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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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, 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)

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) ▶ \$ 13,286,595.

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	144.	144.		
4	Dividends and interest from securities	329,873.	329,873.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,237,966.			
b	Gross sales price for all assets on line 6a	4,652,945.			
7	Capital gain net income (from Part IV, line 2)		1,240,150.		
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.	152,975.	114,007.		
12	Total. Add lines 1 through 11	1,720,958.	1,684,174.		
13	Compensation of officers, directors, trustees, etc.	20,000.			20,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [2]	103,125.	103,125.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	22,964.	2,064.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 4.	112,427.	47,307.		59,207.
24	Total operating and administrative expenses. Add lines 13 through 23.	258,516.	152,496.		79,207.
25	Contributions, gifts, grants paid	1,035,000.			1,035,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,293,516.	152,496.		1,114,207.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	427,442.			
b	Net investment income (if negative, enter -0-)		1,531,678.		
c	Adjusted net income (if negative, enter -0-)				

939 144

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	377,521.	437,560.	437,560.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule). .				
	b	Investments - corporate stock (attach schedule) ATCH. 5	7,127,302.	7,809,166.	7,894,743.	
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans.					
13	Investments - other (attach schedule) ATCH. 6	1,947,297.	1,632,836.	4,954,292.		
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)	9,452,120.	9,879,562.	13,286,595.		
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 . .	9,452,120.	9,879,562.		
	30	Total net assets or fund balances (see instructions)	9,452,120.	9,879,562.		
	31	Total liabilities and net assets/fund balances (see instructions)	9,452,120.	9,879,562.		

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	9,452,120.
2	Enter amount from Part I, line 27a	2	427,442.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,879,562.
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	9,879,562.

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	1,240,150.	
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.

(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))
2014	718,648.	17,089,463.	0.042052
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
2 Total of line 1, column (d)			2 0.283288
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 0.056658
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 15,382,449.
5 Multiply line 4 by line 3			5 871,539.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,317.
7 Add lines 5 and 6			7 886,856.
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 1,114,207.

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	15,317.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	15,317.
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	15,317.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 25,896.		
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	25,896.
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	10,579.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 10,579. 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?		X
b 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
c Did the foundation file Form 1120-POL for this year?		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		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?	X	
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) ☒ 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	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 2015 or the taxable year beginning in 2015 (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

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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
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		
16 At any time during calendar year 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015)	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 2015?	4b	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)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		20,000.	0.	0.

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

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

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

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		153,115.
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	

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	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,103,630.
b	Average of monthly cash balances	1b	760,132.
c	Fair market value of all other assets (see instructions)	1c	752,937.
d	Total (add lines 1a, b, and c)	1d	15,616,699.
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	15,616,699.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,382,449.
6	Minimum investment return. Enter 5% of line 5	6	769,122.

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	769,122.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	15,317.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	753,805.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	753,805.
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	753,805.

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	1,114,207.
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	1,114,207.
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	15,317.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,098,890.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				753,805.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010	263,423.			
b From 2011	86,527.			
c From 2012	159,760.			
d From 2013	97,951.			
e From 2014				
f Total of lines 3a through e	607,661.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>1,114,207.</u>				
a Applied to 2014, 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 2015 distributable amount.				753,805.
e Remaining amount distributed out of corpus.	360,402.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	968,063.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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 2010 not applied on line 5 or line 7 (see instructions)	263,423.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	704,640.			
10 Analysis of line 9				
a Excess from 2011	86,527.			
b Excess from 2012	159,760.			
c Excess from 2013	97,951.			
d Excess from 2014				
e Excess from 2015	360,402.			

