965 shares of RAYTHEON CO.	49,356	55,545
1495 shares of REGAL ENTERTAINMENT	20,741	20,855
345 shares of ROCKWELL COLLINS INC	14,106	20,069
1262 shares of SANOFI-AVENTIS SPONSORED ADR	43,868	59,794
860 shares of SCANNA CORPORATION	29,774	39,250
1402 shares of SCRIPPS NETWORKS INT	46,574	81,204
710 shares of SEMPRA ENERGY COM	25,842	50,367
1005 shares of SONOCO PRODUCTS COMPANY	30,658	29,879
455 shares of SPDR GOLD TR GOLD SHS	20,554	73,719
1449 shares of SPDR SP DIVIDEND ETF	83,020	84,274
1315 shares of ST. JUDE MED INC.	52,341	47,524
1478 shares of STANLEY BLACK DECKER INC	111,630	109,328
1742 shares of STARWOOD HOTELS RESORTS	94,779	99,921
955 shares of SUN COMMUNITIES INC	37,776	38,095
4620 shares of SUNCOR ENERGY INC	142,906	152,368
1640 shares of SUNTRUST BKS INC	30,973	46,494
1345 shares of SYSCO CORP	41,288	42,583
1104 shares of T. ROWE PRICE ASSOCIATES	65,786	71,889
1618 shares of TECHNOLOGY SPDR	47,287	46,679
1795 shares of TECO ENERGY INC.	31,430	30,084
1210 shares of TELEPHONE DATA SYS INC.	36,876	26,789
1260 shares of THE BABCOCK AND WILCOX COMPANY	28,448	33,012
672 shares of TORONTO DOMINION	55,885	56,670
1080 shares of TOTAL FINA ELF S.A.	55,908	56,171
732 shares of UNILEVER PLC AMER	27,226	28,343
403 shares of UNION PACIFIC	50,580	50,665
756 shares of UNITED PARCEL SERVICE	55,821	55,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
684 shares of UNITED TECHNOLOGIES CORP	55,689	56,095
2129 shares of WELLS FARGO CO.	60,042	72,769
922 shares of WYNN RESORTS LIMITED COMMON	96,075	103,716
1065 shares of XCEL ENERGY INC	20,712	28,446
4610 shares of XEROX CP	44,421	31,440
570 shares of ZIMMER HOLDINGS INC	24,175	37,996

TY 2012 Investments - Other Schedule**Name:** The Edward E and Marie L Matthews Foundation**EIN:** 02-0656117**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ATLAS ENERGY LP		37,575	173,700
BOARDWALK PIPELINE PARTNERS LP		220,339	249,000
ENERGY TRANSFER EQUITY LP			454,800
GENESIS ENERGY, L.P.		214,542	571,520
INERGY, LP		279,580	294,132
LOEB OFFSHORE FUND LTD SER ONE		634,020	1,073,795
MAGELLAN MIDSTREAM PARTNERS LP		123,658	604,660
MARKWEST ENERGY PARTNERS L.P.		523,121	1,275,250
PLAINS ALL AMERICAN PIPELINE LP		236,272	904,800
SUBURBAN PROPANE PARTNERS LP		68,426	67,850
WILLIAMS PARTNERS LP		573,079	583,920

TY 2012 Other Expenses Schedule

Name: The Edward E and Marie L Matthews Foundation

EIN: 02-0656117

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	48,245			48,245
Bank Charges	75	75		
K-1 Exp ATLAS ENERGY LP	2,848	2		
K-1 Exp ATLAS RESOURCE PARTNERS LP	80			
K-1 Exp BOARDWALK PIPELINE PARTNERS LP	81	26		
K-1 Exp ENERGY TRANSFER EQUITY LP	3,151	3,121		
K-1 Exp GENESIS ENERGY, L P	1,022	886		
K-1 Exp INERGY, LP	10			
K-1 Exp MAGELLAN MIDSTREAM PARTNERS LP	70			
K-1 Exp MARKWEST ENERGY PARTNERS L P	59			
K-1 Exp PLAINS ALL AMERICAN PIPELINE LP	2,906	2,436		
K-1 Exp SUBURBAN PROPANE PARTNERS LP	11			
K-1 Exp WILLIAMS PARTNERS LP	47	4		
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: The Edward E and Marie L Matthews Foundation

