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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.

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

OMB No 1545-0052

2014

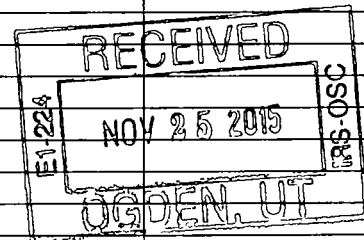
Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation CHARLES N. MATHEWSON FOUNDATION		A Employer identification number 94-3179777
Number and street (or P.O. box number if mail is not delivered to street address) 100 WEST LIBERTY	Room/suite	B Telephone number 775/348-1844
City or town, state or province, country, and ZIP or foreign postal code RENO, NV 89501		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Section 501(c)(3) exempt private foundation ☐ 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) \$ 24,600,857.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,301.	1,301.		STATEMENT 1
4 Dividends and interest from securities		839,086.	839,086.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<1,102,763.>			
b Gross sales price for all assets on line 6a		4,925,138.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<262,376.>	840,387.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		11,200.	11,200.		11,200.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		6,228.	6,228.		6,228.
24 Total operating and administrative expenses. Add lines 13 through 23		17,428.	17,428.		17,428.
25 Contributions, gifts, grants paid		2,450,040.			2,450,040.
26 Total expenses and disbursements. Add lines 24 and 25		2,467,468.	17,428.		2,467,468.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,729,844.>			
b Net investment income (if negative, enter -0-)			822,959.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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14481109 747765 MATHEWSON-FD 2014.04030 CHARLES N. MATHEWSON FOUNDATION MATHEW81

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	59,890.	53,259.	53,259.
	2 Savings and temporary cash investments	5,820,482.	1,062,558.	1,062,558.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	17,365,389.	19,400,100.	23,485,040.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		23,245,761.	20,515,917.	24,600,857.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	23,245,761.	20,515,917.	
	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			
30 Total net assets or fund balances	23,245,761.	20,515,917.		
31 Total liabilities and net assets/fund balances	23,245,761.	20,515,917.		

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	23,245,761.
2 Enter amount from Part I, line 27a	2	<2,729,844.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,515,917.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,515,917.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,925,138.		6,027,901.	<1,102,763.>

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			<1,102,763.>

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	<1,102,763.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,967,947.	22,258,394.	.088414
2012	2,138,973.	19,056,076.	.112246
2011	1,302,590.	19,187,569.	.067887
2010	1,069,722.	15,190,574.	.070420
2009	5,394,304.	13,745,191.	.392450

2 Total of line 1, column (d)	2	.731417
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	.146283
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,825,027.
5 Multiply line 4 by line 3	5	3,777,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,230.
7 Add lines 5 and 6	7	3,785,992.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,467,468.

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)		1	16,459.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	16,459.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	16,459.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	12,800.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6d	
b Exempt foreign organizations - tax withheld at source		7	12,800.
c Tax paid with application for extension of time to file (Form 8868)		8	50.
d Backup withholding erroneously withheld		9	3,709.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 6			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax Refunded			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NV		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CHERYL WHITAKER</u> Telephone no. ► <u>775/348-1844</u> Located at ► <u>PO BOX 6448, RENO, NV</u> ZIP+4 ► <u>89513</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? 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 ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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 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)?

N/A

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?

N/A

☐ 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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES N. MATHEWSON				
	0.00	0.	0.	0.
SCHEDULE ATTACHED				
	0.00	0.	0.	0.

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

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

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

0

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

Total number of others receiving over \$50,000 for professional services	0
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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
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Part IX-B	Summary of Program-Related Investments
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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	22,950,000.
b Average of monthly cash balances	1b	3,268,302.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	26,218,302.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	26,218,302.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	393,275.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,825,027.
6 Minimum investment return. Enter 5% of line 5	6	1,291,251.

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	1,291,251.
2a Tax on investment income for 2014 from Part VI, line 5	2a	16,459.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	16,459.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,274,792.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,274,792.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,274,792.

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	2,467,468.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,467,468.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,467,468.

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.

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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				1,274,792.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	4,715,716.			
b From 2010	316,234.			
c From 2011	366,719.			
d From 2012	1,196,758.			
e From 2013	867,547.			
f Total of lines 3a through e	7,462,974.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	2,467,468.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,274,792.
e Remaining amount distributed out of corpus	1,192,676.			
5 Excess distributions carryover applied to 2014 (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:	8,655,650.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	4,715,716.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	3,939,934.			
10 Analysis of line 9:				
a Excess from 2010	316,234.			
b Excess from 2011	366,719.			
c Excess from 2012	1,196,758.			
d Excess from 2013	867,547.			
e Excess from 2014	1,192,676.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling


☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

CHARLES N. MATHEWSON

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

CHARLES N. MATHEWSON, 775-348-1844
PO BOX 6448, RENO, CA 89513

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

THE CHARLES N. MATHEWSON FOUNDATION - APPLICATION FOR GRANT FORMS

c Any submission deadlines:

NONE

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

NONE

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				
SCHEDULE ATTACHED				2,450,040.
Total			3a	2,450,040.
b Approved for future payment				
NONE				
Total			3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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
N/A		

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.

