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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE MATTHEWS FAMILY FOUNDATION

% WILLIAM E KARNATZ SR

Number and street (or P O box number if mail is not delivered to street address)
C/O 631 WEST ST CLAIR AVENUE
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
CLEVELAND, OH 441131204

A Employer identification number
45-6441049

B Telephone number (see instructions)
(216) 472-3300

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 ☑ 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)*▶$ 2,350,872

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	53,298	53,298	0	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	352,411			
	b	Gross sales price for all assets on line 6a 464,701				
	7	Capital gain net income (from Part IV, line 2)		352,411		
	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)	1,231	0	0	
	12	**Total.** Add lines 1 through 11	406,940	405,709	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	9,913	0	0	0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	11,568	11,568	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11,813	571	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	260	60	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,554	12,199	0	0
	25	Contributions, gifts, grants paid	85,100			85,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	118,654	12,199	0	85,100
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	288,286			
	b	**Net investment income** (if negative, enter -0-)		393,510		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	360	600	600
2	Savings and temporary cash investments	21,571	326,523	326,523
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,165,212	1,144,518	1,656,006
c	Investments—corporate bonds (attach schedule)	358,892	361,414	367,743
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)	1,546,035	1,833,055	2,350,872
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **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	1,546,035	1,546,035	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		287,020	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,546,035	1,833,055	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,546,035	1,833,055	

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	1,546,035
2	Enter amount from Part I, line 27a	2	288,286
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,834,321
5	Decreases not included in line 2 (itemize) ▶	5	1,266
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,833,055

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	NORTHERN TRUST ACCOUNT 23-68436, SEE ATTACHED STMT	P		
b	NORTHERN TRUST ACCOUNT 23-68436, SEE ATTACHED STMT	P		
c	CAPITAL GAIN DIVIDENDS	P		
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	36,306		32,633	3,673
b	425,791		79,657	346,134
c				2,604
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				3,673
b				346,134
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	352,411
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	5,242	1,951,937	0 002686
2011	0	358,434	0 0
2010			
2009			
2008			

2	**Total** of line 1, column (d).	2	0 002686
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 000895
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,193,415
5	Multiply line 4 by line 3.	5	1,963
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,935
7	Add lines 5 and 6.	7	5,898
8	Enter qualifying distributions from Part XII, line 4.	8	85,100

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 page 18 of the 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	3,935
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	3,935
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,935
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 7,742		
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	7,742
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	3,807
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,807 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OH			
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		No
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶WILLIAM E KARNATZ SR Telephone no ▶

Located at ▶631 WEST ST CLAIR AVENUE CLEVELAND OH ZIP+4 ▶441131204

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 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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 page 20 of the 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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,055,485
b	Average of monthly cash balances	1b	171,332
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,226,817
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	0
3	Subtract line 2 from line 1d	3	2,226,817
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,402
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,193,415
6	**Minimum investment return.** Enter 5% of line 5	6	109,671

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	109,671
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,935		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,935
3	Distributable amount before adjustments Subtract line 2c from line 1			3	105,736
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	105,736
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	105,736

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	85,100
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	85,100
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	3,935
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	81,165

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				105,736
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			85,080	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 85,100				
a Applied to 2012, but not more than line 2a			85,080	
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.				20
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				105,716
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) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

CYNTHIA P MATTHEWS

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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* See Additional Data Table				
Total . . . . ▶ **3a**				85,100
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					
4 Dividends and interest from securities			14	53,298	
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	352,411	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a NONDIVIDEND DISTRIBUTIONS			01	489	
b FEDEDRAL TAX OVERPAYMENT			01	742	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				406,940	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 406,940

(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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-05-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DOMINIC V PERRY				
Firm's name ▶	PERRY & KARNATZ LLC		Firm's EIN ▶	
Firm's address ▶	631 WEST ST CLAIR AVE CLEVELAND, OH 441131204		Phone no (216) 472-3300	

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CYNTHIA P MATTHEWS C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	CO-TRUSTEE 0 5	0		
LOUIS E DAUGHERTY C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	CO-TRUSTEE 0 5	0		
MARCI M MATTHEWS C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	DISTRIBUTION COMMITTEE MEMBER 0 5	0		
PARKER T MATTHEWS C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	DISTRIBUTION COMMITTEE MEMBER 0 5	0		
STREETER H MATTHEWS C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	DISTRIBUTION COMMITTEE MEMBER 0 5	0		
MASON A MATTHEWS C/O 631 WEST ST CLAIR AVENUE CLEVELAND, OH 441131204	DISTRIBUTION COMMITTEE MEMBER 0 5	0		