EIN: 02-0656117

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ATLAS ENERGY LP	-1,383	-92	
K-1 Inc/Loss ATLAS RESOURCE PARTNERS LP	-104	-109	
K-1 Inc/Loss BOARDWALK PIPELINE PARTNERS LP	-13,285	30	
K-1 Inc/Loss ENERGY TRANSFER EQUITY LP	3,808	7,430	
K-1 Inc/Loss GENESIS ENERGY, L P	31,527	4,258	
K-1 Inc/Loss INERGY, LP	-26,490	189	
K-1 Inc/Loss MAGELLAN MIDSTREAM PARTNERS LP	11,955	7	
K-1 Inc/Loss MARKWEST ENERGY PARTNERS L P	-52,595	11,451	
K-1 Inc/Loss PLAINS ALL AMERICAN PIPELINE LP	16,534	344	
K-1 Inc/Loss SUBURBAN PROPANE PARTNERS LP	137	-82	
K-1 Inc/Loss WILLIAMS PARTNERS LP	-32,749	30	
Sec751 Gain on Sale ATLAS RESOURCE PARTNERS LP	312		


TY 2012 Other Professional Fees Schedule**Name:** The Edward E and Marie L Matthews Foundation**EIN:** 02-0656117**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	90,901	90,901		
Professional Investment Services	6,873	6,873		

TY 2012 Taxes Schedule**Name:** The Edward E and Marie L Matthews Foundation**EIN:** 02-0656117**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	8,600			
Foreign Tax Paid	1,707	1,707		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON,NJ 08540	N/A	509a2	General Unrestricted	5,000
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON,NJ 08540	N/A	509a2	General Unrestricted	1,000
TRINITY UNIVERSITY 1 TRINITY PL SAN ANTONIO,TX 78212	N/A	509a1	General Unrestricted	3,500
TRUSTEES OF THE LAWRENCEVILLE SCHOOL PO BOX 6126 LAWRENCEVILLE,NJ 08648	N/A	509a1	Capital Campaign	10,000
WEST COAST SPORTS MEDICINE FOUNDATION 1200 ROSECRANS AVE STE 206 MANHATTAN BCH,CA 90266	N/A	509a1	Summer Student Training Mentoring Program	30,000
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN ST HOUSTON,TX 77005	N/A	509a1	Dr Mrs David M Mumford Award	5,000
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSN INC PO BOX 6801 KETCHUM,ID 83340	N/A	509a1	General Unrestricted	2,500
Total  3a				762,000

Form 990PF Part XV Line 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>				
PENNINGTON SCHOOL 112 W DELAWARE AVE PENNINGTON,NJ 08534	N/A	509a1	The Pennington Fund	15,500
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY,VT 05753	N/A	509a1	Hockey Endowment	5,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY,VT 05753	N/A	509a1	David A Nalen 81 Memorial Scholarship Fund	10,000
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON,NJ 08542	N/A	509a1	Pledge	260,000
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON,NJ 08542	N/A	509a1	Turf Field	15,000
RALSTON ENGINE COMPANY NO 1 PO BOX 356 MENDHAM,NJ 07945	N/A	509a1	General Unrestricted	20,000
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR ST CHICAGO,IL 60611	N/A	509a1	RIC-Mark Stephan Challenge - Cross Country Ride	3,000
S A V E - A FRIEND TO HOMELESS ANIMALS INC 900 HERRONTOWN RD PRINCETON,NJ 08540	N/A	509a2	General Unrestricted	500
SMILE TRAIN INC 41 MADISON AVE 28TH FL NEWYORK,NY 10010	N/A	509a1	General Unrestricted	500
SPECIAL OPS SURVIVORS PMB 4049 3111 CAMINO DEL RIO N 400 SAN DIEGO,CA 92108	N/A	509a1	General Unrestricted	10,000
SPECIAL OPS SURVIVORS PMB 4049 3111 CAMINO DEL RIO N 400 SAN DIEGO,CA 92108	N/A	509a1	Families of Fallen Special Warfare Soldiers	5,000
ST JOSEPHS CATHOLIC CHURCH 6 NEW ST MENDHAM,NJ 07945	N/A	509a1	General Unrestricted	500
STEVE GLIDDEN FOUNDATION PO BOX 1427 POINT ROBERTS,WA 98281	N/A	509a2	General Unrestricted	1,000
THE FIRST PRESBYTERIAN CHURCH OF MENDHAM 14 HILLTOP RD MENDHAM,NJ 07945	N/A	509a1	General Unrestricted	2,000
THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECOVERY 2812 FAWKES DR WILMINGTON,DE 19808	N/A	509a1	Devastator Project	35,000

