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

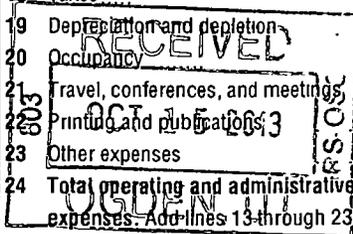
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012** or tax year beginning **JUN 1, 2012**, and ending **MAY 31, 2013**

Name of foundation Eugene R. Matthews Memorial Fund		A Employer identification number 58-1580753
Number and street (or P O box number if mail is not delivered to street address) Post Office Box 3737	Room/suite	B Telephone number 704-868-9330
City or town, state, and ZIP code Gastonia, NC 28054		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 709,925.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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))</small>	(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			N/A	
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	20,672.	20,672.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,168.			
b Gross sales price for all assets on line 6a 43,832.				
7 Capital gain net income (from Part IV, line 2)		10,168.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	30,840.	30,840.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 2	2,625.	0.		0.
c Other professional fees Stmt 3	5,156.	0.		0.
17 Interest				
18 Taxes Stmt 4	932.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	8,713.	0.		0.
25 Contributions, gifts, grants paid	31,255.			31,255.
26 Total expenses and disbursements. Add lines 24 and 25	39,968.	0.		31,255.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<9,128.>			
b Net investment income (if negative, enter -0-)		30,840.		
c Adjusted net income (if negative, enter -0-)			N/A	

Operating and Administrative Expenses SCANNED OCT 28 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	10,078.	4,941.	4,941.
	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			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	500.	500.	500.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 5	422,084.	418,093.	704,484.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	432,662.	423,534.	709,925.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	432,662.	423,534.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	432,662.	423,534.		
31 Total liabilities and net assets/fund balances	432,662.	423,534.		

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	432,662.
2 Enter amount from Part I, line 27a	2	<9,128.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	423,534.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	423,534.

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			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 43,832.		33,664.	10,168.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			10,168.

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	10,168.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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	28,630.	632,338.	.045276
2010	26,083.	582,328.	.044791
2009	26,403.	529,096.	.049902
2008	38,391.	530,816.	.072324
2007	37,835.	790,860.	.047840

2 Total of line 1, column (d)	2	.260133
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	.052027
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	685,644.
5 Multiply line 4 by line 3	5	35,672.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	308.
7 Add lines 5 and 6	7	35,980.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	31,255.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits and payments, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, unrelated business gross income, and substantial contributors. Includes Yes/No columns and a 'Refunded' column.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of B. Frank Matthews, II Telephone no 704-868-9330 Located at Post Office Box 3737, Gastonia, NC ZIP+4 28054
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 N/A
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 90-22.1 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.

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
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
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 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.)
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?

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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 5b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A 6b X 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.

(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
B. Frank Matthews II Post Office Box 3737 Gastonia, NC 28054	Trustee	0.00	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3	
All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

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	690,192.
b	Average of monthly cash balances	1b	5,893.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	696,085.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	696,085.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,441.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	685,644.
6	Minimum investment return. Enter 5% of line 5	6	34,282.

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	34,282.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	617.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	617.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,665.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,665.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	33,665.

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	31,255.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	31,255.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,255.

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				33,665.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,255.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 31,255.				
a Applied to 2011, but not more than line 2a			31,255.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				33,665.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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					
3 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))

None

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

None

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Davidson College 405 N. Main Street Davidson, NC 28035		Public Charity	General Fund	15,500.
Boys and Girls Club of Greater Gaston 310 South Boyd Street Gastonia, NC 28052		Public Charity	General Fund	2,000.
First Presbyterian Church 1621 East Garrison Boulevard Gastonia, NC 28054		Public Charity	General Fund	11,755.
Gaston Literacy Council 116 South Marietta Street Gastonia, NC 28052		Public Charity	General Fund	2,000.
Total				▶ 3a 31,255.
b Approved for future payment				
None				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 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, 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, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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).