Form 990PF Part XV Line 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*				
FIRST GLANCE STUDENT CENTER 943 KENMORE BOULEVARD AKRON, OH 44314	UNRELATED	PC	GENERAL	10,000
HUMANE SOCIETY OF GREATER AKRON 7966 DARROW ROAD SUITE 30 TWINSBURG, OH 44087	UNREALTED	PC	GENERAL	10,000
RAPE ABUSE AND INCEST NATIONAL NETWORK (RAINN) 2000 L STREET SUITE 406 WASHINGTON, DC 20036	UNRELATED	PC	GENERAL	35,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	UNRELATED	PC	GENERAL	15,050
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 322566033	UNRELATED	PC	GENERAL	15,050
Total . . . . ▶ **3a**				85,100

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Statement: OHIO REQUIRES CHARITABLE ORGANIZATIONS TO FILE AN ANNUAL REPORT WITH THE OHIO ATTORNEY GENERAL'S OFFICE IN LIEU OF A COPY OF THE FORM 990-PF. THE REQUIRED ANNUAL REPORT WAS FILED WITH THE OHIO ATTORNEY GENERAL'S OFFICE BY THE FOUNDATION.

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132021454

TY 2013 Investments Corporate Bonds Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST CO. 23-68436	361,414	367,743

TY 2013 Investments Corporate Stock Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST CO. 23-68436	892,514	1,354,240
NORTHERN TRUST CO. 23-15699	252,004	301,766

TY 2013 Investments - Land Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132021454

TY 2013 Land, Etc. Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

TY 2013 Legal Fees Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERRY & KARNATZ, LLC	9,913	0	0	0

TY 2013 Other Decreases Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Description	Amount
BOOK/TAX ADJUSTMENT	1,266

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491132021454

TY 2013 Other Expenses Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO FILING FEE	200	0	0	0
NORTHERN TRUST CO BANK FEES	60	60	0	0

TY 2013 Other Income Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NORTHERN TRUST CO 23-68436, NONDIV DIST	489	0	0
FEDERAL INCOME TAX REFUND	742	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132021454

TY 2013 Other Professional Fees Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY ADVISORY SERVICES	3,594	3,594	0	0
NORTHERN TRUST COMPANY	6,595	6,595	0	0
NORTHERN TRUST COMPANY	1,379	1,379	0	0

TY 2013 Taxes Schedule

Name: THE MATTHEWS FAMILY FOUNDATION

EIN: 45-6441049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRIOR YEAR ESTIMATED TAX PMT	3,500	0	0	0
CURRENT TAX ESTIMATED PAYMENT	7,000	0	0	0
OVERPAYMENT CREDIT	742	0	0	0
FOREIGN TAXES PAID	571	571	0	0

2013 Tax Information Statement

Ref: MWM

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
Recipient's Tax ID Number: XX-XXX1049

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
002824100	ABBOTT LABORATORIES		ABT					
114 0000	01/16/2013	03/15/2012	3,728 71	3,235 66	0 00	493 05	0 00	0 00
22576C101	CRESCENT POINT ENERGY CORP COM		CSCTF					
42 0000	01/16/2013	03/15/2012	1,620 83	1,934 94	0 00	-314 11	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP		UTX					
25 0000	01/16/2013	03/15/2012	2,138 34	2,166 96	0 00	-28 62	0 00	0 00
923725105	VERMILION ENERGY INC COM		VET					
29 0000	01/16/2013	03/15/2012	1,498 00	1,436 95	0 00	61 05	0 00	0 00
00206R102	AT&T INC		T					
2 0000	01/17/2013	03/15/2012	66 52	63 17	0 00	3 35	0 00	0 00
00287Y109	ABBVIE INC COM USD0 01		ABBV					
4 0000	01/17/2013	03/15/2012	145 80	123 12	0 00	22 68	0 00	0 00
02209S103	ALTRIA GROUP INC		MO					
2 0000	01/17/2013	03/15/2012	66 06	59 96	0 00	6 10	0 00	0 00
032654105	ANALOG DEVICES INC		ADI					
2 0000	01/17/2013	03/19/2012	86 14	79 98	0 00	6 16	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
1 0000	01/17/2013	03/15/2012	59 23	55 37	0 00	3 86	0 00	0 00

