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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, 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:

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: [X] 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)* ▶ $ 16,797,729.

J Accounting method [X] 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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	245.	245.		
	4	Dividends and interest from securities	307,040.	307,040.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	591,063.			
	b	Gross sales price for all assets on line 6a 2,592,265.				
	7	Capital gain net income (from Part IV, line 2)		590,916.		
	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	-171,615.	35,910.		
	12	**Total.** Add lines 1 through 11	726,733.	934,111.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,000.			15,000.
	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) [2]	110,095.	110,095.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	15,378.	1,278.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	72,886.	7,448.		58,648.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	213,359.	118,821.		73,648.
	25	Contributions, gifts, grants paid	645,000.			645,000.
	26	Total expenses and disbursements Add lines 24 and 25	858,359.	118,821.		718,648.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-131,626.			
	b	**Net investment income** (if negative, enter -0-)		815,290.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	466,927.	377,521.	377,521.
	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	6,425,182.	7,127,302.	8,322,784.
	c	Investments - corporate bonds (attach schedule)	454,710.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	2,236,927.	1,947,297.	8,097,424.
	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)	9,583,746.	9,452,120.	16,797,729.
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	9,583,746.	9,452,120.	
	30	**Total net assets or fund balances** (see instructions)	9,583,746.	9,452,120.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,583,746.	9,452,120.	

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	9,583,746.
2	Enter amount from Part I, line 27a	2	-131,626.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,452,120.
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	9,452,120.

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	590,916.
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))
2013	872,954.	15,904,123.	0.054889
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

2	Total of line 1, column (d)	2	0.305262
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	0.061052
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	17,089,463.
5	Multiply line 4 by line 3	5	1,043,346.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,153.
7	Add lines 5 and 6	7	1,051,499.
8	Enter qualifying distributions from Part XII, line 4	8	718,648.

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	16,306.
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	16,306.
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	16,306.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 21,302.		
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	21,302.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,996.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,996. **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 2014 or the taxable year beginning in 2014 (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 ▶ 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

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014)*		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 2014?		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 4945(d)(4)(A)? (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? *If "Yes" to 6b, file Form 8870*	**6b**		X
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 7		15,000.	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 ▶

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 8		157,783.
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	15,548,931.
b	Average of monthly cash balances	1b	501,216.
c	Fair market value of all other assets (see instructions)	1c	1,299,562.
d	**Total** (add lines 1a, b, and c)	1d	17,349,709.
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	17,349,709.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	260,246.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,089,463.
6	**Minimum investment return.** Enter 5% of line 5	6	854,473.

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	854,473.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,306.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,306.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	838,167.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	838,167.
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	838,167.

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	718,648.
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	718,648.
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	718,648.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					838,167.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20 12 ,20 11 ,20 10					
3 Excess distributions carryover, if any, to 2014					
a From 2009	156,025.				
b From 2010	263,423.				
c From 2011	86,527.				
d From 2012	159,760.				
e From 2013	97,951.				
f Total of lines 3a through e		763,686.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 718,648.					
a Applied to 2013, 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 2014 distributable amount					718,648.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		119,519.			119,519.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		644,167.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		36,506.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		607,661.			
10 Analysis of line 9					
a Excess from 2010	263,423.				
b Excess from 2011	86,527.				
c Excess from 2012	159,760.				
d Excess from 2013	97,951.				
e Excess from 2014					

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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

N/A

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

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

a The name, address, and telephone number or e-mail 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 9				
Total . . . . ▶ 3a				645,000.
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	245.	
4 Dividends and interest from securities			14	307,040.	
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	525990	163.	18	590,900.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 INC/LOSS	525990	-207,536.	14	35,921.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-207,373.		934,106.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 726,733.

