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Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

KATHARINE MATTHIES FOUNDATION

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

A Employer identification number

06-6261860

P O BOX 1802

B Telephone number (see instructions)

City or town, state, and ZIP code

888- 866-3275

PROVIDENCE, RI 02901-1802

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 18,290,653. **J Accounting method:** Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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		598,063.	598,063.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,444,708.			
b Gross sales price for all assets on line 6a	21,712,318.				
7 Capital gain net income (from Part IV, line 2)			2,444,708.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold				894	RECEIVED
c Gross profit or (loss) (attach schedule)					JUL 02 2013
11 Other income (attach schedule)		-711.	414.		
12 Total. Add lines 1 through 11	3,042,060.	3,042,357.	34,676.		STMT 5
13 Compensation of officers, directors, trustees, etc.	86,690.	52,014.			
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)	44,319.				17,728.
17 Interest					
18 Taxes (attach schedule) (see instructions)	51,827.	6,227.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	3,487.	3,115.			3,384.
24 Total operating and administrative expenses.					
Add lines 13 through 23	186,323.	61,356.			55,788.
25 Contributions, gifts, grants paid	512,520.				512,520.
26 Total expenses and disbursements Add lines 24 and 25	698,843.	61,356.			568,308.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	2,343,217.				
b Net investment income (if negative, enter -0-)		2,981,001.			
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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		333,535.	737,513.	737,513.
	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)		722,365.		
	b Investments - corporate stock (attach schedule)	STMT 9.	13,507,607.	16,338,316.	16,504,778.
	c Investments - corporate bonds (attach schedule)		1,252,295.		
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 10.		1,081,243.	1,048,362.
	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)		15,815,802.	18,157,072.	18,290,653.
	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)				NONE
	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		15,815,802.	18,157,072.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		15,815,802.	18,157,072.	
	31 Total liabilities and net assets/fund balances (see instructions)		15,815,802.	18,157,072.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,815,802.
2 Enter amount from Part I, line 27a	2	2,343,217.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	43,373.
4 Add lines 1, 2, and 3	4	18,202,392.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	45,320.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,157,072.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 19,211,779.		16,844,137.	2,367,642.		
b 2,500,124.		2,423,473.	76,651.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			2,367,642.		
b			76,651.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,444,708.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	635,930.	16,964,209.	0.037487
2010	696,448.	15,840,891.	0.043965
2009	641,759.	14,122,560.	0.045442
2008	831,211.	16,251,931.	0.051145
2007	872,634.	18,391,879.	0.047447
2 Total of line 1, column (d)			2 0.225486
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 0.045097
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 17,606,878.
5 Multiply line 4 by line 3			5 794,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29,810.
7 Add lines 5 and 6			7 823,827.
8 Enter qualifying distributions from Part XII, line 4			8 568,308.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	59,620.
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 . . .			
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-) . . .			
3	Add lines 1 and 2 . . .		2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		3	59,620.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .		4	NONE
6	Credits/Payments		5	59,620.
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a		60,877.
b	Exempt foreign organizations - tax withheld at source . . .	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		13,648.
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	74,525.
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	14,905.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►		11	14,905. Refunded

Part VII-A Statements 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
d	Did the foundation file Form 1120-POL for this year? . . .		
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? . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>		
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. ► <u>15</u>		
16	Yes	No
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? See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.		
1a	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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"/> Yes <input checked="" type="checkbox"/> No		
c Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
2	Yes	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Yes	No
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 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		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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		X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	86,690.	-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	-----	NONE	NONE	NONE
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
Total number of other employees paid over \$50,000	-----	-----	-----	NONE

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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
NONE		NONE

Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1NONE	

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

1NONE	

2	

All other program-related investments. See instructions	
3NONE	

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	17,257,991.
b Average of monthly cash balances	1b	617,012.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	17,875,003.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	17,875,003.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,125.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,606,878.
6 Minimum investment return. Enter 5% of line 5	6	880,344.

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	880,344.
2a Tax on investment income for 2012 from Part VI, line 5	2a	59,620.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	59,620.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	820,724.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	820,724.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	820,724.