Sign Here   

Signature of officer or trustee _____ Date 11/10/15 Title Founder

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 <i>Stanley A. Solomon</i>	Date <i>11/9/15</i>	Check ☒ if self-employed	PTIN
	STANLEY A. SOLOMON				P01395084
	Firm's name ▶ STANLEY A. SOLOMON, CPA			Firm's EIN ▶	
	Firm's address ▶ 359 SAN MIGUEL, #201 NEWPORT BEACH, CA 92660			Phone no. 949-640-2830	

CHARLES N. MATHEWSON FOUNDATION

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	21000 APPLE	P	01/07/08	07/28/14
b	5000 BHP BELLETON LTD	P	04/29/11	03/28/14
c	10000 CANADIAN NATION RES	P	03/25/21	07/22/14
d	12000 LINN ENERGY	P	01/12/12	12/08/14
e	12000 LINN ENERGY	P	08/02/13	12/08/14
f	2000 STK DIVIDEND CALIF RESOURCES	P	02/22/12	12/08/14
g	25750 PENN WEST PTRS LTD	P	12/31/07	06/16/14
h	7500 PROSHARES TRUST - ULTRASHORT	P	11/09/10	10/17/14
i	15000 SEADRILL LTD	P	03/25/11	12/08/14
j	20000 SUNCOR ENERGY	P	11/29/10	12/08/14
k	10000 SWIFT ENERGY	P	01/06/02	10/17/14
l	40000 PENGROWTH ENERGY	P	02/08/11	06/16/14
m				
n				
o				

(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 2,027,531.		540,080.	1,487,451.
b 336,524.		506,939.	<170,415.>
c 455,583.		490,280.	<34,697.>
d 173,143.		431,400.	<258,257.>
e 173,143.		324,485.	<151,342.>
f 11,949.		18,062.	<6,113.>
g 254,808.		653,529.	<398,721.>
h 384,120.		1,094,864.	<710,744.>
i 173,882.		545,447.	<371,565.>
j 585,236.		669,244.	<84,008.>
k 72,994.		249,603.	<176,609.>
l 276,225.		503,968.	<227,743.>
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,487,451.
b			<170,415.>
c			<34,697.>
d			<258,257.>
e			<151,342.>
f			<6,113.>
g			<398,721.>
h			<710,744.>
i			<371,565.>
j			<84,008.>
k			<176,609.>
l			<227,743.>
m			
n			
o			

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	<1,102,763.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	1,292.	1,292.	
WELLS FARGO BANK	9.	9.	
TOTAL TO PART I, LINE 3	1,301.	1,301.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	839,086.	0.	839,086.	839,086.	
TO PART I, LINE 4	839,086.	0.	839,086.	839,086.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	11,200.	11,200.		11,200.
TO FORM 990-PF, PG 1, LN 16B	11,200.	11,200.		11,200.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,943.	5,943.		5,943.
BANK CHARGES, ETC.	285.	285.		285.
TO FORM 990-PF, PG 1, LN 23	6,228.	6,228.		6,228.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	19,400,100.	23,485,040.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,400,100.	23,485,040.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	6
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TAX DUE FROM FORM 990-PF, PART VI	3,659.
UNDERPAYMENT PENALTY	50.
LATE PAYMENT INTEREST	56.
LATE PAYMENT PENALTY	110.
TOTAL AMOUNT DUE	3,875.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	7
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	3,659.	3,659.	6	110.
DATE FILED	11/15/15		3,659.		
TOTAL LATE PAYMENT PENALTY					110.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	8
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	3,659.	3,659.	.0300	184	56.
DATE FILED	11/15/15		3,715.			
TOTAL LATE PAYMENT INTEREST						56.

CHARLES N. MATHEWSON FOUNDATION
PART XV GRANTS AND CONTRIBUTIONS PAID DURING YEAR
2014

1.	Reno High School 395 Booth Street Reno, NV 89509	5,000
2.	JDRF Vision Gala 5335 Kietzke Lane # 230 Reno, NV 89511	5,000
3.	The Smith Center for Performing Arts 361 Symphony Park Avenue Las Vegas, NV 89106	200,000
4	Genetic Research Institute of the Desert 39000 Bob Hope Drive Rancho Mirage, CA 92770	20,000
5	Nevada Museum of Art 160 West Liberty Street Reno, NV 89501	400,000
6.	Laguna Plein Air Painters Association P O. Box 4109 Laguna Beach, CA 92652	50,000
7	Pat McCormick Educational Foundation 915 1/2 Electric Avenue Seal Beach, CA 90740	5,000
8.	St. Mary's Interfaith Community Services 11292 North Alpine Road Stockton, CA 95212	90
9	Catholic Charities of Northern Nevada P.O. Box 5099 Reno, NV 89513	5,000
10.	Children's Cabinet, Inc 1090 South Rock Blvd Reno, NV 89502	2,500
11.	National MS Society 2440 S. Sepulveda Blvd. Suite 115 Los Angeles, CA 90064	10,000
12	University of Nevada Foundation Morrill Hall/162 Reno, NV 89557	9,000
13	Scripps Research Insitute 10550 North Torrey Pines Road La Jolla, CA 92037	5,000
14.	USC Norris Comprehensive Cancer Center Erzalow Tower, 1441 Eastlake Ave. Ste 83021 Los Angeles, CA 90089	100,000