(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 | 11/10/15 | ▶ 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	11/09/2015		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

JSA
4E1493 1 000

The Edward E Marie L. Matthews Foundation
Taxable Year Ending: December 31, 2014

02-0656117

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 2,592,265	$ 2,016,310	$ 575,955
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 8,843
Distribution in excess of basis						$ 6,102
Total included in Part IV				$ 2,592,265	$ 2,016,310	$ 590,900
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 163
Part I, Line 6a Total						$ 591,063

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ATLAS ENERGY LP	2,420.	398.
K-1 INC/LOSS BOARDWALK PIPELINE PARTNERS	-11,730.	24.
K-1 INC/LOSS CRESTWOOD MIDSTREAM PARTNER	-5,494.	3.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	16,443.	4,048.
K-1 INC/LOSS GENESIS ENERGY, L.P.	-7,413.	3,323.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	34,853.	-236.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS L.	-118,826.	16,585.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	10,083.	662.
K-1 INC/LOSS SPECIAL CREDIT OPPORTUNITIE	12,823.	11,911.
K-1 INC/LOSS SUBURBAN PROPANE PARTNERS L	-3,257.	-693.
K-1 INC/LOSS WILLIAMS PARTNERS L.P.	-101,517.	-115.
TOTALS	-171,615.	35,910.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	110,095.	110,095.
TOTALS	110,095.	110,095.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2014	14,100.	
FOREIGN TAX PAID	1,278.	1,278.
TOTALS	15,378.	1,278.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	58,623.		58,623.
BANK CHARGES	276.	276.	
K-1 EXP ATLAS ENERGY LP	5,792.	4.	
K-1 EXP BOARDWALK PIPELINE PAR	65.	22.	
K-1 EXP CRESTWOOD MIDSTREAM PA	11.	3.	
K-1 EXP GENESIS ENERGY, L.P.	895.	761.	
K-1 EXP MAGELLAN MIDSTREAM PAR	103.		
K-1 EXP MARKWEST ENERGY PARTNE	101.		
K-1 EXP PLAINS ALL AMERICAN PI	3,208.	2,810.	
K-1 EXP SPECIAL CREDIT OPPORTU	3,478.	3,477.	
K-1 EXP SUBURBAN PROPANE PARTN	61.		
K-1 EXP WILLIAMS PARTNERS L.P.	248.	95.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	72,886.	7,448.	58,648.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	51,049.	105,029.
AFLAC INC.	60,157.	75,507.
ALBEMARLE CP	40,880.	37,882.
ALCOA INC.	35,887.	62,844.
AMDOCS LIMITED	32,406.	35,695.
AMERICAN CAPITAL AGENCY CORP.	32,105.	23,686.
AMETEK INC.	111,516.	135,154.
ANALOG DEVICES INC.	19,362.	35,533.
AON PLC	118,708.	148,219.
APPLIED MATERIALS INC.	15,311.	24,671.
AUTOMATIC DATA PROCESSING INC.	42,583.	82,203.
AVERY DENNISON CORP	31,717.	36,835.
BOEING CO	40,399.	75,908.
BOSTON SCIENTIFIC	15,433.	24,314.
BRITISH AMERICAN TOBACCO PLC	71,948.	73,965.
BROADRIDGE FINANCIAL SOLUTIONS	23,756.	49,413.
CAMECO CORPORATION	44,780.	38,153.
CATAMARAN CORP	42,212.	49,939.
CDK GLOBAL INC	19.	41.
CELGENE CORP	94,133.	122,599.
CHUBB CORP	17,307.	36,215.
CINEMARK HOLDINGS INC	29,128.	35,758.
CLOROX CO	14,180.	24,489.
COACH INC	18,817.	12,583.
COLGATE-PALMOLIVE COMPANY	56,925.	73,549.
DANAHER CORP	88,901.	102,852.
DIAGEO PLC ADS	71,722.	73,588.
DOMINION RESOURCES INC	67,835.	76,054.
DOUBLELINE INCOME SOLUTIONS FU	649,999.	517,399.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DOUBLELINE TOTAL RETURN BOND	549,601.	530,496.
EBAY INC.	118,576.	130,198.
EMERSON ELECTRIC CO.	63,049.	75,804.
ENDURANCE SPCLTY HLDGS LTD	20,203.	37,161.
ENTERGY CORP	19,066.	24,057.