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	568,308.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	568,308.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	568,308.

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				820,724.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			217,636.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 568,308.			217,636.	
a Applied to 2011, but not more than line 2a			217,636.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				350,672.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				470,052.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Form 990-PF (2012)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed .				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test - enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .				
c	"Support" alternative test - enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income .				

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
SEE STATEMENT 16
- b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
- c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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 ATTACHED STATEMENTS	NONE	SEE ATTACH	SEE ATTACHED	512,520.
Total			► 3a	512,520.
b Approved for future payment				
Total			► 3b	



Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue a _____

b SEE STATEMENT 17
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

Form 990-PF (2012)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Section 6.00

06/17/2013

Date

➤ SVP Tax

Title

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

BANK OF AMERICA, N.A.					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no. _____	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	1,268.	1,268.
AETNA INC NEW COM	69.	69.
ALLERGAN INCORPORATED	140.	140.
ANADARKO PETROLEUM CORP	379.	379.
APACHE CORPORATION	483.	483.
APPLE INC COM	2,101.	2,101.
BEAM INC COM	502.	502.
CIGNA CORPORATION	123.	123.
SMALL CAP CTF	6,828.	6,828.
INTERNATIONAL EQUITY CTF	8,320.	8,320.
CARDINAL HEALTH INCORPORATED	205.	205.
CELANESE CORP DEL SER A COM	368.	368.
CHEVRONTEXACO CORP COM	7,899.	7,899.
CITIGROUP INC NEW COM	121.	121.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,469.	1,469.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	27,832.	27,832.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	222.	222.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	89.	89.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	21,834.	21,834.
COMCAST CORP NEW CL A COM	2,072.	2,072.
AGGREGATE BOND CTF	25,945.	25,945.
SMALL CAP GROWTH LEADERS CTF	394.	394.
COSTCO WHSL CORP NEW COM	638.	638.
CREDIT SUISSE FIRST BOSTON USA INC GLOBA	13,560.	13,560.
CUMMINS ENGINE INC	579.	579.
DR HORTON	367.	367.
DARDEN RESTAURANTS INC	1,696.	1,696.
DOVER CORPORATION	1,023.	1,023.
DOW CHEMICAL COMPANY	2,035.	2,035.
DR PEPPER SNAPPLE INC COM	1,479.	1,479.
EMERGING MARKETS STOCK COMMON TRUST FUND	2,931.	2,931.
SELECT LARGE CAP GROWTH COMMON TRUST FUN	7,195.	7,195.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXELON CORP COM MID CAP VALUE CTF	1,509. 7,560.	1,509. 7,560.
SMALL CAP VALUE CTF	2,536.	2,536.
FIFTH THIRD BANCORP COM	1,946.	1,946.
MID CAP GROWTH CTF	1,467.	1,467.
FRANKLIN RES INC COM	559.	559.
FREEPORT-MCMORAN COPPER & GOLD INC COM	128.	128.
GAP INCORPORATED	92.	92.
GARDNER DENVER MACHINERY INC	70.	70.
