Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at www.irs gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE EDWARD E. & MARIE L. MATTHEWS FOUNDATION

A Employer identification number: 02-0656117

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 16,458,909.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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 ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	188.	188.		
4 Dividends and interest from securities	305,792.	305,792.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	785,113.			
b Gross sales price for all assets on line 6a 4,048,496.				
7 Capital gain net income (from Part IV, line 2)		785,123.		
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) ATCH 1	-207,936.	28,714.		
12 **Total** Add lines 1 through 11	883,157.	1,119,817.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	20,000.			20,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	99,974.	99,974.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 3	20,433.	4,333.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	67,227.	5,381.		52,954.
24 **Total operating and administrative expenses.** Add lines 13 through 23	207,634.	109,688.		72,954.
25 Contributions, gifts, grants paid	800,000.			800,000.
26 Total expenses and disbursements Add lines 24 and 25	1,007,634.	109,688.		872,954.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-124,477.			
b **Net investment income** (if negative, enter -0-)		1,010,129.		
c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 03 2014
OGDEN, UT
3015

SCANNED NOV 0 6 2014

9-14

7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,011,451.	466,927.	466,927.
	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) ATCH 5	4,316,490.	6,425,182.	7,698,597.
	c	Investments - corporate bonds (attach schedule) ATCH 6	1,469,670.	454,710.	544,435.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	2,910,612.	2,236,927.	7,748,950.
	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)	9,708,223.	9,583,746.	16,458,909.
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	9,708,223.	9,583,746.	
	30	**Total net assets or fund balances** (see instructions)	9,708,223.	9,583,746.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,708,223.	9,583,746.	

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	9,708,223.
2	Enter amount from Part I, line 27a	2	-124,477.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,583,746.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,583,746.

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	785,123.
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))
2012	830,270.	13,639,333.	0.060873
2011	735,882.	13,262,033.	0.055488
2010	877,676.	12,540,697.	0.069986
2009	686,758.	10,726,216.	0.064026
2008	1,649,938.	15,781,388.	0.104550

2	Total of line 1, column (d)	2	0.354923
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	0.070985
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,904,123.
5	Multiply line 4 by line 3	5	1,128,954.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,101.
7	Add lines 5 and 6	7	1,139,055.
8	Enter qualifying distributions from Part XII, line 4	8	872,954.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	20,203.
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	20,203.
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	20,203.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 27,405.		
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	27,405.
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	7,202.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 7,202. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ DE,			
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 2013 or the taxable year beginning in 2013 (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

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

			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 ▶ C/O FOUNDATION SOURCE Telephone no ▶ 800-839-1754			
	Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, 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.

			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		X
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)*	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 2013?	4b		X

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**		

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 8		20,000.	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
3E1460 1 000

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 9		145,050.
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 N/A	
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 ▶	

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	14,194,348.
b	Average of monthly cash balances	1b	791,509.
c	Fair market value of all other assets (see instructions)	1c	1,160,461.
d	**Total** (add lines 1a, b, and c)	1d	16,146,318.
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	16,146,318.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	242,195.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,904,123.
6	**Minimum investment return.** Enter 5% of line 5	6	795,206.

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	795,206.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,203.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,203.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	775,003.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	775,003.
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	775,003.

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	872,954.
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	872,954.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	872,954.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				775,003.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 . . . . . . 813,988.				
b	From 2009 . . . . . . 156,025.				
c	From 2010 . . . . . . 263,423.				
d	From 2011 . . . . . . 86,527.				
e	From 2012 . . . . . . 159,760.				
f	**Total** of lines 3a through e	1,479,723.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 872,954.				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				775,003.
e	Remaining amount distributed out of corpus	97,951.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,577,674.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	813,988.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	763,686.			
10	Analysis of line 9				
a	Excess from 2009 . . . 156,025.				
b	Excess from 2010 . . . 263,423.				
c	Excess from 2011 . . . 86,527.				
d	Excess from 2012 . . . 159,760.				
e	Excess from 2013 . . . 97,951.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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))

EDWARD E. MATTHEWS

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

NONE

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

Check here ▶ [X] 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 address 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 10				
Total . . . . ▶ **3a**				800,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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			14	188.	
4 Dividends and interest from securities			14	305,792.	
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	785,113.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11		-236,657.		28,721.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-236,657.		1,119,814.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 883,157.