EXPEDITORS INTL WASH INC.	23,895.	24,536.
FIRST AMERICAN CORP (THE)	27,888.	49,833.
GENUINE PARTS COMPANY	23,629.	49,022.
GRACE (W.R.) CO.	12,104.	24,324.
HAEMONETICS CP	32,577.	35,549.
HARTFORD FINANCIALSERVICES GRO	29,418.	36,270.
HASBRO INC	24,660.	45,367.
HEALTH CARE PPTY INVS INC	22,574.	34,784.
HEALTH CARE REIT INC.	26,467.	47,067.
ILLINOIS TOOL WORKS	47,669.	74,055.
INTEL CORP	42,830.	73,088.
INVESCO PLC	107,651.	134,526.
ITC HOLDINGS CORP	25,234.	36,791.
JANUS CAPITAL GROUP INC.	23,986.	37,180.
JOHNSON & JOHNSON	48,046.	73,199.
KOHLS CORP	39,190.	50,358.
LEIDOS HOLDINGS INC	10,473.	12,055.
LIBERTY BROADBAND CORP (LBRDK)	25,903.	24,711.
LIBERTY BROADBAND CORP (LBRKR)	195.	1,169.
LIBERTY MEDIA CORPORATION	38,662.	37,132.
LORD ABBETT INVESTMENT TRUST S	469,817.	457,625.
M&T BANK CORP	21,445.	36,681.
MATTELL INC.	24,407.	35,902.
MCKESSON CORP	20,150.	60,198.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MEDTRONIC INC	43,412.	72,705.
MICROSOFT CORPORATION	60,184.	73,995.
NATL FUEL GAS CO	40,935.	49,019.
NEW YORK COMNTY BANCORP INC.	38,907.	48,480.
NEXTERA ENERGY, INC	48,134.	75,678.
NIELSEN HOLDINGS N.V.	85,479.	104,266.
NISOURCE INC.	6,009.	25,240.
NORDSTROM INC	150,814.	195,298.
NORTHEAST UTIL	51,867.	75,196.
NOVARTIS AG ADR	47,542.	72,923.
OCCIDENTAL PETROLEUM CORP	74,554.	75,209.
OLD REP INTL CORP	50,323.	49,098.
OMNICOM GROUP	18,402.	36,411.
PEABODY ENERGY CORP	24,588.	11,533.
PEARSON PLC	75,343.	73,486.
PIMCO DYNAMIC CREDIT INCOME FU	599,999.	495,599.
PROGRESSIVE CORP OHIO	94,760.	97,785.
QUALCOMM INC	78,354.	75,148.
QUEST DIAGNOSTICS	43,039.	49,960.
REGAL ENTERTAINMENT	36,613.	49,235.
ROCHE HOLDING LTD ADR	74,040.	68,218.
ROCKWELL COLLINS INC	32,569.	48,154.
SCRIPPS NETWORKS INT	46,574.	105,529.
SONOCO PRODUCTS COMPANY	16,985.	24,035.
SPDR S&P DIVIDEND ETF	73,417.	72,338.
ST. JUDE MED INC.	35,710.	58,852.
STANLEY BLACK & DECKER INC	142,964.	182,263.
STAPLES INC.	21,021.	25,006.
SUN COMMUNITIES INC	31,939.	46,857.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SUNTRUST BKS INC	22,272.	49,442.
SYNCHRONY FINANCIAL	21,031.	24,395.
SYSCO CORP	36,318.	47,033.
T. ROWE PRICE ASSOCIATES	81,116.	113,335.
TECO ENERGY INC.	32,231.	37,804.
THE BABCOCK AND WILCOX COMPANY	30,188.	38,330.
TORONTO DOMINION	81,233.	75,875.
TRAVELERS COMPANIES INC	57,286.	73,989.
TWENTY-FIRST CENTURY, FOX INC	91,963.	109,084.
TYCO INTERNATIONAL LTD.	102,021.	125,089.
ULTRA PETROLEUM CORP	32,047.	21,188.
UNION PACIFIC	58,605.	76,124.
UNITED PARCEL SERVICE	49,766.	74,929.
UNITED TECHNOLOGIES CORP	52,432.	74,060.
V F CORP	37,500.	75,275.
VERIFONE SYSTEMS INC	22,314.	35,898.
WESTERN UNION CO	47,510.	48,984.
WYNN RESORTS	140,842.	156,792.
XCEL ENERGY INC	13,987.	24,605.
YUM BRANDS INC	74,656.	75,618.
ZIMMER HOLDINGS INC	18,967.	48,204.
TOTALS	7,127,302.	8,322,784.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATLAS ENERGY LP	8,964.	155,750.
BOARDWALK PIPELINE PARTNERS LP	172,888.	177,700.
CRESTWOOD MIDSTREAM PARTNERS	84,573.	106,047.
ENERGY TRANSFER EQUITY LP		1,147,600.
GENESIS ENERGY, L.P.	133,958.	678,720.
LOEB OFFSHORE FUND LTD SER ONE	634,021.	1,160,461.
MAGELLAN MIDSTREAM PARTNERS LP	115,112.	1,157,240.
MARKWEST ENERGY PARTNERS L.P.	54,301.	1,679,750.
PLAINS ALL AMERICAN PIPELINE L	179,132.	1,026,400.
SPECIAL CREDIT OPPORTUNITIES L	204,866.	195,276.
SUBURBAN PROPANE PARTNERS LP	44,996.	75,480.
WILLIAMS PARTNERS L.P.	314,486.	537,000.
TOTALS	1,947,297.	8,097,424.