- A. None of the above contributions are to individuals
- B. All of the above are public charities, which are unrelated to this foundation.
- C. All of the above contributions are unrestricted and may be used by the recipient for the purpose for which the charity was created

CHARLES N MATHEWSON FOUNDATION
PART XV GRANTS AND CONTRIBUTIONS PAID DURING YEAR
2014

15.	The National MS Society, Pacific South Coast Chapter 12121 Scripps Summit Drive, Suite 190 San Diego, CA 92131	1,000
16.	Tahoe Pyramid Bikeway 4790 Caughlin Parkway, #138 Reno, NV 89519	10,000
17.	University of Nevada Foundation Morrill Hall/162 Reno, NV 89557	120,000
18.	Saving America's Mustangs 2683 Via de la Valle #G313 Del Mar, CA 92014	400,000
19.	Keep Memory Alive 888 W. Bonneville Ave Las Vegas, NV 89106	672,500
20.	KNPB-Channel 5 Public Broadcasting 1670 N. Virginia Street Reno, NV 89503	2,000
21.	Beneto Foundation 4080 Seaport Blvd. West Sacramento, CA 95691	2,500
22.	Fit Kids 2982 Middlefield Road, Unit P Redwood City, CA 94063	5,200
23.	Youth Charities of Southern Nevada P.O. Box 46232 Las Vegas, NV 89114	250
24.	UNLV Foundation 4505 S. Maryland Parkway, Box 451006 Las Vegas, NV 89154	5,000
25.	Keep Memory Alive 888 W. Bonneville Ave. Las Vegas, NV 89106	19,600
26.	Team for Kids 156 West 56th Street, Third Floor New York, NY 10019	10,000
27.	Keep Memory Alive 888 W. Bonneville Ave. Las Vegas, NV 89106	100,000
28.	Sacred Heart Nativity School 310 Edwards Avenue San Jose, CA 95110	25,000

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CHARLES N. MATHEWSON FOUNDATION
PART XV GRANTS AND CONTRIBUTIONS PAID DURING YEAR
2014

29	Bellarmine College Preparatory 960 West Hedding Street San Jose, CA 95126	15,000
30.	Urban Roots 3001 W. 4th Street Reno, NV 89523	500
31.	Food Banks of Northern Nevada 550 Italy Drive McCarran, NV 89434	500
32.	UCLA Foundation 757 Westwood Plaza, Suite 1320 Los Angeles, CA 90095	10,000
33.	Sacred Heart Nativity School 310 Edwards Avenue San Jose, CA 95110	10,000
34.	Bellarmine College Preparatory 960 West Hedding Street San Jose, CA 95126	10,000
35.	Keep Memory Alive 888 W. Bonneville Ave. Las Vegas, NV 89106	100,000
36.	Andy Roddick Foundation 8509 FM 969, Building 509 Austin, TX 78724	10,000
37.	International Tennis Hall of Fame 194 Bellevue Avenue Newport , RI 02840	5,000
38.	Horatio Alger Association 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	50,000
39	CADCA 625 Slaters Lane, Suite 300 Alexandria, VA 22314	49,400
		2,450,040

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- C. All of the above contributions are unrestricted and may be used by the recipient for the purpose for which the charity was created.

**Charles N. Mathewson Foundation
2014**

Part VIII

Column (A) Trustees	Column (B)	Column (C)	Column (D)	Column (E)
Charles N. Mathewson P.O. Box 6448 Reno, NV 89513	None	None	None	None
Officer & Executive Advisory Committee				
Charles N. Mathewson P.O. Box 6448 Reno, NV 89513 President, Secretary & Member of Executive Advisory Committee	None	None	None	None
Curtis N. Mathewson P.O. Box 6448 Reno, NV 89513 Vice President & Member of Executive Advisory Committee	None	None	None	None
Raymond Zimmerman 7535 N. San Manuel Scottsdale, AZ 85258 Treasurer	None	None	None	None
Paulina G. Mathewson P.O. Box 6448 Reno, NV 89513 Assistant Secretary & Member of Executive Advisory Committee	None	None	None	None
Robert A. Mathewson P.O. Box 6448 Reno, NV 89513 Assistant Treasurer & Member of Executive Advisory Committee	None	None	None	None
Easter Mathewson P.O. Box 6448 Reno, NV 89513 Assistant Secretary	None	None	None	None