(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)

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

Edward E. Matthews | 10/9/14 | President

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
JEFFREY D HASKELL	JEFFREY D HASKELL	10/08/2014		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ATLAS ENERGY LP	-208.	-574.
K-1 INC/LOSS BOARDWALK PIPELINE PARTNERS	-12,385.	23.
K-1 INC/LOSS CRESTWOOD MIDSTREAM PARTNER	-1,117.	
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	11,959.	7,061.
K-1 INC/LOSS GENESIS ENERGY, L.P.	-3,384.	4,523.
K-1 INC/LOSS CRESTWOOD EQUITY PARTNERS	-13,826.	-29.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	21,207.	22.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS L.	-178,725.	18,380.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	37,489.	-94.
K-1 INC/LOSS SUBURBAN PROPANE PARTNERS L	-7,964.	-164.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-72,039.	-1,099.
§751 GAIN ON SALE INERGY, LP	10,392.	
FOREIGN TAX REFUND	665.	665.
TOTALS	-207,936.	28,714.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	99,974.	99,974.
TOTALS	99,974.	99,974.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2013	16,100.	
FOREIGN TAX PAID	4,333.	4,333.
TOTALS	20,433.	4,333.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	52,929.		52,929.
BANK CHARGES	159.	159.	
K-1 EXP ATLAS ENERGY LP	8,110.	8.	
K-1 EXP BOARDWALK PIPELINE PAR	73.	25.	
K-1 EXP CRESTWOOD MIDSTREAM PA	6.		
K-1 EXP GENESIS ENERGY, L.P.	972.	801.	
K-1 EXP CRESTWOOD EQUITY PAR	1.		
K-1 EXP MAGELLAN MIDSTREAM PAR	68.		
K-1 EXP MARKWEST ENERGY PARTNE	173.		
K-1 EXP PLAINS ALL AMERICAN PI	4,504.	4,344.	
K-1 EXP SUBURBAN PROPANE PARTN	50.		
K-1 EXP WILLIAMS PARTNERS LP	157.	44.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	67,227.	5,381.	52,954.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	40,847.	85,920.
AFLAC INC.	57,874.	79,960.
ALCOA INC.	43,563.	52,193.
AMDOCS LIMITED	23,458.	23,713.
AMERICAN CAPITAL AGENCY CORP.	34,974.	22,859.
AMETEK INC.	111,516.	135,257.
ANALOG DEVICES INC.	21,130.	36,160.
AON PLC	118,708.	131,120.
APPLIED MATERIALS INC.	21,187.	24,222.
AUTOMATIC DATA PROCESSING INC.	62,834.	103,262.
AVERY DENNISON CORP	19,455.	23,589.
BOEING CO	51,053.	100,730.
BOSTON SCIENTIFIC	30,751.	47,359.
BRANDYWINE RLTY TR	14,564.	24,756.
BRITISH AMERICAN TOBACCO PLC	58,864.	60,370.
BROADRIDGE FINANCIAL SOLUTIONS	33,523.	59,675.
CHUBB CORP	23,109.	47,349.
CINEMARK HOLDINGS INC	30,038.	34,997.
CLOROX CO	78,874.	100,552.
COACH INC	23,311.	23,294.
COCA-COLA CO	59,726.	63,948.
COLGATE-PALMOLIVE COMPANY	56,313.	68,731.
CSX CORP	54,462.	75,061.
DIAGEO PLC ADS	56,587.	67,534.
DIEBOLD INC.	21,924.	23,602.
DOUBLELINE INCOME SOLUTIONS FU	650,001.	548,341.
DOUBLELINE TOTAL RETURN BOND	524,900.	497,025.
DUKE ENERGY CO	25,081.	34,229.
EMC CORP-MASS	86,382.	110,031.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMERSON ELECTRIC CO.	53,287.	74,531.
ENDURANCE SPCLTY HLDGS LTD	26,403.	48,168.
ENTERGY CORP	25,887.	23,726.
EXPEDITORS INTL WASH INC.	23,679.	24,116.
FIRST AMERICAN CORP	31,140.	47,376.
GENUINE PARTS COMPANY	26,769.	47,002.
GRACE (W.R.) CO.	16,606.	35,593.
HAEMONETICS CP	26,765.	33,493.
HASBRO INC	26,170.	48,959.