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

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						
2,592,265.		2,016,294.					575,971.	
		PASSTHROUGH K1 CAPITAL GAIN						
							8,843.	
		DISTRIBUTION IN EXCESS OF BASIS						
							6,102.	
TOTAL GAIN(LOSS)		....					590,916.	

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

ATTACHMENT 7

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	15,000.
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	15,000.

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

ATTACHMENT 8

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
UBS FINANCIAL SERVICES 7700 WISCONSIN AVE., SUITE 300 BETHESDA, MD 20814	INVESTMENT MGMT	100,660.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	57,123.
TOTAL COMPENSATION		157,783.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADIRONDACK FOUNDATION 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	GENERAL & UNRESTRICTED	1,000
AERONAUTICAL EDUCATIONAL FOUNDATION 7432 C E DIXON ST STOCKTON, CA 95206	N/A PC	PV-2D HARPOON RESTORATION PROJECT	10,000.
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE, IN 46151	N/A PC	GEORGE N SUDDUTH ENDOWMENT FUND AT CAMP WYONEGONIC	5,500
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE, IN 46151	N/A PC	WYONEGONIC CAMPS PROGRAM	2,500
AMERICAN RED CROSS - CENTRAL IOWA CHAPTER 2116 GRAND AVE DES MOINES, IA 50312	N/A PC	GENERAL & UNRESTRICTED	250

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

ATTACHMENT 9 (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	GENERAL & UNRESTRICTED	3,000.
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	GENERAL & UNRESTRICTED	2,500.
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	MIDDLEBURY PAVILION PROGRAM	4,000.
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH, IL 60043	N/A PC	GENERAL & UNRESTRICTED	1,000.
COLUMBIA COLLEGE OF COLUMBIA UNIVERSITY 475 RIVERSIDE DR, RM 917 NEW YORK, NY 10115	N/A PC	GRADUATE SCHOOL OF BUSINESS PROGRAM	2,500
CREATIVE HEARTWORK INC 5 DRAKE COURT BOONTON TOWNSHIP, NJ 07005	N/A PC	GENERAL & UNRESTRICTED	1,000.

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

ATTACHMENT 9 (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	GENERAL & UNRESTRICTED	1,000.
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	GENERAL & UNRESTRICTED	50,000.
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	LOWER SCHOOL HEALTH OFFICE & NURSE PROGRAM	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	PERFORMING ARTS CENTER PROGRAM	1,000.
HADLEY SCHOOL FOR THE BLIND 700 ELM ST WINNETKA, IL 60093	N/A PC	LOW VISION FOCUS PROGRAM	2,500
HEROES FOF HEROES 3100 MONTICELLO AVE DALLAS, TY 75205	N/A PC	MEDICAL FELLOWSHIP PROGRAM	5,000.

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

ATTACHMENT 9 (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.
JAMESTOWN ART CENTER PO BOX 97 JAMESTOWN, RI 02835	N/A PC	GENERAL & UNRESTRICTED	2,000.
MAINE YOUTH CAMPING ASSOCIATION PO BOX 1861 PORTLAND, ME 04104	N/A PC	JUNIOR MAINE GUIDE PROGRAM	1,000.
MANE STREAM INC PO BOX 305 OLDWICK, NJ 08858	N/A PC	GENERAL & UNRESTRICTED	1,000.
MCCARTER THEATRE COMPANY 91 UNIVERSITY PL PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	1,000
MEDICAL-DENTAL STAFF OF MORRISTOWN MEMORIAL HOSPIT 100 MADISON AVE MORRISTOWN, NJ 07960	N/A PC	AUTISM CENTER PROGRAM	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEDICAL-DENTAL STAFF OF MORRISTOWN MEMORIAL HOSPIT 100 MADISON AVE MORRISTOWN, NJ 07960	N/A PC	PEDIATRIC EMERGENCY ROOM PROGRAM	10,000
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	HARDWARE/SOFTWARE/EQUIPMENT/TRAINING PROGRAM	5,000.
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	1,000.
NASSAU PRESBYTERIAN CHURCH 61 NASSAU ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	3,000.
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	ANNUAL FUND	10,000