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CHICAGO, IL 60680

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Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
05534B760	BCE INC COM NEW		BCE					
1 0000	01/17/2013	03/15/2012	43.35	40 62	0 00	2 73	0 00	0 00
064149107	BANK N S HALIFAX COM STK		BNS					
1 0000	01/17/2013	03/15/2012	58 22	55 68	0 00	2 54	0 00	0 00
09247X101	BLACKROCK INC CL A		BLK					
1 0000	01/17/2013	03/15/2012	232 55	204 46	0 00	28 09	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO		BMY					
2 0000	01/17/2013	03/15/2012	68 54	66 40	0 00	2 14	0 00	0 00
191216100	COCA COLA CO		KO					
1 0000	01/17/2013	06/26/2012	37 56	37 53	0 00	0 03	0 00	0 00
22576C101	CRESCENT POINT ENERGY CORP COM		CSCTF					
25 0000	01/17/2013	03/15/2012	968 98	1,151 75	0 00	-182 77	0 00	0 00
253868103	DIGITAL RLTY TR INC COM		DLR					
1 0000	01/17/2013	03/15/2012	70 79	71 43	0 00	-0 64	0 00	0 00
291011104	EMERSON ELECTRIC CO		EMR					
2 0000	01/17/2013	03/15/2012	110 86	103 81	0 00	7 05	0 00	0 00
372460105	GENUINE PARTS CO		GPC					
1 0000	01/17/2013	03/15/2012	65 58	63 41	0 00	2 17	0 00	0 00

This is important tax information and is being furnished to you

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
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C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
40414L109	HCP, INC		HCP					
1 0000	01/17/2013	03/15/2012	46 35	39 97	0 00	6 38	0 00	0 00
42217K106	HEALTH CARE REIT INC COM COM		HCN					
1 0000	01/17/2013	03/15/2012	62 22	53 42	0 00	8 80	0 00	0 00
423074103	H J HEINZ CO		HNZ					
1 0000	01/17/2013	10/02/2012	59 48	56 41	0 00	3 07	0 00	0 00
494368103	KIMBERLY CLARK CORP		KMB					
1 0000	01/17/2013	03/15/2012	86 46	72 88	0 00	13 58	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
3 0000	01/17/2013	03/15/2012	111 66	107.96	0 00	3 70	0 00	0 00
577081102	MATTEL INC		MAT					
1 0000	01/17/2013	03/15/2012	37 83	33 50	0 00	4 33	0 00	0 00
580135101	MCDONALDS CORP		MCD					
1 0000	01/17/2013	03/15/2012	91 86	97 98	0 00	-6 12	0 00	0 00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098		NVS					
1 0000	01/17/2013	03/15/2012	66 00	54 44	0 00	11 56	0 00	0 00
682680103	ONEOK INC NEW		OKE					
2 0000	01/17/2013	03/15/2012	92 70	83 47	0 00	9 23	0 00	0 00

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2013 Tax Information Statement

Ref. MWM

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
Recipient's Tax ID Number: XX-XXX1049

☐ **Corrected** ☐ **2nd TIN notice**

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MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR.
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
718172109	PHILIP MORRIS INTERNATIONAL		PM					
1 0000	01/17/2013	03/15/2012	89 25	85 72	0 00	3 53	0 00	0 00
74005P104	PRAXAIR INC		PX					
1 0000	01/17/2013	03/15/2012	113 24	110 44	0 00	2 80	0 00	0 00
742718109	PROCTER & GAMBLE CO		PG					
1 0000	01/17/2013	03/15/2012	69 76	67 62	0 00	2 14	0 00	0 00
842587107	SOUTHERN CO		SO					
1 0000	01/17/2013	03/15/2012	42 97	44 83	0 00	-1 86	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP		UTX					
17 0000	01/17/2013	03/15/2012	1,458 50	1,473 53	0 00	-15 03	0 00	0 00
923725105	VERMILION ENERGY INC COM		VET					
29 0000	01/17/2013	03/15/2012	1,489 78	1,436 95	0 00	52 83	0 00	0 00
969457100	WILLIAMS COS INC		WMB					
2 0000	01/17/2013	03/15/2012	67 62	60 18	0 00	7 44	0 00	0 00
423074103	H J HEINZ CO		HNZ					
76 0000	02/19/2013	Various	5,482 35	4,115 71	0 00	1,366 64	0 00	0 00
749685103	RPM INC OHIO		RPM					
30 0000	02/19/2013	03/15/2012	935 23	764 58	0 00	170 65	0 00	0 00