HEALTH CARE PPTY INVS INC	26,149.	34,322.
HEALTH CARE REIT INC.	32,963.	44,838.
ILLINOIS TOOL WORKS	59,170.	81,642.
INTEL CORP	59,743.	73,103.
INVESCO PLC	45,849.	59,150.
ITC HOLDINGS CORP	31,215.	36,412.
JANUS CAPITAL GROUP INC.	19,475.	26,163.
JOHNSON & JOHNSON	53,262.	71,074.
KOHLS CORP	40,331.	48,238.
LEIDOS HOLDINGS INC	29,584.	39,145.
M&T BANK CORP	29,774.	47,034.
MASTERCARD INC	16,821.	49,292.
MATTELL INC.	18,020.	47,818.
MCKESSON CORP	24,583.	57,297.
MEDTRONIC INC	57,008.	75,927.
MOTOROLA SOLUTIONS INC	79,533.	93,015.
NATL FUEL GAS CO	38,250.	47,481.
NEW YORK COMNTY BANCORP INC.	35,776.	47,686.
NEXTERA ENERGY, INC	55,503.	70,294.
NIELSEN HOLDINGS N.V.	85,479.	106,970.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NISOURCE INC.	11,515.	36,332.
NORDSTROM INC	69,144.	71,008.
NORTHEAST UTIL	53,085.	60,957.
NOVARTIS AG ADR	53,281.	70,895.
OCCIDENTAL PETROLEUM CORP	61,239.	69,803.
OLD REP INTL CORP	51,346.	58,908.
OMNICOM GROUP	19,215.	36,441.
PEABODY ENERGY CORP	22,414.	23,729.
PEARSON PLC	65,112.	76,630.
PIMCO DYNAMIC CREDIT INCOME FU	600,001.	539,520.
PROGRESSIVE CORP OHIO	82,409.	85,764.
QUEST DIAGNOSTICS	23,843.	20,613.
REGAL ENTERTAINMENT	25,746.	35,107.
ROCKWELL COLLINS INC	34,719.	46,939.
SANOFI-AVENTIS SPONSORED	42,793.	66,287.
SCIENCE APPLICATIONS INTERNATI	8,584.	11,343.
SCRIPPS NETWORKS INT	46,574.	121,147.
SEMPRA ENERGY COM	16,726.	35,455.
SNAP ON INC.	63,979.	64,288.
SONOCO PRODUCTS COMPANY	26,301.	35,879.
SPDR S&P DIVIDEND ETF	121,663.	128,683.
ST. JUDE MED INC.	38,549.	60,401.
STANLEY BLACK & DECKER INC	135,067.	144,354.
STAPLES INC.	42,252.	46,160.
STARWOOD HOTELS & RESORTS	112,377.	161,601.
SUN COMMUNITIES INC	44,354.	47,544.
SUNTRUST BKS INC	24,731.	48,221.
SYSCO CORP	37,250.	43,862.
T. ROWE PRICE ASSOCIATES	81,116.	110,576.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TECO ENERGY INC.	35,353.	34,911.
TELEPHONE & DATA SYS INC.	40,250.	34,545.
TEVA PHARMECEUTICAL SP	58,800.	60,962.
THE BABCOCK AND WILCOX COMPANY	24,695.	36,583.
TWENTY-FIRST CENTURY, FOX INC	82,436.	89,895.
TYCO INTERNATIONAL LTD.	102,021.	117,046.
ULTRA PETROLEUM CORP	24,377.	23,490.
UNILEVER PLC AMER	58,120.	61,264.
UNITED PARCEL SERVICE	53,015.	75,447.
UNITED TECHNOLOGIES CORP	53,328.	74,539.
V F CORP	56,048.	93,759.
VANGUARD INFORMATION TECHNOLOG	65,944.	66,260.
VERIFONE SYSTEMS INC	19,395.	24,809.
WYNN RESORTS LIMITED	65,286.	119,245.
XCEL ENERGY INC	16,556.	23,051.
XEROX CP	31,245.	37,179.
YUM BRANDS INC	70,885.	74,400.
ZIMMER HOLDINGS INC	21,840.	47,061.
TOTALS	6,425,182.	7,698,597.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BEAR STEARNS COS INC - 4.650%	454,710.	544,435.
TOTALS	454,710.	544,435.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATLAS ENERGY LP	21,604.	234,250.
BOARDWALK PIPELINE PARTNERS LP	188,668.	255,200.
CRESTWOOD MIDSTREAM PARTNERS	101,535.	173,882.
ENERGY TRANSFER EQUITY LP		817,400.
GENESIS ENERGY, L.P.	177,946.	841,120.
LOEB OFFSHORE FUND LTD SER ONE	634,021.	1,160,461.
MAGELLAN MIDSTREAM PARTNERS LP	115,432.	885,780.
MARKWEST ENERGY PARTNERS L.P.	260,723.	1,653,250.
PLAINS ALL AMERICAN PIPELINE L	222,757.	1,035,400.
SUBURBAN PROPANE PARTNERS LP	54,301.	81,887.
WILLIAMS PARTNERS LP	459,940.	610,320.
TOTALS	2,236,927.	7,748,950.