GENERAL ELEC CO	5,454.	5,454.
GOLDMAN SACHS GROUP INC	850.	850.
HALLIBURTON CO	512.	512.
HARTFORD FINANCIAL SVCS GRP	845.	845.
HERSHEY FOODS CORP	1,571.	1,571.
HOLLYFRONTIER CORP COM	485.	485.
HUMANA INC	158.	158.
HUNT J B TRANSPORT SERVICES INC COM	225.	225.
DIVIDEND INCOME COMMON TRUST FUND	10,849.	10,849.
INTEL CORPORATION	2,787.	2,787.
INTERNATIONAL BUSINESS MACHS	919.	919.
INTUIT INC	691.	691.
ISHARES MSCI EMERGING MKTS INDEX FUND	3,407.	3,407.
ISHR MSCI EAFFE INDEX FUND	10,621.	10,621.
ISHARES S&P MIDCAP 400 INDEX FUND	3,018.	3,018.
ISHARES TR RUSSELL 2000 INDEX FUND	4,623.	4,623.
ISHARES DOW JONES U.S. REAL ESTATE INDEX	4,877.	4,877.
IVY ASSET STRATEGY FUND CL I	10,922.	10,922.
J P MORGAN CHASE & CO COM	4,706.	4,706.
JOHNSON & JOHNSON	4,253.	4,253.
JOHNSON CONTROLS INCORPORATED	685.	685.
KBR INC COM	230.	230.
KELLOGG CO	1,859.	1,859.
KIMBERLY CLARK CORP COM	1,247.	1,247.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KRAFT FOODS INC CL A COM	1,981.	1,981.
LIMITED BRANDS INC COM	3,513.	3,513.
LORILLARD INC COM	3,627.	3,627.
MACYS INC COM	2,299.	2,299.
MCKESSON HBOC INC	440.	440.
MEAD JOHNSON NUTRITION CO COM	148.	148.
MERCK & CO INC 02/18/2003 4.375% 02/15/2	12,350.	12,350.
MERCK & CO INC NEW COM	8,320.	8,320.
MICROSOFT CORPORATION	1,200.	1,200.
NATIONAL OILWELL VARCO INC COM	515.	515.
OCCIDENTAL PETROLEUM CORPORATION	1,675.	1,675.
PIMCO HIGH YIELD FUND	25,195.	25,195.
PNC BK CORP	2,316.	2,316.
PPG INDUSTRIES INC	1,861.	1,861.
PALL CORPORATION	83.	83.
PARKER HANNIFIN CORPORATION	1,493.	1,493.
PEPSICO INCORPORATED	3,639.	3,639.
PERMANENT PORTFOLIO	3,451.	3,451.
PEZER INC	4,774.	4,774.
PHILIP MORRIS INTL INC COM	5,748.	5,748.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	73,452.	73,452.
PIONEER NATURAL RESOURCES CO	14.	14.
POTASH CORP SASK INC	105.	105.
PRICE T ROWE GROUP INC COM	594.	594.
PUBLIC SERVICE ENTERPRISE GROUP INC	2,312.	2,312.
QUALCOMM INC	1,820.	1,820.
ROCKWELL INTL CORP	595.	595.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	4,397.	4,397.
SBC COMMUNICATIONS INC NT	12,431.	12,431.
SEMPRA ENERGY	4,397.	4,397.
TARGET CORP NT	7,344.	7,344.
UNION PAC CORP COM	2,670.	2,670.
US TREASURY BONDS 7.50% 11/15/16	20,316.	20,316.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY BONDS 6.25% 8/15/23	20,518.	20,518.
UNITED STATES TREAS NTS 11/15/2002 4% 11	17,216.	17,216.
UNITED TECHNOLOGIES CORP	2,677.	2,677.
V F CORPORATION	342.	342.
VANGUARD MSCI EAFE ETF FUND	7,390.	7,390.
VANGUARD FTSE EMERGING MKTS ETF	16,704.	16,704.
VERIZON COMMUNICATIONS	8,299.	8,299.
VIACOM INC CL B COM	1,443.	1,443.
VISA INC CL A COM	745.	745.
VODAFONE GROUP PLC NEW SP ADR	3,194.	3,194.
WELLS FARGO COMPANY	5,526.	5,526.
WELLS FARGO & CO NEW SR UNSECD NT	13,469.	13,469.
WILLIAMS COS INC DEL COM	1,931.	1,931.
ZIMMER HLDS INC COM	425.	425.
GOVERNMENT CREDIT CTF	25,353.	25,353.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	456.	456.
HIGH QUALITY CORE COMMON TRUST FUND	4,005.	4,005.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	219.	219.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	2,849.	2,849.
REIT COMMON TRUST FUND	10,724.	10,724.
ACCENTURE PLC CL A COM	1,936.	1,936.
COVIDIEN PLC COM	1,584.	1,584.
MARVELL TECHNOLOGY GROUP LTD COM	266.	266.
XL GROUP PLC COM	441.	441.
TYCO INTL LTD NEW F COM	2,446.	2,446.
AVAGO TECHNOLOGIES LTD COM	1,003.	1,003.
TOTAL	598,063.	598,063.