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2013 Tax Information Statement

Ref: MWM

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
Recipient's Tax ID Number: XX-XXX1049

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
749685103	RPM INC OHIO		RPM					
13 0000	02/20/2013	03/15/2012	401 04	331 32	0 00	69 72	0 00	0 00
749685103	RPM INC OHIO		RPM					
21 0000	02/21/2013	03/15/2012	616 07	535 21	0 00	80 86	0 00	0 00
749685103	RPM INC OHIO		RPM					
16 0000	02/22/2013	03/15/2012	476 40	407 78	0 00	68 62	0 00	0 00
749685103	RPM INC OHIO		RPM					
31 0000	02/25/2013	03/15/2012	931 41	790 07	0 00	141 34	0 00	0 00
749685103	RPM INC OHIO		RPM					
27 0000	02/26/2013	03/15/2012	808 07	688 12	0 00	119 95	0 00	0 00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM		CM					
13 0000	03/14/2013	03/15/2012	1,041 82	1,006 52	0 00	35 30	0 00	0 00
423074103	H J HEINZ CO		HNZ					
45 0000	03/14/2013	03/15/2012	3,261 04	2,392 85	0 00	868 19	0 00	0 00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM		CM					
19 0000	03/15/2013	03/15/2012	1,531 27	1,471 06	0 00	60 21	0 00	0 00
423074103	H J HEINZ CO		HNZ					
30 0000	03/15/2013	03/15/2012	2,173 47	1,595 23	0 00	578 24	0 00	0 00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Ref: MWM

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
Recipient's Tax ID Number: XX-XXX1049

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
071813109	BAXTER INTL INC		BAX					
1 0000	06/07/2013	08/15/2012	69 63	59 53	0 00	10 10	0 00	0 00
363576109	ARTHUR J GALLAGER & CO		AJG					
2 0000	06/07/2013	08/20/2012	87 30	71 99	0 00	15 31	0 00	0 00
369604103	GENERAL ELECTRIC CO		GE					
2 0000	06/07/2013	10/02/2012	47 48	45 87	0 00	1 61	0 00	0 00
478160104	JOHNSON & JOHNSON		JNJ					
1 0000	06/07/2013	01/17/2013	84.63	72.77	0 00	11 86	0 00	0 00
G1151C101	ACCENTURE PLC SHS CL A NEW		ACN					
46 0000	07/02/2013	Various	3,307 17	3,453 82	0 00	-146 65	0 00	0 00
Total Short Term Sales			**36,306.12**	**32,632.93**	**0 00**	**3,673.19**	**0 00**	**0 00**
Long Term Sales								
701094104	PARKER HANNIFIN CORP		PH					
1300 0000	02/28/2013	05/14/1971	123,089 95	9,921 92	0 00	113,168 03	0 00	0 00
74005P104	PRAXAIR INC		PX					
34 0000	05/06/2013	03/15/2012	3,871 89	3,755 09	0 00	116 80	0 00	0 00
74005P104	PRAXAIR INC		PX					
14 0000	05/07/2013	03/15/2012	1,593 64	1,546 22	0 00	47 42	0 00	0 00

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THE NORTHERN TRUST COMPANY
P.O BOX 803878
CHICAGO, IL 60680

Account Number: 23-68436
Recipient's Tax ID Number: XX-XXX1049

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P. MATTHEWS, TRUSTEE
7299 DILLMAN DR.
HUDSON, OH 44236

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
12.0000	05/15/2013	03/15/2012	855 94	664.40	0 00	191 54	0.00	0.00
253868103	DIGITAL RLTY TR INC COM		DLR					
34 0000	05/15/2013	03/15/2012	2,176.91	2,428.72	0.00	-251.81	0.00	0.00
253868103	DIGITAL RLTY TR INC COM		DLR					
8.0000	05/16/2013	03/15/2012	510.12	571.46	0.00	-61 34	0 00	0.00
032654105	ANALOG DEVICES INC		ADI					
1 0000	06/07/2013	03/19/2012	45.88	39 99	0 00	5.89	0.00	0 00
110122108	BRISTOL MYERS SQUIBB CO		BMY					
53.0000	06/07/2013	03/15/2012	2,495.48	1,759.57	0.00	735.91	0.00	0.00
166764100	CHEVRONTEXACO CORP		CVX					
1 0000	06/07/2013	05/09/2012	121.57	101.82	0 00	19 75	0 00	0.00
191216100	COCA COLA CO		KO					
1.0000	06/07/2013	03/15/2012	41.30	35 08	0.00	6.22	0.00	0.00
291011104	EMERSON ELECTRIC CO		EMR					
1 0000	06/07/2013	03/15/2012	57.45	51.91	0.00	5.54	0.00	0 00
37733W105	GLAXO PLC ADR		GSK					
1 0000	06/07/2013	03/15/2012	51.68	45 04	0.00	6 64	0 00	0 00