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

NOT APPLICABLE

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 2015, 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)

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) 2015	(b) 2014	(c) 2013	(d) 2012	
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**

Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		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
Name and address (home or business)					
a Paid during the year					
ATCH 9					
Total				3a	1,035,000.
b Approved for future payment					
Total				3b	

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?		Yes	No
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		

[illegible]

b If "Yes," complete the following schedule

[illegible]

Sign Here
 Signature of officer or trustee James J. Matthews

 Date 11/8/16

 Title PRESIDENT

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

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/07/2016		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	

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						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 4,652,945	\$ 3,849,034	\$ 803,911
Distributions in Excess of basis						\$ (5,515)
Section 751 Gain on Sale of Partnership - Reclaim						\$ 569,122
						\$ (127,368)
Total included in Part IV				\$ 4,652,945	\$ 3,849,034	\$ 1,240,150
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (2,183)
Part I, Line 6a Total						\$ 1,237,967

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ATLAS ENERGY GROUP LLC	-5,594.	-2,100.
K-1 INC/LOSS ATLAS ENERGY LP	-26,907.	78.
K-1 INC/LOSS ATLAS ENHANCED FUND LP	65,240.	65,240.
K-1 INC/LOSS BOARDWALK PIPELINE PARTNERS	-10,448.	17.
K-1 INC/LOSS CRESTWOOD EQUITY PARTNERS L	-1,647.	6.
K-1 INC/LOSS CRESTWOOD MIDSTREAM PARTNER	-1,604.	
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	11,995.	4,918.
K-1 INC/LOSS GENESIS ENERGY, L.P	-596.	2,968.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	23,178.	82.
K-1 INC/LOSS MPLX LP	8,828.	8,828.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-11,581.	437.
K-1 INC/LOSS SPECIAL CREDIT OPPORTUNITIE	35,789.	33,482.
K-1 INC/LOSS SUBURBAN PROPANE PARTNERS L	-256.	-11.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-60,790.	62.
\$751 GAIN ON SALE ATLAS ENERGY GROUP LLC	8,749.	
\$751 GAIN ON SALE ATLAS ENERGY LP	26,436.	
\$751 GAIN ON SALE MPLX LP	92,183.	
TOTALS	<u>152,975.</u>	<u>114,007.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	103,125.	103,125.
TOTALS	<u>103,125.</u>	<u>103,125.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2015	20,900.	
FOREIGN TAX PAID	2,064.	2,064.
TOTALS	<u>22,964.</u>	<u>2,064.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	59,182.		59,182.
BANK CHARGES	886.	886.	
K-1 EXP ATLAS ENERGY GROUP LLC	2,349.		
K-1 EXP ATLAS ENERGY LP	684.		