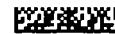
FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	-897.	-897.
SMALL CAP GROWTH LEADERS CTF	354.	354.
EMERGING MARKETS STOCK COMMON TRUST FUND	-262.	-262.
SMALL CAP VALUE CTF	68.	68.
MID CAP GROWTH CTF	1.	1.
INTERNATIONAL FOCUSED EQUITY COMMON TRUST	25.	25.
POWERSHARES DB COMMODITY INDEX TRACKING	297.	297.
TOTALS	-711.	-414.

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	44,319.	17,728.
TOTALS	44,319.	17,728.



FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,465.	2,465.
EXCISE TAX ESTIMATES	45,600.	
FOREIGN TAXES ON QUALIFIED FOR	2,876.	2,876.
FOREIGN TAXES ON NONQUALIFIED	886.	886.
TOTALS	51,827.	6,227.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,350.		1,350.
OTHER CHARITABLE EXPENSES	2,034.		2,034.
OTHER INVESTMENT FEE	63.		
INVSTMT EXP - INTEREST INCOME	40.		
PARTNERSHIP EXPENSES			3,012.

TOTALS	3,487.	3,115.	3,384.

DESCRIPTION

	ENDING BOOK VALUE	ENDING FMV
--	----------------------	---------------

464287507	ISHARES CORE S&P MID	328,646.
464287655	ISHARES RUSSELL 2000	355,045.
921943858	VANGUARD MSCI EAFFE E	275,166.
922042858	VANGUARD MSCI EMERGI	614,535.
466001864	IVY ASSET STRATEGY F	366,750.
693390841	PIMCO HIGH YIELD FD	1,070,140.
714199106	PERMANENT PORTFOLIO	635,360.
72200Q182	PIMCO ALL ASSET ALL	1,539,570.
202671913	AGGREGATE BOND CTF	3,620,601.
207543877	SMALL CAP GROWTH LEA	261,120.
29099J109	EMERGING MARKETS STO	594,245.
29699T994	SELECT LARGE CAP GRO	1,577,167.
302993993	MID CAP VALUE CTF	452,884.
303995997	SMALL CAP VALUE CTF	264,559.
323991307	MID CAP GROWTH CTF	441,904.
45399C107	DIVIDEND INCOME COMM	1,519,948.
99Z466163	HIGH QUALITY CORE CO	719,753.
99Z466197	INTERNATIONAL FOCUSE	784,976.
99Z466247	REIT COMMON TRUST FU	915,947.
TOTALS		16,338,316.
		16,504,778.

[REDACTED]

KATHARINE MATTHIES FOUNDATION

06-6261860

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	1,081,243.	1,048,362.
TOTALS		1,081,243.	1,048,362.





KATHARINE MATTHIES FOUNDATION

06-6261860

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

DESCRIPTION	AMOUNT
PARTNERSHIP TRANSACTION ADJUSTMENT	23,654.
REFUND OF FOREIGN TAX WITHHELD	543.
TRANSFER ADJUSTMENT	19,176.
TOTAL	43,373.

STATEMENT 11



KATHARINE MATTHIES FOUNDATION

06-6261860

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	8,282.
INCOME ADJUSTMENT	14,084.
ROUNDING	2.
SALES ADJUSTMENT	2,750.
SECURITIES ADJUSTMENT	20,202.
 TOTAL	45,320.

STATEMENT 12

KATHARINE MATTHIES FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

06-62261860

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
680.153 EMERGING MARKETS STOCK COMMON TRUST FUND	08/31/2012	10/12/2012	30,940.00	29,279.00	1,661.00
346.684 SMALL CAP VALUE CTF	08/31/2012	10/12/2012	6,060.00	5,951.00	109.00
488.862 SMALL CAP GROWTH LEADERS COMMON TRUST FUND	08/31/2012	10/12/2012	5,100.00	5,067.00	33.00
TOTAL OTHER GAINS AND LOSSES			42,100.00	40,297.00	1,803.00
Totals					
			42,100.00	40,297.00	1,803.00

KATHARINE MATTHIES FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

06-6261860

KATHARINE MATTHIES FOUNDATION

06-6261860

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	21,243.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	21,243.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	168,889.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-23,654.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	145,235.00
	=====

