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 12/01 , 2012, and ending 11/30, 2013

Name of foundation: MATTEI FOUNDATION

A Employer identification number: 20-6376517

Number and street (or P O box number if mail is not delivered to street address): 6805 MORRISON BLVD. SUITE 370 ONE MORROCROFT CENTER | Room/suite:

B Telephone number (see instructions): (704) 971-6060

City or town, state, and ZIP code: CHARLOTTE, NC 28211

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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 [X] 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) ▶ $ 6,163,917.

J Accounting method [X] 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)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	263,880.	263,880.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	14,108.			
b	Gross sales price for all assets on line 6a 5,290,648.				
7	Capital gain net income (from Part IV, line 2)		14,108.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	277,988.	277,988.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	614.			
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 2	15,456.	15,456.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	31,065.	1,553.		7,766.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	10,584.	10,564.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	57,719.	27,573.		7,766.
25	Contributions, gifts, grants paid	284,205.			283,405.
26	Total expenses and disbursements Add lines 24 and 25	341,924.	27,573.	0	291,171.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-63,936.			
b	Net investment income (if negative, enter -0-)		250,415.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED JUL 2 1 2014

RECEIVED 2014

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

Form **990-PF** (2012)

6/16/2014 2:17:13 PM

P 8

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	32,598.	34,198.	34,198.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)	3,517,270.	2,701,734.	2,740,894.
c Investments - corporate bonds (attach schedule)	2,500,000.	3,250,000.	3,388,825.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,049,868.	5,985,932.	6,163,917.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	6,049,868.	5,985,932.	
30 **Total net assets or fund balances** (see instructions)	6,049,868.	5,985,932.	
31 **Total liabilities and net assets/fund balances** (see instructions)	6,049,868.	5,985,932.	

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	6,049,868.
2 Enter amount from Part I, line 27a	2	-63,936.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,985,932.
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	5,985,932.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	14,108.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	315,851.	6,165,025.	0.051233
2010	285,833.	6,340,646.	0.045079
2009	265,705.	5,904,863.	0.044998
2008	293,058.	5,425,187.	0.054018
2007	210,191.	6,480,585.	0.032434

2 Total of line 1, column (d)	2	0.227762
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	0.045552
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,039,401.
5 Multiply line 4 by line 3	5	275,107.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,504.
7 Add lines 5 and 6	7	277,611.
8 Enter qualifying distributions from Part XII, line 4	8	291,171.

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.

6/16/2014 2:17:13 PM

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,504.
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	2,504.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,504.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 7,217.		
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	7,217.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,713.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,713. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*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		X
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

JSA
2E1440 1 000

6/16/2014 2:17:13 PM

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ J. SCOTT MATTEI Telephone no ▶

Located at ▶ONE MORROCROFT CT. 6805 MORRISON 370 ZIP+4 ▶ 28211

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

		Line	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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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.

		Line	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.)	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 ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

6/16/2014 2:17:13 PM

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

			Yes	No
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		X
	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		X

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
ATCH 4		0	0	0

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

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

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

JSA
2E1460 1 000

6/16/2014 2:17:13 PM

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
N/A		0
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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

JSA
2E1465 1 000

6/16/2014 2:17:13 PM

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,096,654.
b	Average of monthly cash balances	1b	34,718.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,131,372.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,131,372.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	91,971.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,039,401.
6	**Minimum investment return.** Enter 5% of line 5	6	301,970.

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	301,970.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,504.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,504.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	299,466.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	299,466.
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	299,466.

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	291,171.
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	291,171.
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	2,504.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	288,667.

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.

JSA
2E1470 1 000

6/16/2014 2:17:13 PM

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				299,466.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			281,827.	
b Total for prior years 20 10 ,20 09 ,20 08				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 291,171.				
a Applied to 2011, but not more than line 2a			281,827.	
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				9,344.
e Remaining amount distributed out of corpus				
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				
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				290,122.
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	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				

6/16/2014 2:17:13 PM

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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

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*				
ATCH 5				
Total . . . . ▶ **3a**				284,205.
b *Approved for future payment*				
ATCH 6				
Total . . . . ▶ **3b**				601,000.

JSA
2E1491 1 000

6/16/2014 2:17:13 PM

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	263,880.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,108.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				277,988.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 277,988.