K-1 EXP ATLAS ENHANCED FUND LP	32,179.	32,179.	
K-1 EXP BOARDWALK PIPELINE PAR	68.	24.	
K-1 EXP CRESTWOOD EQUITY PARTN	6.	1.	
K-1 EXP CRESTWOOD MIDSTREAM PA	6.		
K-1 EXP GENESIS ENERGY, L.P	873.	755.	
K-1 EXP MAGELLAN MIDSTREAM PAR	114.		
K-1 EXP PLAINS ALL AMERICAN PI	3,070.	2,718.	
K-1 EXP SPECIAL CREDIT OPPORTU	12,720.	10,671.	
K-1 EXP SUBURBAN PROPANE PARTN	49.		
K-1 EXP WILLIAMS PARTNERS LP	216.	73.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>112,427.</u>	<u>47,307.</u>	<u>59,207.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCENTURE PLC	84,316.	83,287.
ALCOA INC	32,668.	35,433.
ALPHABET INC CL A	110,665.	156,379.
AMDOCS LIMITED	35,203.	42,837.
AMERIPRISE FINANCIAL INC	16,807.	14,154.
ANALOG DEVICES INC	17,362.	31,532.
APPLE INC	17,237.	14,000.
APPLIED MATERIALS INC	9,186.	11,090.
AUTODESK, INC	99,049.	120,337.
AVERY DENNISON CORP	16,607.	21,618.
BAXTER INTERNATIONAL INC	22,763.	22,585.
BECTON DICKINSON & CO	15,425.	15,717.
BOEING CO	54,231.	89,790.
BOSTON SCIENTIFIC	14,924.	32,547.
BROADRIDGE FINANCIAL	27,804.	55,342.
BWX TECHNOLOGIES INC	18,700.	33,676.
CAMECO CORPORATION	36,026.	23,365.
CELGENE CORP	94,133.	131,257.
CINEMARK HOLDINGS INC	27,910.	32,093.
CLOROX CO	10,385.	21,561.
COGNIZANT TECHNOLOGY SOLUTIONS	16,578.	16,506.
COLGATE-PALMOLIVE COMPANY	75,771.	88,471.
COMCAST CORP	15,526.	14,785.
CORR CP OF AMER	38,941.	34,967.
CRANE CO	71,179.	51,237.
CVS CAREMARK CORP	15,099.	14,568.
DANAHER CORP	75,424.	92,787.
DELPHI AUTOMOTIVE PLC	97,064.	95,246.
DIAGEO PLC ADS	68,224.	66,969.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DISCOVERY COMMUNICATIONS, INC	38,619.	31,651.
DOMINION RESOURCES INC	64,817.	64,055.
DOUBLELINE INCOME SOLUTIONS FU	1,048,679.	741,253.
DOUBLELINE TOTAL RETURN BOND	571,402.	542,799.
ECOLAB INC	16,999.	16,814.
ENDURANCE SPCLTY HLDGS LTD	28,503.	44,217.
ENTERGY CORP	22,993.	22,901.
ESTERLINE CORP	33,223.	31,428.
EXPEDITORS INTL WASH INC	20,418.	21,197.
FACEBOOK INC	108,253.	143,488.
FASTENAL COMPANY	23,077.	22,451.
FIRST AMERICAN CORP (THE)	31,039.	56,004.
GENUINE PARTS COMPANY	27,913.	43,804.
GRACE (W.R.) CO	11,032.	22,906.
HAEMONETICS CP	35,254.	33,368.
HARTFORD FINANCIALSERVICES GRO	25,601.	32,812.
HASBRO INC	26,571.	52,204.
HEALTH CARE PPTY INVS INC	39,755.	46,079.
HILTON HOTELS CORP	17,712.	12,562.
HOLOGIC, INC	110,426.	110,886.
HOME DEPOT INC	89,511.	97,733.
HONEYWELL INTL	15,617.	16,260.
ILLINOIS TOOL WORKS	67,077.	90,456.
IMS HEALTH HOLDINGS INC	118,465.	104,452.
INTEL CORP	50,213.	75,514.
INTERCONTINENTAL EXCHANGE, INC	16,198.	18,451.
INVESCO PLC	136,474.	140,448.
ISHARES S&P EUROPE 350 INDEX	64,708.	61,529.
ISHARES TRUST MSCI EAFE INDEX	73,287.	66,412.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ITC HOLDINGS CORP	18,506.	22,726.
JANUS CAPITAL GROUP INC	24,885.	33,393.
JOHNSON CONTROLS INC	61,562.	48,652.
KOHL'S CORP	43,891.	44,058.
LEIDOS HOLDINGS INC	16,451.	21,491.
LIBERTY BROADBAND CORPORATION	26,303.	27,175.