Eugene R. Matthews Memorial Fund

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 50 Shrs Becton Dickinson & Co.	P	06/04/09	10/25/12
b 30 Shrs Novo Nordisk	P	05/14/08	03/04/13
c 50 Shrs Wal-Mart Stores, Inc.	P	09/24/99	03/04/13
d 75 Shrs American Express Company	P	01/31/01	05/13/13
e 10 Shrs Apple, Inc.	P	08/14/07	05/13/13
f 10 Shrs Blackrock, Inc.	P	02/07/12	05/13/13
g 100 Shrs General Electric Company	P	09/28/99	05/13/13
h 25 Shrs Roche Holdings LTD ADR	P	01/28/10	05/13/13
i 10 Shrs Novo Nordisk A S ADR	P	05/14/08	05/13/13
j 25 Shrs Procter & Gamble Co.	P	03/24/00	05/13/13
k 25 Shrs Qualcomm, Inc.	P	08/25/08	05/13/13
l 100 Shrs Rio Tinto PLC Sponsored ADR	P	10/31/10	05/13/13
m 10 Shrs Time Warner Cable	P	09/21/11	05/13/13
n 90 Shrs Total S.A. Spons ADR	P	02/04/09	05/13/13
o Procter & Gamble Co.	P	03/24/00	05/13/13

(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 3,703.		3,518.	185.
b 5,317.		1,989.	3,328.
c 3,547.		2,331.	1,216.
d 5,145.		3,096.	2,049.
e 4,478.		1,267.	3,211.
f 2,735.		1,899.	836.
g 2,214.		3,885.	<1,671.>
h 1,524.		1,083.	441.
i 1,673.		663.	1,010.
j 1,911.		715.	1,196.
k 1,561.		1,366.	195.
l 4,528.		6,496.	<1,968.>
m 974.		663.	311.
n 4,461.		4,693.	<232.>
o 61.			61.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FM 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			185.
b			3,328.
c			1,216.
d			2,049.
e			3,211.
f			836.
g			<1,671.>
h			441.
i			1,010.
j			1,196.
k			195.
l			<1,968.>
m			311.
n			<232.>
o			61.

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	10,168.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

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Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Abbott Laboratories	260.	0.	260.
Abbvie, Inc.	160.	0.	160.
Altria Group	1,038.	0.	1,038.
American Express Company	160.	0.	160.
Apple, Inc.	770.	0.	770.
Automatic Data Processing	249.	0.	249.
Becton Dickinson & Co.	45.	0.	45.
Blackrock, Inc.	216.	0.	216.
Canadian Pacific Railway, LTD	12.	0.	12.
Caterpillar, Inc.	312.	0.	312.
Chevron Corp	432.	0.	432.
Coca Cola Company	1,254.	0.	1,254.
Comcast Corp New CL A	19.	0.	19.
Conoco Phillips	528.	0.	528.
Exxon Mobil	1,738.	0.	1,738.
Franklin Resources	206.	0.	206.
Frprt-Mcmrn CPPR & GLD	188.	0.	188.
General Electric	432.	0.	432.
HSBC Holdings	225.	0.	225.
Intel Corporation	573.	0.	573.
International Business Machines	323.	0.	323.
Johnson & Johnson	610.	0.	610.
JP Morgan Chase & Co.	300.	0.	300.
Kinder Morgan Inc.	292.	0.	292.
McDonalds Corporation	735.	0.	735.
McGraw Hill Companies, Inc.	354.	0.	354.
Merck & Company, Inc.	255.	0.	255.
Mondelez International, Inc.	65.	0.	65.
Nestle	748.	0.	748.
News Corporation	59.	0.	59.
Novo Nordisk A S	217.	0.	217.
Occidental Pete Corp.	249.	0.	249.
Pepsico Incorporated	430.	0.	430.
Philip Morris International	2,324.	0.	2,324.
Phillips 66	76.	0.	76.
Praxair, Inc.	450.	0.	450.
Procter & Gamble	686.	0.	686.
Qualcomm Inc	100.	0.	100.
Rio Tinto PLC	166.	0.	166.
Roche Holdings Ltd.Adr	382.	0.	382.
Royal Dutch Shell	774.	0.	774.
Sabmiller PLC ADR	91.	0.	91.
Target Corporation	276.	0.	276.
Texas Instruments, Inc.	218.	0.	218.
Time Warner Cable	117.	0.	117.
Total S.A. Spons Adr	747.	0.	747.
United Technologies, Inc.	209.	0.	209.