(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)

6/16/2014 2:17:13 PM

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

▶ [signature] 7/9/2014 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

JSA
2E1493 1 000

6/16/2014 2:17:13 PM

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					42.	
		SEE ATTACHED STATMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
302,343.		288,262.					14,081.	
		SEE ATTACHED STATEMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,000,026.		5,000,011.					15.	
		SEE ATTACHED STATEMENT C PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,036.		1,066.					-30.	
TOTAL GAIN(LOSS)		....					14,108.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	263,421.	263,421.
TAX EXEMPT INTEREST & DIVIDENDS	459.	459.
TOTAL	263,880.	263,880.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES	12,500.	12,500.
FOREIGN TAXES PAID	2,956.	2,956.
TOTALS	15,456.	15,456.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	10,564.	10,564.
OFFICE EXPENSES	20.	
TOTALS	10,584.	10,564.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
J. SCOTT MATTEI 6805 MORRISON BLVD. SUITE 370 ONE MORROCROFT CENTER CHARLOTTE, NC 28211	TRUSTEE	0	0	0
	GRAND TOTALS			

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	200,000
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 NORTH MILITARY TRAIL WEST PALM BEACH, FL 33409	501 (C)(3) PUBLIC CHARITY	ANIMAL RIGHTS WELFARE, AND SERVICES	2,500
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION, B6006 AUSTIN, TX 78712	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING THE MBA PROGRAM AT THE UNIVERSITY OF TEXAS AT AUSTIN	10,000.
SOUTHERN METHODIST UNIVERSITY POST OFFICE BOX 750402 DALLAS, TX 75275-0402	501 (C)(3) PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO THOSE ENTERING SOUTHERN METHODIST UNIVERSITY	12,500
KINGS KITCHEN POST OFFICE BOX 77065 CHARLOTTE, NC 28271-7000	501 (C)(3) PUBLIC CHARITY	SUPPORT OF THE NOT FOR PROFIT RESTAURANT SERVING CENTER CITY, CHARLOTTE	1,000
CAROLINAS HEALTHCARE FOUNDATION POST OFFICE BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	CARES FOR THE EMOTIONAL NEEDS OF CHILDREN & THEIR FAMILIES, EDUCATES THEM ABOUT THE HOSPITAL EXPERIENCE AND HELPS RESTORE A SENSE OF NORMALCY TO THEIR LIVES	1,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROVIDENCE HOME TEEN SHELTER 5310 DOSHER CUT OFF SE SOUTHPORT, NC 28461	501 (C)(3) PUBLIC CHARITY	PROVIDE SHELTER DUE TO AN EMERGENCY, HIGH-RISK OR CRISIS SITUATION REQUIRING OUT OF HOME PLACEMENT	100.
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	501 (C)(3) PUBLIC CHARITY	SUPPLEMENT COST OF EVERY STUDENT'S EDUCATION	6,200
SECOND HARVEST FOOD BANK OF METROLINA 500-B SPRATT STREET CHARLOTTE, NC 28206	501 (C)(3) PUBLIC CHARITY	PROVIDE FOOD FOR HUNGRY NEIGHBORS	2,500.
MYERS PARK UNITED METHODIST CHURCH 1501 QUEENS ROAD CHARLOTTE, NC 28207	501 (C)(3) PUBLIC CHARITY	PROVIDE SCHOLARSHIPS FOR SEMINARY EDUCATION	22,500
SMU MUSTANG CLUB PO BOX 750402 DALLAS, TX 75275-0402	501 (C)(3) PUBLIC CHARITY	SUPPORT FOR THE SMU STUDENT COMMUNITY	500
BLUMENTHAL PERFORMING ARTS 130 N TRYON STREET CHARLOTTE, NC 28202	501 (C)(3) PUBLIC CHARITY	SUPPORT THE GROWTH OF A VIBRANT CULTURAL COMMUNITY	1,565