LIBERTY MEDIA CORPORATION - SE	41,576.	43,602.
M&T BANK CORP	19,576.	32,355.
MARSH AND MCLENNAN COMPANIES I	66,887.	69,313.
MATTELL INC	28,452.	32,604.
MCDONALD'S CORP	69,858.	72,892.
MCKESSON CORP	46,824.	82,048.
MEDTRONIC PLC	95,666.	95,612.
MICROSOFT CORP	69,712.	98,976.
MYLAN NV	16,743.	15,843.
NATL FUEL GAS CO	46,188.	35,910.
NEW YORK COMNTY BANCORP INC	34,094.	42,758.
NEXTERA ENERGY, INC	46,638.	69,710.
NIELSEN HOLDINGS N.V	85,479.	108,625.
NISOURCE INC	14,365.	22,729.
NORDSTROM INC	57,360.	47,519.
NOVARTIS AG ADR	46,958.	65,132.
O'REILLY AUTOMOTIVE INC	15,471.	17,233.
OCCIDENTAL PETROLEUM CORP	75,797.	64,906.
OLD REP INTL CORP	14,056.	22,002.
OMNICOM GROUP	29,750.	44,639.
PAREXEL INTERNATIONAL CORPORAT	19,362.	18,801.
PEPSICO INC	80,501.	83,333.
PIMCO DYNAMIC CREDIT INCOME FU	599,999.	432,719.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
QUEST DIAGNOSTICS	17,655.	22,765.
RED HAT, INC	15,465.	16,479.
REGAL ENTERTAINMENT	36,267.	43,024.
ROCKWELL AUTOMATION INC	89,699.	83,627.
ROCKWELL COLLINS INC	47,194.	61,564.
SCHLUMBERGER LTD	71,981.	55,382.
SONOCO PRODUCTS COMPANY	16,233.	21,457.
ST. JUDE MED INC	34,898.	54,666.
STANLEY BLACK & DECKER INC	51,563.	75,992.
STARBUCKS CORP COM	15,476.	18,009.
STERICYCLE INC	92,403.	95,636.
SUN COMMUNITIES INC	27,192.	44,202.
SUNTRUST BKS INC	19,151.	43,483.
SYNCHRONY FINANCIAL	18,723.	22,199.
SYSCO CORP	32,591.	43,665.
TARGA RESOURCES CORP	89,107.	24,462.
TEXAS INSTRUMENTS INC	77,206.	81,009.
THE COCA-COLA CO	72,141.	72,946.
THE HERSHEY COMPANY	21,489.	22,050.
THERMO FISHER SCIENTIFIC INC	16,365.	17,873.
TIME WARNER INC	15,087.	13,322.
TJX COMPANIES INC	16,045.	17,160.
TORONTO DOMINION	89,639.	71,407.
UNION PACIFIC	56,860.	48,875.
UNITED PARCEL SERVICE	107,154.	103,159.
UNITED TECHNOLOGIES CORP	70,302.	76,280.
V F CORP	41,709.	65,114.
VARIAN MEDICAL SYSTEMS INC	21,573.	22,058.
VERIFONE SYSTEMS INC	20,709.	23,817.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VIPSHOP HOLDINGS LTD	133,458.	122,252.
WATSON WYATT & CO. HOLDINGS	94,783.	88,894.
WELLTOWER INC	25,578.	34,627.
WESTERN UNION CO	42,287.	43,432.
WORTHINGTON INDUSTRIES INC	23,718.	24,112.
WYNN RESORTS	172,842.	108,006.
XCEL ENERGY INC	12,702.	22,085.
ZIMMER BIOMET HOLDINGS	19,968.	44,627.
TOTALS	<u>7,809,166.</u>	<u>7,894,743.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLAS ENHANCED FUND LP	538,012.	533,653.
BOARDWALK PIPELINE PARTNERS LP	158,372.	129,800.
CRESTWOOD EQUITY PARTNERS LP	70,070.	39,918.
ENERGY TRANSFER EQUITY LP		549,600.
GENESIS ENERGY, L.P	92,969.	587,840.
LOEB OFFSHORE FUND LTD SER ONE		1,479.
MAGELLAN MIDSTREAM PARTNERS LP	97,366.	950,880.
MPLX LP		1,071,743.
PLAINS ALL AMERICAN PIPELINE L	109,381.	462,000.
SPECIAL CREDIT OPPORTUNITIES L	310,051.	295,294.
SUBURBAN PROPANE PARTNERS LP	38,515.	42,445.
WILLIAMS PARTNERS LP	218,100.	289,640.
TOTALS	<u>1,632,836.</u>	<u>4,954,292.</u>