Wal-Mart Stores	392.	0.	392.
Walgreen Company	210.	0.	210.
Total to Fm 990-PF, Part I, ln 4	20,672.	0.	20,672.

Form 990-PF	Accounting Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Belk Stores Services	2,625.	0.		0.
To Form 990-PF, Pg 1, ln 16b	2,625.	0.		0.

Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Manager Fees	5,156.	0.		0.
To Form 990-PF, Pg 1, ln 16c	5,156.	0.		0.

Form 990-PF	Taxes	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes on Dividends	570.	0.		0.
Excise Taxes	362.	0.		0.
To Form 990-PF, Pg 1, ln 18	932.	0.		0.

Form 990-PF

Corporate Stock

Statement 5

Description	Book Value	Fair Market Value
Abbott Laboratories	3,650.	7,334.
Abbvie, Inc.	3,958.	8,538.
Altria Group	4,866.	21,660.
American Express Company	5,160.	9,464.
Apple, Inc.	7,603.	26,984.
Automatic Data Processing	6,130.	10,308.
Becton Dickinson & Co.	0.	0.
Blackrock, Inc.	4,748.	6,980.
Canadian Pacific Railway LTD	4,390.	4,620.
Caterpillar, Inc.	9,378.	12,870.
Chevron Corp.	14,936.	17,185.
Coca Cola Company	29,835.	47,988.
Comcast Corp New CL A	4,043.	4,017.
Conoco Phillips	9,749.	12,268.
Diageo	4,224.	4,139.
Exxon Mobil Corporation	3,373.	67,853.
Franklin Resources, Inc.	6,437.	7,741.
Freeport-McMoran Copper	7,654.	4,658.
General Electric Company	17,130.	11,660.
HSBC Holdings	4,240.	5,486.
Intel Corporation	34,762.	14,568.
International Business Machines	17,066.	22,882.
Johnson & Johnson	14,382.	21,045.
JP Morgan Chase & Company	10,960.	13,648.
Kinder Morgan, Inc.	5,875.	7,596.
McDonalds Corporation	10,264.	24,143.
McGraw Hill Companies, inc.	2,393.	5,455.
Merck & Company, Inc.	9,215.	7,005.
Mondelez International, Inc.	6,670.	7,369.
Nestle S A	11,117.	23,212.
News Corporation	5,799.	11,239.
Novo Nordisk ADR	3,979.	9,666.
Occidental Pete Corp.	9,656.	10,128.
Pepsico, Inc.	10,241.	16,154.
Philip Morris International, Inc.	15,014.	63,637.
Phillips 66	2,897.	6,657.
Praxair, Inc.	10,767.	22,866.
Proctor & Gamble	8,038.	21,109.
Qualcomm, Inc.	4,099.	4,761.
Rio Tinto PLC	0.	0.
Roche Holdings Ltd. ADR	7,578.	10,910.
Royal Dutch Shell PLC ADR Cl A	12,044.	14,933.
SabMiller PLC ADR	4,057.	5,064.
Target Corporation	6,306.	13,900.
Texas Instruments, Inc.	8,064.	8,978.
Time Warner Cable	2,653.	3,820.
Total S.A. Spons ADR	8,529.	7,976.

Eugene R. Matthews Memorial Fund

58-1580753

United Technologies Corporation	6,857.	9,490.
Wal-Mart Stores	9,362.	14,968.
Walgreen Company	7,945.	9,552.
Total to Form 990-PF, Part II, line 10b	<u>418,093.</u>	<u>704,484.</u>