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD VISION 34834 WEYERHAEUSER WAY SOUTH FEDERAL WAY, WA 98001	501 (C)(3) PUBLIC CHARITY	PROVIDE ESSENTIAL CARE, ENCOURAGEMENT AND HOPE TO HURTING CHILDREN AND THEIR FAMILIES	540
NOVANT HEALTH FOUNDATION 220 HAWTHORNE LANE CHARLOTTE, NC 28204	501 (C)(3) PUBLIC CHARITY	SUPPORT THE NEEDS OF PEDIATRIC PATIENTS AND THEIR FAMILIES	1,000.
KAPPA KAPPA GAMMA FOUNDATION PO BOX 38 COLUMBUS, OH 43216	501 (C)(3) PUBLIC CHARITY	PROGRAMS FOR THE SUPPORT AND ADVANCEMENT OF WOMEN	1,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW #300 WASHINGTON, DC 20005	501 (C)(3) PUBLIC CHARITY	ADVOCATE FOR NUTRITION AND HEALTH, FOOD SAFETY, ALCOHOL POLICY, AND SOUND SCIENCE SCIENCE	300
BE THE MATCH FOUNDATION 3001 BROADWAY STREET NE SUITE 601 MINNEAPOLIS, MN 55413-1753	501 (C)(3) PUBLIC CHARITY	HELP BLOOD CANCER AND BLOOD DISEASE PATIENTS RECEIVE CARE AND TREATMENT	8,000.
THE LYNNWOOD FOUNDATION 400 HERMITAGE ROAD CHARLOTTE, NC 28207	501 (C)(3) PUBLIC CHARITY	PRESERVATION, CHARITABLE, AND EDUCATIONAL SERVICES	1,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPERA CAROLINA 301 S TRYON STREET, SUITE 1550 CHARLOTTE, NC 28282	501 (C)(3) PUBLIC CHARITY	EDUCATION AND OUTREACH PROGRAMS	2,500.
CHILDREN'S THEATRE OF CHARLOTTE 300 EAST 7TH STREET CHARLOTTE, NC 28202	501 (C)(3) PUBLIC CHARITY	INSPIRING GENERATIONS TO EXPLORE THE WONDER OF THEIR WORLD THROUGH THEATRE EXPERIENCES	500.
YMCA OF GREATER CHARLOTTE 500 E MOREHEAD STREET, SUITE 300 CHARLOTTE, NC 28202	501 (C)(3) PUBLIC CHARITY	PROVIDE PROGRAMS AND SERVICES	1,000
HARVEST CENTER MISSION PO BOX 16910 CHARLOTTE, NC 28297	501 (C)(3) PUBLIC CHARITY	PROVIDE FOOD, CLOTHING, HOUSING, EDUCATION, COUNSELING, AND RECOVER SERVICES TO THOSE IN NEED	500
ST EDWARDS CATHOLIC CHURCH 144 NORTH COUNTY RD PALM BEACH,	501 (C)(3) PUBLIC CHARITY	COMMUNITY OUTREACH	5,000.
MISSIONARIES OF CHARITY 1625 GLENN STREET CHARLOTTE, NC 28205	501 (C)(3) PUBLIC CHARITY	COMMUNITY OUTREACH SERVICES	2,500
		TOTAL CONTRIBUTIONS PAID	284,205.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28232	501 (C)(3) PUBLIC CHARITY	RESEARCH FOR TREATMENT OF CHRONIC DISEASES	600,000.
CAROLINAS HEALTHCARE FOUNDATION PO BOX 32861 CHARLOTTE, NC 28204	501 (C)(3) PUBLIC CHARITY	CARES FOR THE EMOTIONAL NEEDS OF CHILDREN & THEIR FAMILIES, EDUCATES THEM ABOUT THE HOSPITAL EXPERIENCE AND HELPS RESTORE A SENSE OF NORMALCY TO THEIR LIVES	1,000.
		TOTAL CONTRIBUTIONS APPROVED	601,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
MATTEI FOUNDATION	20-6376517

Note: *Form 5227 filers need to complete only Parts I and II.*

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	14,066.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	14,066.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	42.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	42.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			14,066.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			42.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			14,108.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: MATTEI FOUNDATION

Employer identification number: 20-6376517

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED STATMENT A	VARIOUS	VARIOUS	302,343.	288,262.	14,081.
SEE ATTACHED STATEMENT B	VARIOUS	VARIOUS	5,000,026.	5,000,011.	15.
SEE ATTACHED STATEMENT C	VARIOUS	VARIOUS	1,036.	1,066.	-30.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 14,066.

6/16/2014 2:17:13 PM

Statement F

Form 990-PF Part II Line 10 b Investments

Summary of Portfolio Detail

Equities

	Market Value		Tax Cost	Unreal Gain/Loss
Account 2N8-009753	445,007.97	D-7	479,157.86	(34,149.89)
Account 2N8-008722	854,419.58	D-8	781,109.45	73,310.13
Account 268-367232	-		-	-
	1,299,427.55	a	1,260,267.31	39,160.24

Cash/Cash Equivalents held in Investment Accounts

Account 2N8-009753	14,480.71	E-46	14,480.71	-
Account 2N8-008722	8,575.09	E-36	8,575.09	-
Account 268-367232	1,418,410.91	E-24	1,418,410.91	-
	1,441,466.71	a	1,441,466.71	-
TOTAL INVESTMENTS	**2,740,894.26**		**2,701,734.02**	