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HUDSON, OH 44236

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
40414L109	HCP, INC		HCP					
1 0000	06/07/2013	03/15/2012	47.27	39 90	0 00	7 37	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
1 0000	06/07/2013	03/15/2012	39 40	35 99	0 00	3 41	0 00	0 00
577081102	MATTEL INC		MAT					
1 0000	06/07/2013	03/15/2012	44 98	32 78	0 00	12 20	0 00	0 00
580135101	MCDONALDS CORP		MCD					
1 0000	06/07/2013	03/15/2012	98 19	97 98	0 00	0 21	0 00	0 00
65339F101	NEXTERA ENERGY INC COM		NEE					
1 0000	06/07/2013	03/15/2012	78 20	60 24	0 00	17 96	0 00	0 00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098		NVS					
1 0000	06/07/2013	03/15/2012	71 87	54 44	0 00	17 43	0 00	0 00
682680103	ONEOK INC NEW		OKE					
1 0000	06/07/2013	03/15/2012	44 49	41 74	0 00	2 75	0 00	0 00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
1 0000	06/07/2013	03/15/2012	91 62	85 72	0 00	5 90	0 00	0 00
842587107	SOUTHERN CO		SO					
1 0000	06/07/2013	03/15/2012	44 31	44 83	0 00	-0 52	0 00	0 00

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7299 DILLMAN DR
HUDSON, OH 44236

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
913017109	UNITED TECHNOLOGIES CORP		UTX					
1 0000	06/07/2013	03/15/2012	94 35	86 68	0 00	7 67	0 00	0 00
969457100	WILLIAMS COS INC		WMB					
1 0000	06/07/2013	03/15/2012	35 20	30 09	0 00	5 11	0 00	0 00
064149107	BANK N S HALIFAX COM STK		BNS					
39 0000	07/02/2013	03/15/2012	2,067 55	2,171 54	0 00	-103 99	0 00	0 00
064149107	BANK N S HALIFAX COM STK		BNS					
8 0000	07/03/2013	03/15/2012	421 94	445 44	0 00	-23 50	0 00	0 00
064149107	BANK N S HALIFAX COM STK		BNS					
18 0000	07/05/2013	03/15/2012	942 39	1,002 25	0 00	-59 86	0 00	0 00
064149107	BANK N S HALIFAX COM STK		BNS					
12 0000	07/08/2013	03/15/2012	632 29	668 16	0 00	-35 87	0 00	0 00
09247X101	BLACKROCK INC CL A		BLK					
8 0000	08/01/2013	03/15/2012	2,282 38	1,635 65	0 00	646 73	0 00	0 00
253868103	DIGITAL RLTY TR INC COM		DLR					
27 0000	08/01/2013	03/15/2012	1,476 86	1,928 69	0 00	-451 83	0 00	0 00
09247X101	BLACKROCK INC CL A		BLK					
6 0000	08/02/2013	03/15/2012	1,711 55	1,226 73	0 00	484 82	0 00	0 00

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7299 DILLMAN DR.
HUDSON, OH 44236

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
253868103	DIGITAL RLTY TR INC COM		DLR					
18 0000	08/02/2013	03/15/2012	986 28	1,285 79	0 00	-299 51	0 00	0 00
032654105	ANALOG DEVICES INC		ADI					
33 0000	08/20/2013	03/19/2012	1,580 93	1,319 61	0 00	261 32	0 00	0 00
637417106	NATIONAL RETAIL PPTYS INC COM STK		NNN					
59 0000	08/20/2013	03/15/2012	1,844 94	1,545 67	0 00	299 27	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP		UTX					
22 0000	08/20/2013	03/15/2012	2,249 24	1,906 92	0 00	342 32	0 00	0 00
032654105	ANALOG DEVICES INC		ADI					
19 0000	08/21/2013	03/19/2012	889 34	759 78	0 00	129 56	0 00	0 00
637417106	NATIONAL RETAIL PPTYS INC COM STK		NNN					
29 0000	08/21/2013	03/15/2012	904 58	759 73	0 00	144 85	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP		UTX					
9 0000	08/21/2013	03/15/2012	918 64	780 11	0 00	138 53	0 00	0 00
032654105	ANALOG DEVICES INC		ADI					
8 0000	08/22/2013	03/19/2012	377 72	319 91	0 00	57 81	0 00	0 00
637417106	NATIONAL RETAIL PPTYS INC COM STK		NNN					
9 0000	08/22/2013	03/15/2012	277 84	235 78	0 00	42 06	0 00	0 00