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ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	CAPITAL CAMPAIGN	75,000
NORTHSHORE UNIVERSITY HEALTHSYSTEM 1033 UNIVERSITY PL, STE 450 EVANSTON, IL 60201	N/A PC	ULTRASOUND SIMULATOR PROGRAM	10,000.
PEAPACK GLADSTONE FIRE COMPANY NO 1 INC PO BOX 615 GLADSTONE, NJ 07934	N/A PC	GENERAL & UNRESTRICTED	1,000.
PENNINGTON SCHOOL 112 W DELAWARE AVE PENNINGTON, NJ 08534	N/A PC	THE PENNINGTON SCHOOL HUMANITIES BUILDING PROGRAM	25,000.
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	BLUE & WHITE FUND	4,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	DAVID A NALEN '81 MEMORIAL SCHOLARSHIP FUND	17,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	ICE HOCKEY PROGRAM	1,000
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	GENERAL & UNRESTRICTED	225,000.
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	PRINCETON DAY SCHOOL'S TURF FIELD PROGRAM	20,000.
PRINCETON HEALTHCARE SYSTEM FOUNDATION INC 3626 US RTE 1 PRINCETON, NJ 08540	N/A PC	PHCSF CENTER FOR CANCER CARE PROGRAM	4,000
PROVIDENCE ENGLEWOOD CHARTER SCHOOL FOUNDATION 6515 S ASHLAND AVE CHICAGO, IL 60636	N/A PC	GENERAL & UNRESTRICTED	2,500
RALSTON ENGINE COMPANY NO 1 PO BOX 356 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	10,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR ST CHICAGO, IL 60611	N/A PC	MARK STEPHAN CHALLENGE - SKYRISE PROGRAM	1,000.
S A V E - A FRIEND TO HOMELESS ANIMALS INC 900 HERRONTOWN RD PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	500
SMILE TRAIN INC 41 MADISON AVE 28TH FL NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	250.
SPECIAL OPERATIONS WARRIOR FOUNDATION P O. BOX 89367 TAMPA, FL 33689	N/A PC	GENERAL & UNRESTRICTED	10,000
ST GEORGES SCHOOL 372 PURGATORY RD MIDDLETOWN, RI 02842	N/A PC	MATTHEWS DIGITAL MEDIA LAB PROGRAM	20,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MSC 512 MEMPHIS, TN 38105	N/A PC	GENERAL & UNRESTRICTED	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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	WINONA CAMPERS PROGRAM	500.
SUSAN G KOMEN BREAST CANCER FOUNDATION 2 PRINCESS RD STE D LAWRENCEVILLE, NJ 08648	N/A PC	GENERAL & UNRESTRICTED	1,000.
THE FIRST PRESBYTERIAN CHURCH OF MENDHAM 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	11,500.
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY UNIVERSITY ONE TRINITY PL BUSINESS OFC SAN ANTONIO, TX 78212	N/A PC	GENERAL & UNRESTRICTED	3,500
TULSA AIR AND SPACE MUSEUM INC 3624 N 74TH E AVE TULSA, OK 74115	N/A PC	B-24D TULSAMERICA WRECK SURVEY	4,500.
UNIVERSITY OF HAWAII AT MANOA FOUNDATION 2528 THE MALL WEBSTER HALL 301 HONOLULU, HI 96822	N/A PC	HAWAII UNDERSEA RESEARCH LAB PROGRAM	14,000.
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
WOMENSAFE INC PO BOX 67 MIDDLEBURY, VT 05753	N/A PC	GENERAL & UNRESTRICTED	500

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ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIAT 1177 W STATE ST BOISE, ID 83702	N/A PC	GENERAL & UNRESTRICTED	2,500
		TOTAL CONTRIBUTIONS PAID	645,000