Cost Basis Reconciliation

Cost Basis of Investments per statement detail	2,701,734.02	sum of a
Cost Basis of Investments per form 990PF page 2	2,701,734.00	from page 2 of 990 PF
Difference	0.02	reduction in basis

Covered Capital Gain/Loss Report

MF

Wednesday, May 21, 2014

Account Name	ST PROCEEDS - COVERED	ST COST BASIS - COVERED	ST WASH SALES - COVERED	ST Gain Loss Covered	LT PROCEEDS - COVERED	LT COST BASIS - COVERED	LT WASH SALES - COVERED	LT Gain Loss Covered
CS 8722	$260,687 00	$240,214.00	$1,539 00	$22,012	$11,721 00	$19,673 00	$2,830.00	($5,122)
CS 8722 - December 2012 Activity	$10,693 00	$9,354 00		$1,339				$0
CS 8722 - December 2013 Activity	($40,473.00)	($44,038 00)	($665 00)	$2,900	($11,721 00)	($19,673 00)	($2,830.00)	$5,122
CS 9753	$83,339.00	$104,425 00		($21,086)				$0
CS 9753 - December 2013 Activity	($11,903 00)	($20,819 00)		$8,916				$0
GRAND TOTALS	**$302,343.00**	**$289,136.00**	**$874.00**	**$14,081**	**$0.00**	**$0.00**	**$0.00**	**$0**

NonCovered Capital Gain/Loss Report

MF

Wednesday, May 21, 2014

Account Name	ST PROCEEDS - NONCOVERED	ST COST BASIS - NONCOVERED	ST WASH SALES - NONCOVERED	ST GAIN LOSS NONCOVERED	LT PROCEEDS - NONCOVERED	LT COST BASIS - NONCOVERED	LT WASH SALES - NONCOVERED	LT GAIN LOSS NONCOVERED
CS 7232	$6,000,000 00	$6,000,000 00		$0				$0
CS 7232 December 2013 Activity	($1,000,000 00)	($1,000,000 00)		$0				$0
CS 9753	$26 00	$11 00		$15				$0
GRAND TOTALS	**$5,000,026.00**	**$5,000,011.00**		**$15**				**$0**

Other Capital Gain/Loss Report

MF

Wednesday, May 21, 2014

Account Name	ST PROCEEDS - OTHER	ST COST BASIS - OTHER	ST WASH SALES - OTHER	ST GAIN LOSS OTHER	LT PROCEEDS - OTHER	LT COST BASIS - OTHER	LT WASH SALES - OTHER	LT GAIN LOSS OTHER
CS 9753	$1,036.00	$1,066.00		($30)				$0
GRAND TOTALS	**$1,036.00**	**$1,066.00**		**($30)**				**$0**

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-009753

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Short-Term Transactions Not Reported to the IRS on Form 1099-B (Informational Only)	
Proceeds	1,035.67
Cost or Other Basis	1,065.89
Realized Gain or Loss	(30.22)
Advisory Fees	**(4,411.65)**

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): ANTA SPORTS PRODUCTS LIMITED SHS ISIN#KY G040111059 CUSIP: G04011105

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
SELL	HIGH COST	8,147	03/01/2013	06/27/2013	7,037.38	7,725.80		(688.42)
SELL	HIGH COST	8,478	05/02/2013	06/27/2013	7,323 30	7,169.84		153.46
SALE DATE TOTAL		**16,625**	**VARIOUS**	**06/27/2013**	**14,360.68**	**14,895.64**		**(534.96)**

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-009753

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Description (Box 8): KUMBA IRON ORE LTD S HS ISIN#ZAE000085346					CUSIP: S4341C103			
SELL	HIGH COST	145	03/01/2013	06/27/2013	6,502.06	9,294.53		(2,792.47)
SELL	HIGH COST	3	05/02/2013	06/27/2013	134.53	157.02		(22.49)
SALE DATE TOTAL		148	VARIOUS	06/27/2013	6,636.59	9,451.55		(2,814.96)
Description (Box 8): CHINA MINSHENG BANKI NG CORP LTD SHS H IS IN#CNE100000HF9					CUSIP: Y1495M112			
SELL	HIGH COST	4,403	03/01/2013	06/27/2013	4,279 72	6,154.07		(1,874.35)
SELL	HIGH COST	4,538	05/02/2013	06/27/2013	4,410.93	5,743.75		(1,332.82)
SALE DATE TOTAL		8,941	VARIOUS	06/27/2013	8,690.65	11,897.82		(3,207.17)
Description (Box 8): ZIJIN MINING GROUP C O LTD SHS H. ISIN#CN E100000502					CUSIP: Y9892H107			
SELL	HIGH COST	12,907	03/01/2013	06/27/2013	2,293.58	4,436.14		(2,142.56)
SELL	HIGH COST	13,247	05/02/2013	06/27/2013	2,353.99	3,891.97		(1,537.98)
SALE DATE TOTAL		26,154	VARIOUS	06/27/2013	4,647.57	8,328.11		(3,680.54)
Description (Box 8): BANCO BRADESCO S A S PONSORED ADR REPSTG PFD SHS NEW 2004					CUSIP: 059460303			
CASH IN LIEU	FIRST IN FIRST OUT	.600	02/28/2013	04/02/2013	10.11	9.77		0 34
Description (Box 8): BANCO SANTANDER BRAS IL SA ADS REPSTG 1 U NIT					CUSIP: 05967A107			
SELL	HIGH COST	937	02/28/2013	06/27/2013	5,890.73	6,837.10		(946.37)
SELL	HIGH COST	992	05/01/2013	06/27/2013	6,236 50	7,251.52		(1,015.02)