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)	
		PUBLICLY-TRADED SECURITIES						
4,048,496.		3,269,118.					779,378.	
		PASSTHROUGH K1 CAPITAL GAIN						
							6,043.	
		SEC 751 GAIN ON SALE OF PTSHIP RECLASS						
							-10,392.	
		DISTRIBUTION IN EXCESS OF BASIS						
							10,094.	
TOTAL GAIN(LOSS)							785,123.	

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
LOUISE M FLICKINGER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	
DOUGLAS L MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR / SEC 5.00	20,000.
EDWARD E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR 1.00	
GREGORY E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	
RUSSELL E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	
	GRAND TOTALS	20,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 9

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
UBS FINANCIAL SERVICES 7700 WISCONSIN AVE STE 300 BETHESDA, MD 20814	INVESTMENT MGMT	92,121.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	52,929.
TOTAL COMPENSATION		145,050.

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A PC	KEENE VALLEY NEIGHBORHOOD HOUSE FUND	500.
ADIRONDACK TRAIL IMPROVEMENT PO BOX 565 KEENE VALLEY, NY 12943	N/A PC	CONTRIBUTION FUND	1,000
AERONAUTICAL EDUCATIONAL FOUNDATION 7432 C E DIXON ST STOCKTON, CA 95206	N/A PC	PV-2D HARPOON RESTORATION PROJECT	19,000
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE, IN 46151	N/A PC	GEORGE N SUDDUTH ENDOWMENT FUND	5,500
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE, IN 46151	N/A PC	JR MAINE GUIDE PROGRAM AT WYONEGONIC CAMPS	1,000
AMERICAN CANCER SOCIETY 6525 N MERIDIAN AVE OKLAHOMA CITY, OK 73116	N/A PC	RELAY FOR LIFE PROGRAM	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS, NY 12943	N/A PC	PRESERVATION FOUNDATION FUND	1,000
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS, NY 12943	N/A PC	PRESERVATION FOUNDATION FUND	2,000
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	CAMP DUDLEY (MIDDLEBURY PAVILION) PROGRAM	2,000
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH, IL 60043	N/A PC	CONTRIBUTION FUND	1,000
COLUMBIA BUSINESS SCHOOL 33 W 60TH ST NEW YORK, NY 10023	N/A PC	COLUMBIA UNIVERSITY GRADUATE SCHOOL OF BUSINESS PROGRAM	2,500
CREATIVE HEARTWORK INC 5 DRAKE COURT BOONTON TOWNSHIP, NJ 07005	N/A PC	CONTRIBUTION FUND	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL PRINCETON, NJ 08540	N/A PC	CONTRIBUTION FUND	1,000
FOUNDATION FOR MORRISTOWN MEDICAL CENTER 475 S ST MORRISTOWN, NJ 07960	N/A PC	AUTISM CENTER FUND	5,000
FOUNDATION FOR MORRISTOWN MEDICAL CENTER 475 S ST MORRISTOWN, NJ 07960	N/A PC	PEDIATRIC EMERGENCY ROOM FUND	10,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	LS COMPUTER DEPARTMENT	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	PERFORMING ARTS CENTER - AMITY PROGRAM	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	CAPITAL CAMPAIGN	50,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEXAGON PLAYERS PO BOX 5 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	5,000
HOMEFRONT INC 1880 PRINCETON AVE LAWRENCEVILLE, NJ 08648	N/A PC	CONTRIBUTION FUND	500
HURRICANE SANDY NEW JERSEY RELIEF FUND INC ONE GATEWAY CENTER NEWARK, NJ 07102	N/A PC	CONTRIBUTION FUND	500
JAMESTOWN ART CENTER PO BOX 97 JAMESTOWN, RI 02835	N/A PC	CONTRIBUTION FUND	1,500
MANE STREAM INC PO BOX 305 OLDWICK, NJ 08858	N/A PC	CONTRIBUTION FUND	1,000