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THE NORTHERN TRUST COMPANY
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Account Number: 23-68436
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☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MATTHEWS FAMILY FOUNDATION
C/O CYNTHIA P MATTHEWS, TRUSTEE
7299 DILLMAN DR
HUDSON, OH 44236

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
913017109	UNITED TECHNOLOGIES CORP		UTX					
6 0000	08/22/2013	06/25/2012	615 71	443 84	0 00	171 87	0 00	0 00
032654105	ANALOG DEVICES INC		ADI					
6 0000	08/23/2013	03/19/2012	282 88	239 93	0 00	42 95	0 00	0 00
637417106	NATIONAL RETAIL PPTYS INC COM STK		NNN					
21 0000	08/23/2013	03/15/2012	657 20	550 15	0 00	107 05	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP		UTX					
8 0000	08/23/2013	Various	824 78	589 66	0 00	235 12	0 00	0 00
372460105	GENUINE PARTS CO		GPC					
17 0000	09/13/2013	03/15/2012	1,356 28	1,078 05	0 00	278 23	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
69 0000	09/13/2013	03/15/2012	2,428 97	2,483 19	0 00	-54 22	0 00	0 00
372460105	GENUINE PARTS CO		GPC					
4 0000	09/16/2013	03/15/2012	320 33	253 66	0 00	66 67	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
67 0000	09/16/2013	03/15/2012	2,353 12	2,411 21	0 00	-58 09	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
11 0000	09/17/2013	03/15/2012	381 01	395 87	0 00	-14 86	0 00	0 00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
701094104	PARKER HANNIFIN CORP		PH					
2200 0000	10/18/2013	05/14/1971	244,692.71	16,790 94	0 00	227,901 77	0 00	0.00
110122108	BRISTOL MYERS SQUIBB CO		BMY					
58 0000	11/15/2013	03/15/2012	3,039 28	1,925 56	0 00	1,113 72	0 00	0 00
842587107	SOUTHERN CO		SO					
44 0000	11/15/2013	03/15/2012	1,852 48	1,972 67	0 00	-120 19	0 00	0 00
842587107	SOUTHERN CO		SO					
42 0000	11/18/2013	03/15/2012	1,775 57	1,883 00	0 00	-107 43	0 00	0 00
842587107	SOUTHERN CO		SO					
30 0000	11/19/2013	03/15/2012	1,263 76	1,345 01	0 00	-81 25	0 00	0 00
842587107	SOUTHERN CO		SO					
24 0000	11/20/2013	03/15/2012	998 58	1,076 00	0 00	-77 42	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
17 0000	12/06/2013	03/15/2012	1,353 09	941 23	0 00	411 86	0 00	0 00
49456B101	KINDER MORGAN INC DEL COM		KMI					
50 0000	12/06/2013	03/15/2012	1,676 54	1,799 41	0 00	-122 87	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
25 0000	12/09/2013	03/15/2012	1,968 74	1,384 15	0 00	584 59	0 00	0 00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
49456B101	KINDER MORGAN INC DEL COM		KMI					
30 0000	12/09/2013	03/15/2012	1,003 86	1,079 64	0 00	-75 78	0 00	0 00
05534B760	BCE INC COM NEW		BCE					
9 0000	12/23/2013	03/15/2012	387 15	365 60	0 00	21 55	0 00	0 00
291011104	EMERSON ELECTRIC CO		EMR					
6 0000	12/23/2013	03/15/2012	415 73	311.43	0 00	104 30	0 00	0 00
577081102	MATTEL INC		MAT					
12 0000	12/23/2013	03/15/2012	550 29	384 66	0 00	165 63	0 00	0 00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
5 0000	12/23/2013	03/15/2012	426 28	428 62	0 00	-2 34	0 00	0 00
Total Long Term Sales			**425,790 50**	**79,656.85**	**0.00**	**346,133 65**	**0 00**	**0 00**

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