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-009753

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 1040, Schedule D, Line 1b, 2, 8b or 9)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Description (Box 8): BANCO SANTANDER BRAS IL SA ADS REPSTG 1 U NIT					CUSIP: 05967A107 *(continued)*			
SALE DATE TOTAL		**1,929**	**VARIOUS**	**06/27/2013**	**12,127.23**	**14,088.62**		**(1,961.39)**
Description (Box 8): SILICONWARE PRECISIO N INDS LTD SPONSORED ADR SPIL ISIN#US827					CUSIP: 827084864			
SELL	HIGH COST	1,214	02/28/2013	06/27/2013	7,488.92	6,396.80		1,092.12
SELL	HIGH COST	1,172	05/01/2013	06/27/2013	7,229.83	7,125.76		104.07
SALE DATE TOTAL		**2,386**	**VARIOUS**	**06/27/2013**	**14,718.75**	**13,522.56**		**1,196.19**
Description (Box 8): SOCIEDAD QUIMICA Y M INERA DE CHILE S A S PON ADR					CUSIP: 833635105			
SELL	HIGH COST	521	06/27/2013	12/19/2013	11,902.87	20,818.74		(8,915.87)
Description (Box 8): TURKCELL ILETISIM HI ZMETLERI A S SPONS A DR ISIN#US9001112047					CUSIP: 900111204			
SELL	HIGH COST	351	02/28/2013	06/27/2013	5,050.15	5,818.00		(767.85)
SELL	HIGH COST	361	05/01/2013	06/27/2013	5,194.03	5,594.20		(400.17)
SALE DATE TOTAL		**712**	**VARIOUS**	**06/27/2013**	**10,244.18**	**11,412.20**		**(1,168.02)**
Short-Term Covered Total					**83,338.63**	**104,425.01**		**(21,086.38)**
Covered Total					**83,338.63**	**104,425.01**		**(21,086.38)**

Total December Activity

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-009753

Recipient's Identification
Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Noncovered (Box 6a)								
Description (Box 8): COMPANIA CERVECRIAS UNIDAS SA RT PUR ADS EXP 10/04/2013					CUSIP: 204429112			
REDEMPTION	HIGH COST	47	06/27/2013	10/18/2013	26.31	11.10		15.21
Short-Term Noncovered Total					26.31	11.10		15.21
Noncovered Total					26.31	11.10		15.21
Total					83,364.94	104,436.11		(21,071.17)

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or (Loss) (Box 1c). The section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL."

Disposition Method. The method used to select the lot will be displayed as, for example, first-in first-out (FIFO) Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method

Quantity (Box 1e). The number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places.

Date of Acquisition (Box 1b). This box represents the date you acquired the security or, for short sales, the date you opened the short sale. You may see the word "VARIOUS" displayed in this column if the disposition transaction includes multiple lots with various acquisition dates.

Date of Sale or Exchange (Box 1a). This box shows the trade date of the sale or exchange. For short sales, the date shown is the date you closed the short sale.

Gross Proceeds (Less Commissions and Option Premiums) (Box 2a). Gross proceeds from transactions involving stocks, bonds and other debt obligations are reported in Box 2a. These amounts do not reflect net profits and are net of transaction costs (for instance, commissions and option premiums). Report the gross proceeds from each transaction separately on IRS Form 8949 (Sales and Other Dispositions of Capital Assets) and IRS Form 1040, Schedule D (Capital Gains and Losses) See the Instructions for Form 8949 for exceptions to reporting each transaction on a separate row This box does not include proceeds from regulated futures or foreign currency forward contracts.