MCCARTER THEATRE COMPANY 91 UNIVERSITY PL PRINCETON, NJ 08540	N/A PC	CONTRIBUTION FUND	1,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MENDHAM TOWNSHIP FIRST AID SQUAD INC PO BOX 122 BROOKSIDE, NJ 07926	N/A PC	GENERAL & UNRESTRICTED	5,000
MENDHAM TOWNSHIP POLICE DEPARTMENT 3 CHERRY LN BROOKSIDE, NJ 07926	N/A PC	GENERAL & UNRESTRICTED	5,000
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST PRINCETON, NJ 08540	N/A PC	CONTRIBUTION FUND	1,000
NASSAU PRESBYTERIAN CHURCH 61 NASSAU ST PRINCETON, NJ 08540	N/A PC	CONTRIBUTION FUND	3,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	ANNUAL FUND	6,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	CAPITAL CAMPAIGN	80,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCEANGATE FOUNDATION 4701 SW ADMIRAL WAY SEATTLE, WA 98116	N/A PC	USS MACON PROJECT	15,000
PEAPACK GLADSTONE FIRE COMPANY NO 1 INC PO BOX 615 GLADSTONE, NJ 07934	N/A PC	CONTRIBUTION FUND	1,000
PENNINGTON SCHOOL 112 W DELAWARE AVE PENNINGTON, NJ 08534	N/A PC	HUMANITIES BUILDING FUND	15,000
PENNINGTON SCHOOL 112 W DELAWARE AVE PENNINGTON, NJ 08534	N/A PC	THE PENNINGTON FUND	250
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	DAVID N NALEN '81 MEMORIAL SCHOLARSHIP FUND	15,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	HOCKEY ENDOWMENT PROGRAM	5,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	TURF FIELD PROGRAM	30,000
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	CAPITAL CAMPAIGN	400,000
RALSTON ENGINE COMPANY NO 1 PO BOX 356 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	10,000
ST GEORGES SCHOOL 372 PURGATORY RD MIDDLETOWN, RI 02842	N/A PC	MATTHEWS DIGITAL MEDIA LAB	20,000.
ST JOSEPH'S CHURCH 6 NEW ST MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	1,000
STEVE GLIDDEN FOUNDATION PO BOX 1427 POINT ROBERTS, WA 98281	N/A PC	GENERAL & UNRESTRICTED	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSAN G KOMEN BREAST CANCER FOUNDATION 2 PRINCESS RD STE D LAWRENCEVILLE, NJ 08648	N/A PC	CONTRIBUTION FUND	750
THE FIRST PRESBYTERIAN CHURCH OF MENDHAM, HILLTOP 14 HILLTOP RD MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	1,000.
THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECO 2366 HICKORY HILL RD OXFORD, PA 19363	N/A PC	DEVASTATOR PROJECT	16,000
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON, NJ 08540	N/A PC	CONTRIBUTION FUND	5,500
TRINITY UNIVERSITY ONE TRINITY PL BUSINESS OFC SAN ANTONIO, TX 78212	N/A PC	CONTRIBUTION FUND	3,500
TRUSTEES OF THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648	N/A PC	CAPITAL CAMPAIGN	10,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WEST COAST SPORTS MEDICINE FOUNDATION 1200 ROSECRANS AVE STE 206 MANHATTAN BCH, CA 90266	N/A PC	SUMMER MENTORING PROGRAM	30,000.
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN ST HOUSTON, TX 77005	N/A PC	DR & MRS DAVID M MUMFORD AWARD FUND	2,500
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIAT PO BOX 6801 KETCHUM, ID 83340	N/A PC	CONTRIBUTION FUND	2,500
		TOTAL CONTRIBUTIONS PAID	800,000.

THE EDWARD E. & MARIE L. MATTHEWS FOUNDATION 02-0656117

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

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-247,049.	14	28,056.	
FOREIGN TAX REFUND			01	665.	
SECTION 751 GAIN ON SALE OF PARTNERSHIP	525990	10,392.			
TOTALS		-236,657.		28,721.	