STATEMENT 15



06-6261860

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

RECIPIENT NAME:

N/A

FORM, INFORMATION AND MATERIALS:

N/A

SUBMISSION DEADLINES:

QUARTERLY

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEYMOUR, ANSONIA, DERBY, OXFORD, BEACON FALLS

STATEMENT 16

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
INTERNATIONAL EQUI	1	-897.
SMALL CAP GROWTH L	1	354.
EMERGING MARKETS S	1	-262.
SMALL CAP VALUE CT	1	68.
MID CAP GROWTH CTF	1	1.
INTERNATIONAL FOCU	1	25.



KATHARINE MATTHIES FOUNDATION

06-6261860

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

STATEMENT 18

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/15/2012	-8233.95	TOWN OF SEYMOUR	NONE	GRANT FOR PARK/LIGHTING POST LIGHTS & GAZEBO	PUBLIC CHARITY
8/13/2012	-44825	DERBY HISTORICAL SOCIETY	NONE	SUPPT THE RESTORATION WORK	PUBLIC CHARITY
8/13/2012	-5000	LOWER NAUGATUCK VALLEY PARENT	NONE	SUPPT MIDDLE SCHOOL PROGRAMS	PUBLIC CHARITY
8/13/2012	-25000	TEAM, INC	NONE	SUPPT THE MEALS ON WHEELS PROGRAM	PUBLIC CHARITY
8/13/2012	-10000	HOUSATONIC COUNCIL, BOYS SCOUTS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
8/13/2012	-25000	TEAM INC	NONE	SUPPORT DERBY COMPREHENSIVE PLAN	PUBLIC CHARITY
8/13/2012	-4200	TOWN OF OXFORD	NONE	SUPPT OXFORD CULTURAL ARTS COMMISSION	PUBLIC CHARITY
8/13/2012	-30000	SEYMOUR HISTORICAL SOCIETY	NONE	RESTORE AND REPAIR THE MATTIES HOUSE	PUBLIC CHARITY
8/13/2012	-30800	SEYMOUR HISTORICAL SOCIETY	NONE	RESTORE AND REPAIR THE MATTIES HOUSE	PUBLIC CHARITY
8/13/2012	-2000	SEYMOUR PUBLIC SCHOOLS	NONE	SUPPORT COST OF GUEST SPEAKERS	PUBLIC CHARITY
8/13/2012	-1500	CONN PARTNERSHIPS FOR CHILDREN	NONE	SUPPT THE DIAPER BANK SHELVING	PUBLIC CHARITY
8/13/2012	-3000	SEYMOUR TIGERS POP WARNER	NONE	SUPPT RECONDITIONING OF EQUIPMENT	PUBLIC CHARITY
8/13/2012	-1500	SEYMOUR TIGERS POP WARNER	NONE	SUPPT SAFETY TRAINING	PUBLIC CHARITY
8/13/2012	-15900	NAUGATUCK VALLEY HEALTH DISTRICT	NONE	SUPPORT THE IMMUNIZATION PROGRAM	PUBLIC CHARITY
8/13/2012	-35000	AREA CONGREGATIONS TOGETHER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
8/13/2012	-3000	CENTER STAGE THEATER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
8/13/2012	-15000	SHELTON ECONOMIC DEVLP CORP	NONE	SUPPORT TRANSPORTATION COST	PUBLIC CHARITY
8/13/2012	-25000	BOYS & GIRLS CLUB OF LOWER	NONE	SUPPORT EDUCATION INITIATIVE	PUBLIC CHARITY
8/13/2012	-10000	JUNIOR ACHIEVEMENT OF WESTERN CT	NONE	SUPPORT CURRICULAR ENHANCEMENTS	PUBLIC CHARITY
8/13/2012	-11000	SHAKESPEARE PRODUCTIONS INC	NONE	SUPPORT HEALTHY EYES PROGRAMS	PUBLIC CHARITY
8/13/2012	-15200	PREVENT BLINDNESS TRISTATE	NONE	SUPPORT PROGRAMS FOR CHILDREN	PUBLIC CHARITY
8/13/2012	-3500	COVENANT TO CARE FOR CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
8/13/2012	-5000	PLANNED PARENTHOOD OF SOUTHERN	NONE	SUPPT CANCER SUPPORT SERVICES	PUBLIC CHARITY