Cost or Other Basis (Box 3). This box shows the original cost, adjusted cost basis due to a corporate action or gifted or inherited cost basis. The IRS provides a detailed description of cost or other basis reporting in the 2013 Instructions for Form 1099-B available at irs.gov. For additional information about cost basis and its use during your tax preparation, please refer to the following IRS publications. IRS instructions for Schedule D and Form 8949, IRS Pub. 550 (Investment Income and Expenses (Including Capital Gains and Losses)) and IRS Pub. 551 (Basis of Assets). Average cost is segregated between covered, non-covered and gifted (see the Tax Guide at mytaxhandbook.com for more specific details).

Adjustments: This column may display the following:

W = Wash Sale Loss Disallowed (Box 5). An adjustment code (W) will be displayed next to an amount for a disallowed wash sale loss within the Adjustments column. This loss is being reported as disallowed because the sale of the covered security has been treated as a broker wash sale This occurs when you re-purchase the identical security, as determined by CUSIP number, in the same brokerage account within the 30-day period preceding or following the date of the original loss. The wash sale loss is reported as a positive amount as required by the IRS

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 268-367232

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Noncovered (Box 6a)								
Description (Box 8): BNP PARIBAS BNP PARI BAS US MEDIUM TERM N T ISIN#US05574LKJ60					CUSIP: 05574LKJ6			
REDEMPTION	FIRST IN FIRST OUT	500,000	06/14/2013	12/23/2013	1 500,000.00	2 500,000.00		0.00
Original Cost Basis: 500,000.00								
Description (Box 8): BARCLAYS FINL LLC CO NTINGENT QUARTERLY P AYMENT CALLABLE YIEL					CUSIP: 067387DR8			
REDEMPTION	FIRST IN FIRST OUT	1,000,000	10/08/2012	01/14/2013	1,000,000.00	1,000,000.00		0.00
Original Cost Basis: 1,000,000.00								
Description (Box 8): BARCLAYS FINL LLC CO NTINGENT QUARTERLY P MT CALLABLE YIELD NT					CUSIP: 067387EK2			
REDEMPTION	FIRST IN FIRST OUT	500,000	01/22/2013	10/28/2013	500,000.00	500,000.00		0.00
Original Cost Basis: 500,000.00								
Description (Box 8): CREDIT SUISSE GROUP AG N Y BRH MTN SR NT CONTNGNT CPN CLB MU					CUSIP: 2254M0S64			
REDEMPTION	FIRST IN FIRST OUT	500,000	09/14/2012	03/21/2013	500,000.00	500,000.00		0.00
Original Cost Basis: 500,000.00								
Description (Box 8): CREDIT SUISSE GROUP AG N Y BRH MED TERM SR NTS 10.000% 05/11					CUSIP: 2254M0XK7			
REDEMPTION	FIRST IN FIRST OUT	1,000,000	05/03/2013	11/12/2013	1,000,000.00	1,000,000.00		0.00
Original Cost Basis: 1,000,000.00								

Recipient's Name and Address:

MATTEI FOUNDATION
UAD 12/09/04

Account Number: 268-367232

Recipient's Identification Number: 20-6376517

Total December Activity:
sum of 1 = 1,000,000
sum of 2 = 1,000,000

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S 10.000% 0					**CUSIP:** 4662A06A4			
REDEMPTION	FIRST IN FIRST OUT	1,000,000	09/28/2012	04/05/2013	1,000,000 00	1,000,000 00		0.00
Original Cost Basis: 1,000,000.00								
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S CD INV RE					**CUSIP:** 46632FAP0			
REDEMPTION	FIRST IN FIRST OUT	1,000,000	03/28/2013	10/07/2013	1,000,000 00	1,000,000.00		0.00
Original Cost Basis: 1,000,000.00								
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S 11.000% 0					**CUSIP:** 46632FCJ2			
REDEMPTION	FIRST IN FIRST OUT	500,000	08/30/2013	12/09/2013	1 500,000.00	2 500,000.00		0.00
Original Cost Basis: 500,000.00								
Short-Term Noncovered Total					6,000,000.00	6,000,000.00		0.00
Noncovered Total					6,000,000.00	6,000,000.00		0.00
Total					6,000,000.00	6,000,000.00		0.00

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or (Loss) (Box 1c). The section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL."