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)	
4,652,945.		PUBLICLY-TRADED SECURITIES 3,849,034.					803,911.	
		PASSTHROUGH K1 CAPITAL GAIN					-5,515.	
		SEC 751 GAIN ON SALE OF PTSHP-RECLASS					-127,368.	
		DISTRIBUTIONS IN EXCESS OF BASIS					569,122.	
TOTAL GAIN(LOSS)							<u>1,240,150.</u>	

THE EDWARD E. & MARIE L. MATTHEWS FOUNDATION

02-0656117

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LOUISE M FLICKINGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
DOUGLAS L MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / SEC 5.00	20,000.	0.	0.
EDWARD E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 1.00	0.	0.	0.
GREGORY E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
RUSSELL E MATTHEWS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		20,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 7700 WISCONSIN AVE., SUITE 300 BETHESDA, MD 20814	INVESTMENT MGMT	93,933.
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE SVCS	59,182.
TOTAL COMPENSATION		<u>153,115.</u>

THE EDWARD E. & MARIE L. MATTHEWS FOUNDATION

02-0656117

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
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		GENERAL & UNRESTRICTED	10,000.
AMERICAN CAMPING FOUNDATION INC 5000 STATE RD 67 N MARTINSVILLE, IN 46151	N/A SO I		GENERAL & UNRESTRICTED	1,500
AMERICAN CAMPING FOUNDATION INC 5000 STATE RD 67 N MARTINSVILLE, IN 46151	N/A SO I		WYONEGONIC CAMPS PROGRAM	3,500
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS, NY 12943	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 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	PRESERVATION FOUNDATION PROGRAM	2,000
CAMP DUDLEY YMCA INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	GENERAL & UNRESTRICTED	3,500.
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH, IL 60043	N/A PC	GENERAL & UNRESTRICTED	1,000
COLUMBIA BUSINESS SCHOOL CLUB OF NEW YORK INC 1461 1ST AVE NO 334 NEW YORK, NY 10075	N/A PC	GRADUATE SCHOOL OF BUSINESS DIVISION	2,500
CORNER HOUSE FOUNDATION 1 MONUMENT DR PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	4,500
D & R GREENWAY LAND TRUST INC 1 PFESERVATION PL PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FOOD ALLERGY RESEARCH & EDUCATION INC 41 E 62ND ST, 4TH FL NEW YORK, NY 10021	N/A PC		GENERAL & UNRESTRICTED	10,000
FOUNDATION FOR MORRISTOWN MEDICAL CENTER 475 S ST MORRISTOWN, NJ 07960	N/A PC		GENERAL & UNRESTRICTED	20,000
FRANKLIN ACADEMY INCORPORATED 106 RIVER RD EAST HADDAM, CT 06423	N/A PC		GENERAL & UNRESTRICTED	8,000.
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC		BRADLEY, LOWER SCHOOL LIBRARY PROJECT	1,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC		PLEDGE TO CAPITAL CAMPAIGN	100,000
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC		AMITY, CAPITAL CAMPAIGN	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GILL ST BERNARDS SCHOOL ST BERNARDS RD GLADSTONE, NJ 07934	N/A PC	CAPITAL CAMPAIGN	50,000
GOOD WORKS INC PO BOX 1441 COATESVILLE, PA 19320	N/A PC	PURCHASE OF A NEW TRUCK	7,000.
HADLEY SCHOOL FOR THE BLIND 700 ELM ST WINNETKA, IL 60093	N/A PC	GENERAL & UNRESTRICTED	2,500
HEROES FOR HEROES 8750 N CENTRAL EXPY DALLAS, TX 75231	N/A PC	GENERAL & UNRESTRICTED	5,000
HEXAGON PLAYERS PO BOX 5 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	5,000.
HOMEFRONT INC 1880 PRINCETON AVE LAWRENCEVILLE, NJ 08648	N/A PC	GENERAL & UNRESTRICTED	250.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MCCARTER THEATRE COMPANY 91 UNIVERSITY PL PRINCETON, NJ 08540	N/A	PC	GENERAL & UNRESTRICTED	1,000.
MENDHAM TOWNSHIP FIRST AID SQUAD INC PO BOX 122 BROOKSIDE, NJ 07926	N/A	GOV	GENERAL & UNRESTRICTED	5,000.
MENDHAM TOWNSHIP POLICE DEPARTMENT 3 CHERRY LN BROOKSIDE, NJ 07926	N/A	GOV	GENERAL & UNRESTRICTED	5,000
MONTROSSI FAMILY SCHOOL OF MERCER COUNTY 4 TPEE FARM RD PENNINGTON, NJ 08534	N/A	PC	HUMANITIES BUILDING PROGRAM	20,000.
MOTHERS2MOTHERS INTERNATIONAL INC 7441 W SUNSET BLVD STE 205 LOS ANGELES, CA 90046	N/A	PC	GENERAL & UNRESTRICTED	1,000
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST PRINCETON, NJ 08540	N/A	PC	GENERAL & UNRESTRICTED	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NASSAU PRESBYTERIAN CHURCH 61 NASSAU ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	3,000
NATIONAL MARINE SANCTUARY FOUNDATION 8601 GEORGIA AVE STE 510 SILVER SPRING, MD 20910	N/A PC	PEARL HARBOR'S LAST SUBMARINES THE REDISCOVERY AND ARCHAEOLOGY OF JAPAN'S TOP-SECRET SUBMARINES OF WWII PROGRAM	7,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	ANNUAL FUND	10,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	DOAR FUND	50,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	CAFETERIA PROJECT	5,000
NORTHSHORE UNIVERSITY HEALTHSYSTEM 1033 UNIVERSITY PL STE 450 EVANSTON, IL 60201	N/A PC	GENERAL & UNRESTRICTED	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 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	MEN'S ICE HOCKEY ENDOWMENT / DAVID A. NALEN '81 MEMORIAL SCHOLARSHIP FUND	23,000
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	TURF FIELD PROJECT	1,000
PRINCETON HEALTHCARE SYSTEM FOUNDATION INC 3626 US RTE 1 PRINCETON, NJ 08540	N/A PC	CANCER CARE PROGRAM	5,000
RALSTON ENGINE COMPANY NO 1 PO BOX 356 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	10,000.
REHABILITATION INSTITUTE CORPORATION 345 E SUPERIOR ST CHICAGO, IL 60611	N/A PC	GENERAL & UNRESTRICTED	1,000
RIMSEY HALL SCHOOL INCORPORATED 201 ROMFORD RD WASHINGTON DT, CT 06794	N/A PC	PROGRAM ENDOWMENT	24,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPECIAL OPS SURVIVORS PMB 4049 3111 CAMINO DEL RIO N 400 SAN DIEGO, CA 92108	N/A PC	GENERAL & UNRESTRICTED	5,000
ST GEORGES SCHOOL 372 PURGATORY RD MIDDLETOWN, RI 02842	N/A PC	UPGRADES TO THE MATTHEWS DIGITAL MEDIA LAB	20,000
ST JOSEPH'S CHURCH 6 NEW ST MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	1,000.
STAR FOUNDATION FOR COASTAL GEORGIA INC 1907 GLOUCESTER ST BRUNSWICK, GA 31520	N/A PC	GENERAL & UNRESTRICTED	5,000.
STEEP ROCK ASSOCIATION INC PO BOX 279 WASHINGTON DEPOT, CT 06794	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 EDWARD E & MARIE L MATTHEWS FOUNDATION