8/13/2012	-3000	CANCER CARE, INC	NONE	SUPPT PROGRAMMING	PUBLIC CHARITY
8/13/2012	-5000	CONNECTICUT RADIO INFORMATION	NONE	SUPPORT LITERACY TUTORING FOR ADULTS	PUBLIC CHARITY
8/13/2012	-7500	LITERACY VOLUNTEERS OF GREATER	NONE	SUPPORT COMMUNITY EDUCATION PROGRAMS	PUBLIC CHARITY
8/13/2012	-10000	RAPE CRISIS CENTER OF MILFORD IN	NONE	SUPPORT SUMMER CAMPERSHIPS	PUBLIC CHARITY
8/13/2012	-12000	GIRL SCOUTS OF CONN, INC	NONE	SUPPT MUSIC PROGRAM	PUBLIC CHARITY
8/13/2012	-21500	NEW HAVEN SYMPHONY ORCHESTRA INC	NONE	SUPPT IMMERSION STEM AFTER-SCHOOL PROGRAM	PUBLIC CHARITY
8/13/2012	-8890	SEA RESEARCH FOUNDATION, INC	NONE	SUPPT THE MEDICAL SOCIAL WORK PROGRAM	PUBLIC CHARITY
8/13/2012	-10000	VNA OF SOUTH CENTRAL, INC	NONE	SUPPT THE ANNUAL THANKSGIVING BASKET DRIVE	PUBLIC CHARITY
8/13/2012	-3000	STAR OF BETHLEHEM CHURCH	NONE	SUPPORT EARLY CHILDHOOD SUCCESS PROGRAM	PUBLIC CHARITY
8/13/2012	-25000	VALLEY UNITED WAY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
8/13/2012	-7500	ASSUMPTION SCHOOL	NONE	SUPPORT COMMUNITY FOOD PROGRAMS	PUBLIC CHARITY
8/13/2012	-20000	THE SALVATION ARMY	NONE	INSTALLATION OF NEW FIRE SYSTEM AT SAFE HOUSE	PUBLIC CHARITY
8/13/2012	-5944	BHCARE INC, CENTER FOR DOMESTIC	NONE	SUPPT THE REVITALIZATIONS OF CLASSROOMS	PUBLIC CHARITY
8/13/2012	-7500	ST MARY CATHOLIC CHURCH SOCIETY	NONE	SUPPT THE HEATING SYSTEM REPAIR	PUBLIC CHARITY
8/13/2012	-5500	FATHER MCKENNA ST VINCENT DEPAUL	NONE	SUPPT RESTORATION OF BELL @ TOWN HALL	PUBLIC CHARITY
9/17/2012	-2440	TOWN OF SEYMOUR	NONE	PURCHASE ITEMS FOR CALLAHAN HOUSE	PUBLIC CHARITY
11/13/2012	-2087	TOWN OF SEYMOUR	NONE	PURCHASE EQUIPMENT FOR SEYMOUR PARKS	PUBLIC CHARITY
11/21/2012	-11000	TOWN OF SEYMOUR	NONE	PURCHASE PRESCHOOL PLAYGROUND EQUIPMENT	PUBLIC CHARITY
12/20/2012	-15000	TOWN OF BEACON FALLS	NONE		
TOTAL	-51230				

Application for Extension of Time To File an Exempt Organization Return

► **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 ►
- 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 KATHARINE MATTHIES FOUNDATION	Employer identification number (EIN) or 06-6261860
	Number, street, and room or suite no. If a P O box, see instructions P O BOX 1802	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PROVIDENCE, RI 02901-1802	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ►US TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275 FAX No. ► 401-278-8944

- 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 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2012 or

► tax year beginning _____, 20_____, and ending _____, 20_____

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 \$ 74,525.
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 \$ 60,877.
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 \$ 13,648.

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. 1-2013)