Disposition Method. The method used to select the lot will be displayed as, for example, first-in first-out (FIFO). Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method

Quantity (Box 1e). The number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places

Seq.# (268 223092)

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-008722

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT

Revised Statement as of 03/14/2014

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Advisory Fees	(6,152.14)

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b)								
Description (Box 8):	OSRAM LICHT AG NAMEN S AKTIEN O N ISIN#DE 000LED4000				CUSIP: D5963B113			
REDEMPTION	HIGH COST	27.100	10/22/2012	07/25/2013	828.18	974.04		(145.86)
Description (Box 8):	EATON CORP PLC SHS I SIN#IE00B8KQN827				CUSIP: G29183103			
SELL	VERSUS PURCHASE	206	12/03/2012	05/29/2013	13,874.61	10,637.01		3,237.60
Description (Box 8):	ABBOTT LABS COM				CUSIP: 002824100			
SELL	HIGH COST	258	10/22/2012	02/22/2013	8,874.86	8,122.27		752.59
Description (Box 8):	ABBVIE INC COM				CUSIP: 00287Y109			
SELL	HIGH COST	258	10/22/2012	05/29/2013	11,352.95	8,807.89		2,545.06

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-008722

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
Revised Statement as of 03/14/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Description (Box 8): ALTRIA GROUP INC COM					CUSIP: 02209S103			
SELL	HIGH COST	290	10/22/2012	05/29/2013	10,554.55	9,526.50		1,028.05
SELL	HIGH COST	46	02/22/2013	05/29/2013	1,674.17	1,614.20		59.97
SALE DATE TOTAL		**336**	**VARIOUS**	**05/29/2013**	**12,228.72**	**11,140.70**		**1,088.02**
Description (Box 8): ASTRAZENECA PLC SPON SORED ADR					CUSIP: 046353108			
SELL	HIGH COST	30	10/22/2012	02/22/2013	1,345.80	1,412.40		(66.60)
Description (Box 8): BASF SE SPONS ADR IS IN#US0552625057					CUSIP: 055262505			
SELL	HIGH COST	19	10/22/2012	02/22/2013	1,846.80	1,624.31		222.49
Description (Box 8): BEMIS CO INC COM					CUSIP: 081437105			
SELL	HIGH COST	229	10/22/2012	05/29/2013	8,970.27	7,437.41		1,532.86
Description (Box 8): CA INC COM					CUSIP: 12673P105			
SELL	HIGH COST	190	10/22/2012	05/29/2013	5,162.18	4,651.20		510.98
SELL	HIGH COST	335	09/13/2013	12/18/2013	1 10,704.65	2 10,133.58		3 571.07
SELL	HIGH COST	244	12/16/2013	12/18/2013	1 7,796.82	2 7,959.15		3 (162.33)
SALE DATE TOTAL		**579**	**VARIOUS**	**12/18/2013**	**18,501.47**	**18,092.73**		**408.74**
SECURITY TOTAL					**23,663.65**	**22,743.93**		**919.72**

Seq # (2N8 4731)

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-008722

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
Revised Statement as of 03/14/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(continued)*
(For individuals report details on Form 1040 Schedule D, Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) *(continued)*								
Description (Box 8): CHEVRON CORP NEW COM					CUSIP: 166764100			
SELL	HIGH COST	113	10/22/2012	05/29/2013	14,175.96	12,802.90		1,373.06
Description (Box 8): CISCO SYSTEMS INC					CUSIP: 17275R102			
SELL	HIGH COST	482	05/29/2013	12/18/2013	1 9,916.43	2 11,648.59		3 (1,732.16)
SELL	HIGH COST	231	09/13/2013	12/18/2013	1 4,752.48	2 5,597.01	4 665.39 W	3 (179.14)
SELL	HIGH COST	182	12/16/2013	12/18/2013	1 3,744.37	2 4,392.64		3 (648.27)
Wash sale: 96 day(s) added to holding period								
SALE DATE TOTAL:		895	VARIOUS	12/18/2013	18,413.28	21,638.24		(2,559.57)
Description (Box 8): DIAGEO PLC SPONSORED ADR NEW ISIN#US2524 3Q2057					CUSIP: 25243Q205			
SELL	HIGH COST	94	10/22/2012	05/29/2013	11,247.08	10,696.32		550.76
Description (Box 8): ECOPETROL S A SPONSO RED ADS ISIN#US27915 81091					CUSIP: 279158109			
SELL	HIGH COST	93	09/13/2013	12/18/2013	1 3,558.41	2 4,306.59		3 (748.18)
Description (Box 8): EMERSON ELEC CO COM					CUSIP: 291011104			
SELL	HIGH COST	198	10/22/2012	05/29/2013	11,361.08	9,595.27		1,765.81
Description (Box 8): GENUINE PARTS CO					CUSIP: 372460105			
SELL	HIGH COST	78	10/22/2012	05/29/2013	6,226.54	4,741.10		1,485.44