02-0656117

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
THE INTERNATIONAL GROUP FOR HISTORIC AIRCRAFT RECO 2366 HICKORY HILL RD OXFORD, PA 19363	N/A PC		GENERAL & UNRESTRICTED	21,000.
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON, NJ 08540	N/A PC		GENERAL & UNRESTRICTED	1,000
TRINITY UNIVERSITY ONE TRINITY PL BUSINESS OFC SAN ANTONIO, TX 78212	N/A PC		GENERAL & UNRESTRICTED	3,500
TRUSTEES OF PRINCETON UNIVERSITY PO BOX 291 PRINCETON, NJ 08544	N/A PC		PLEDGE TO LEWIS ARTS CENTER	250,000.
TRUSTEES OF PRINCETON UNIVERSITY 330 ALEXANDER ST PRINCETON, NJ 08540	N/A PC		ASPIRE CAMPAIGN	195,000.
UC BERKELEY MANAGEMENT COMPANY 2080 ADDISON ST STE 4200 BERKELEY, CA 94720	N/A SO I		MLM SCHOLARSHIP FUND	70,000

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FORM 990BPF, 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
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 MS-71 HOUSTON, TX 77005	N/A PC	DR & MRS DAVID M MUMFORD AWARD SCHOLARSHIP	1,000
WOMENSAFE INC PO BOX 67 MIDDLEBURY, VT 05753	N/A PC	GENERAL & UNRESTRICTED	250.
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIAT PO BOX 6801 KETCHUM, ID 83340	N/A PC	GENERAL & UNRESTRICTED	2,500
TOTAL CONTRIBUTIONS PAID			<u>1,035,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 10

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
K-1 INC/LOSS	525990	-88,411.	14	114,018.	
SECTION 751 GAIN ON SALE OF PARTNERSHIP RECLASS	525990	127,368.			
TOTALS		<u>38,957.</u>		<u>114,018.</u>	