Form 990PF Part XV Line 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>				
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE,NJ 07934	N/A	509a1	Final Pledge	100,000
HOMEFRONT INC 1880 PRINCETON AVE LAWRENCEVILLE,NJ 08648	N/A	509a1	General Unrestricted	500
HURRICANE SANDY NEW JERSEY RELIEF FUND INC ONE GATEWAY CENTER NEWARK,NJ 07102	N/A	509a1	General Unrestricted	5,000
KOHL CHILDRENS MUSEUM OF GREATER CHICAGO INC 2100 PATRIOT BLVD GLENVIEW,IL 60026	N/A	509a1	Capital Campaign	13,000
MCCARTER THEATRE COMPANY 91 UNIVERSITY PL PRINCETON,NJ 08540	N/A	509a1	General Unrestricted	1,000
MENDHAM TOWNSHIP FIRST AID SQUAD INC PO BOX 122 BROOKSIDE,NJ 07926	N/A	509a1	General Unrestricted	10,000
MENDHAM TOWNSHIP POLICE DEPARTMENT 3 CHERRY LN BROOKSIDE,NJ 07926	N/A	509a1	General Unrestricted	10,000
MOTHERS2MOTHERS INTERNATIONAL INC 104 5TH AVE FL 6 NEWYORK,NY 10011	N/A	509a1	General Unrestricted	2,000
MOTHERS2MOTHERS INTERNATIONAL INC 104 5TH AVE FL 6 NEWYORK,NY 10011	N/A	509a1	General Unrestricted	2,500
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST PRINCETON,NJ 08540	N/A	509a1	General Unrestricted	3,000
NASSAU PRESBYTERIAN CHURCH 61 NASSAU ST PRINCETON,NJ 08540	N/A	509a1	General Unrestricted	3,000
NATIONAL MARINE SANCTUARY FOUNDATION 8601 GEORGIA AVE STE 501 SILVER SPRING,MD 20910	N/A	509a1	USS Macon Project	9,400
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA,IL 60093	N/A	509a1	Annual Fund	5,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA,IL 60093	N/A	509a1	Capital Campaign	57,000
PEAPACK GLADSTONE FIRE COMPANY NO 1 INC PO BOX 615 GLADSTONE,NJ 07934	N/A	509a1	General Unrestricted	1,000

Form 990PF Part XV Line 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>				
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID,NY 12946	N/A	509a1	Keene Flood Recovery Fund	2,500
ADIRONDACK TRAIL IMPROVEMENT PO BOX 565 KEENE VALLEY,NY 12943	N/A	509a2	General Unrestricted	3,000
AERONAUTICAL EDUCATIONAL FOUNDATION 7430 C E DIXON ST STOCKTON,CA 95206	N/A	509a1	General Unrestricted	10,600
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE,IN 46151	N/A	509a2	Lockheed PV - 2D Restoration Project	6,000
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE,IN 46151	N/A	509a2	General Unrestricted	2,000
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS,NY 12943	N/A	509a1	George N Sudduth Endowment Fund	2,000
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT,NY 12993	N/A	509a2	General Unrestricted	2,000
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT,NY 12993	N/A	509a2	Dudley Family Campaign	5,000
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH,IL 60043	N/A	509a1	General Unrestricted	1,000
COLUMBIA BUSINESS SCHOOL 33 W 60TH ST 7TH FL NEW YORK,NY 10023	N/A	509a1	General Unrestricted	2,500
CREATIVE HEARTWORK INC 5 DRAKE COURT BOONTON TOWNSHIP,NJ 07005	N/A	509a1	General Unrestricted	1,000
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL PRINCETON,NJ 08540	N/A	509a1	General Unrestricted	1,000
FOUNDATION FOR MORRISTOWN MEDICAL CENTER 475 S ST MORRISTOWN,NJ 07960	N/A	509a1	Pediatric ER	10,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE,NJ 07934	N/A	509a1	General Unrestricted	50,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE,NJ 07934	N/A	509a1	Lower School Science Department	1,000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Louise M Flickinger	Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Douglas L Matthews	Dir / Sec	20,000		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	005 00			
Edward E Matthews	Pres / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Gregory E Matthews	Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Russell E Matthews	Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			