Total December Activity:

Proceeds:	sum of 1 = 40,473.16	Gain/Loss:	sum of 3 = (2,899.01)
Cost Basis:	sum of 2 = 44,037.56	Wash Sales:	sum of 4 = 665.39

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) *(continued)*								
Description (Box 8): GLAXOSMITHKLINE PLC SPONS ADR					CUSIP: 37733W105			
SELL	HIGH COST	510	10/22/2012	05/29/2013	26,522.34	23,109.78		3,412.56
Description (Box 8): HASBRO INC COM					CUSIP: 418056107			
SELL	HIGH COST	383	10/22/2012	05/29/2013	17,144.65	15,183.42		1,961.23
Description (Box 8): KIMBERLY CLARK CORP					CUSIP: 494368103			
SELL	HIGH COST	233	10/22/2012	05/29/2013	23,344.75	20,189.45		3,155.30
Description (Box 8): MATTEL INC COM					CUSIP: 577081102			
SELL	VERSUS PURCHASE	108	10/22/2012	05/29/2013	4,858.92	3,956.04		902.88
Description (Box 8): PETROCHINA CO LTD SP ONS ADR ISIN#US71646 E1001					CUSIP: 71646E100			
SELL	HIGH COST	69	10/22/2012	09/19/2013	7,804.43	9,688.88	873.95 W	(1,010.50)
SELL	HIGH COST	32	09/13/2013	09/19/2013	3,619.44	4,446.64		(827.20)
Wash sale: 332 day(s) added to holding period								
SALE DATE TOTAL		**101**	**VARIOUS**	**09/19/2013**	**11,423.87**	**14,135.52**		**(1,837.70)**
Description (Box 8): SIEMENS A G SPONSORE D ADR ISIN#US8261975 010					CUSIP: 826197501			
SELL	HIGH COST	10	10/22/2012	02/22/2013	1,028.50	1,021.10		7.40

Recipient's Name and Address:
MATTEI FOUNDATION
UAD 12/09/04

Account Number: 2N8-008722

Recipient's Identification Number: 20-6376517

2013 TAX and YEAR-END STATEMENT
Revised Statement as of 03/14/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) *(continued)*								
Description (Box 8): VODAFONE GROUP PLC S PON ADR NEW ISIN#US9 2857W2098					CUSIP: 92857W209			
SELL	HIGH COST	578	05/29/2013	09/19/2013	19,400.51	16,947.53		2,452.98
SELL	HIGH COST	268	09/13/2013	09/19/2013	8,995.39	8,991.26		4.13
SALE DATE TOTAL		846	VARIOUS	09/19/2013	28,395.90	25,938.79		2,457.11
Short-Term Covered Total					260,687.12	240,214.48		22,011.98
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 6b)								
Description (Box 8): CA INC COM					CUSIP: 12673P105			
SELL	HIGH COST	4	10/22/2012	12/18/2013	127.82	97.92		29.90
Description (Box 8): ECOPETROL S A SPONSORED ADS ISIN#US27915 81091					CUSIP: 279158109			
SELL	HIGH COST	191	10/22/2012	12/18/2013	7,308.14	12,135.08	4 2,830.46 W	(1,996.48)
SELL	HIGH COST	112	12/16/2013	12/18/2013	4,285.40	7,440.09		(3,154.69)
	Wash sale: 422 day(s) added to holding period							
SALE DATE TOTAL		303	VARIOUS	12/18/2013	11,593.54	19,575.17		(5,151.17)
Long-Term Covered Total					1 11,721.36	2 19,673.09		3 (5,121.27)
Covered Total					272,408.48	259,887.57		16,890.71
Total					272,408.48	259,887.57		16,890.71

Total December Activity:

Proceeds: sum of 1 = 11,721.36 Gain/Loss: sum of 3 = (5.121.27)

Cost Basis: sum of 2 = 19,673.09 Wash Sales: sum of 4 = 2,830.46

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MATTEI FOUNDATION	Employer identification number (EIN) or 20-6376517
	Number, street, and room or suite no. If a P O. box, see instructions 6805 MORRISON BLVD. SUITE 370	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHARLOTTE, NC 28211	

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 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 ▶ J. SCOTT MATTEI

Telephone No. ▶ FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year 20 ____ or
▶ [X] tax year beginning 12/01 , 20 12 , and ending 11/30 , 20 13

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	$ 2,710.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,217.
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	$ 0

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.

4/8/2014 11:14:54 AM