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Form 990-PF

## Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury  
Internal Revenue Service

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

2015

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

KATHARINE MATTHIES FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address)

Room/suite

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 17,851,706. J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities . . . . .	437,030.	425,376.		STMT 1
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10	509,992.			
b	Gross sales price for all assets on line 6a . . . . .	3,686,266.			
7	Capital gain net income (from Part IV, line 2) . . . . .		509,992.		
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) . . . . .	4,186.	73.		STMT 2
12	Total. Add lines 1 through 11 . . . . .	951,208.	935,441.		
13	Compensation of officers, directors, trustees, etc. . . . .	97,759.	58,655.		39,104.
14	Other employee salaries and wages . . . . .		NONE	NONE	
15	Pension plans, employee benefits . . . . .		NONE	NONE	
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	47,900.			19,160.
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions) . . . . .	28,619.	10,219.		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .		NONE	NONE	
22	Printing and publications . . . . .		NONE	NONE	
23	Other expenses (attach schedule) . . . . .	9,076.	13,359.		
24	Total operating and administrative expenses.	183,354.	82,233.	NONE	58,264.
	Add lines 13 through 23. . . . .	899,100.			899,100.
25	Contributions, gifts, grants paid . . . . .	1,082,454.	82,233.	NONE	957,364.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements . . . . .	-131,246.			
b	Net investment income (if negative, enter -0-) . . . . .		853,208.		
c	Adjusted net income (if negative, enter -0-) . . . . .				

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Operating and Administrative Expenses

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		313,608.	435,802.	435,802.
	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 ►	NONE			
Assets	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) . . . . .	STMT 6.	17,714,161.	17,627,476.	17,415,904.
	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) . . . . .				
	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) . . . . .		18,027,769.	18,063,278.	17,851,706.
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) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .		18,027,769.	18,063,278.	
	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 (see instructions) . . . . .		18,027,769.	18,063,278.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		18,027,769.	18,063,278.	

## 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	18,027,769.
2 Enter amount from Part I, line 27a . . . . .	2	-131,246.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	182,019.
4 Add lines 1, 2, and 3 . . . . .	4	18,078,542.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	15,264.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	18,063,278.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 1,036,042.		897,478.		138,564.	
b 2,650,224.		2,278,796.		371,428.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			
a				138,564.	
b				371,428.	
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	509,992.	
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 . . . . .	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		3		

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

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

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

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

 Yes  No

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

**1 Enter the appropriate amount in each column for each year; see 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))
2014	914,147.	19,370,203.	0.047193
2013	842,037.	18,601,426.	0.045267
2012	568,308.	17,606,878.	0.032278
2011	635,930.	16,964,209.	0.037487
2010	696,448.	15,840,891.	0.043965

2 Total of line 1, column (d) . . . . .	2 0.206190
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 0.041238
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .	4 18,772,956.
5 Multiply line 4 by line 3 . . . . .	5 774,159.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6 8,532.
7 Add lines 5 and 6 . . . . .	7 782,691.
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.	8 957,364.

**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 ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	}	1	8,532.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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	8,532.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . .		4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . .		5	8,532.
6	<b>Credits/Payments:</b>			
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . .	6a	25,452.	
b	Exempt foreign organizations - tax withheld at source . . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . .	6c	NONE	
d	Backup withholding erroneously withheld . . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . . .		7	25,452.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . ► 9			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . ► 10			16,920.
11	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> ► 8,532. <b>Refunded</b> ► 11			8,388.

**Part VII-A Statements Regarding Activities**

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? . . . .	Yes	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . .	X	
	<i>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.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> 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? . . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . .	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 <b>Form 990-T</b> for this year? . . . .		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		
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? . . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . . .		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . .		
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)? <i>If "Yes," complete Part XIV</i> . . . .		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . .		

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

11	Yes	No
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	
16	Yes	No
16 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► <span style="background-color: black; color: black;">[REDACTED]</span>		

**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.		
1a	During the year did the foundation (either directly or indirectly):	
(1)	Yes	X No
(2)	Yes	X No
(3)	Yes	X No
(4)	Yes	X No
(5)	Yes	X No
(6)	Yes	X 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 ► <input type="checkbox"/>	
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? ► <span style="background-color: black; color: black;">[REDACTED]</span>	
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? ► <input type="checkbox"/> Yes X No If "Yes," list the years ► <span style="background-color: black; color: black;">[REDACTED]</span>	
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.) ► <span style="background-color: black; color: black;">[REDACTED]</span>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <span style="background-color: black; color: black;">[REDACTED]</span>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes X 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.) ► <span style="background-color: black; color: black;">[REDACTED]</span>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <span style="background-color: black; color: black;">[REDACTED]</span>	
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? ► <span style="background-color: black; color: black;">[REDACTED]</span>	

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))? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 . . . . . ►		<input type="checkbox"/>			
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? . . . . .		<input type="checkbox"/> Yes	<input type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					X
<i>If "Yes" to 6b, file Form 8870.</i>						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .					

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		97,759.		

## 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		NONE	NONE	NONE

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

NONE

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**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
NONE		NONE

**Total number of others receiving over \$50,000 for professional services . . . . . ►** **NONE**

**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
1NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1NONE	
2	
All other program-related investments. See instructions.	
3NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	



**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	18,597,072.
b Average of monthly cash balances . . . . .	1b	461,767.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	19,058,839.
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	NONE
3 Subtract line 2 from line 1d . . . . .	3	19,058,839.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	285,883.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,772,956.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	938,648.

**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	938,648.
2a Tax on investment income for 2015 from Part VI, line 5 . . . . .	2a	8,532.
b Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	8,532.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	930,116.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	930,116.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	930,116.

**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	957,364.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	957,364.
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	8,532.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	948,832.

**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 . . . . .				930,116.
2 Undistributed income, if any, as of the end of 2015:			581,867.	
a Enter amount for 2014 only. . . . .		NONE		
b Total for prior years: 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010 . . . . .	NONE			
b From 2011 . . . . .	NONE			
c From 2012 . . . . .	NONE			
d From 2013 . . . . .	NONE			
e From 2014 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 957,364.			581,867.	
a Applied to 2014, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			375,497.
d Applied to 2015 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .	NONE			NONE
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		NONE		
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .			NONE	
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 . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .			NONE	
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 . . . . .				554,619.
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) . . . . .		NONE		
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .		NONE		
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .		NONE		
10 Analysis of line 9:				
a Excess from 2011 . . . . .	NONE			
b Excess from 2012 . . . . .	NONE			
c Excess from 2013 . . . . .	NONE			
d Excess from 2014 . . . . .	NONE			
e Excess from 2015 . . . . .	NONE			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)	
2a	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	
		(a) 2015	(b) 2014	(c) 2013
b	85% of line 2a . . . . .			(d) 2012
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)(ii) . . . . .			
	(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).)

N/A

- 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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

- c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Form 990-PF (2015)

**Part XV Supplementary Information (continued)****3 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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENTS	N/A	SEE ATTACH	SEE ATTACHED	899,100.
<b>Total</b>				► 3a 899,100.
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

**Form 990-PF (2015)**

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	437,030.	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			18	509,992.	
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue: a</b>					
b EXCISE TAX REFUND			1	4,186.	
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>				951,208.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>				13	951,208.

**13 Total:** Add line 12, columns (b), (d), and (e) . . . . .  
(See worksheet in line 13 instructions to verify calculations.)

**Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	<b>NOT APPLICABLE</b>

**Form 990-PF (2015)**

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

**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

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**

Frank J. Kiser

104/29/2016

Date

SVP Tax

**Title**

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

BANK OF AMERICA, N.A.

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no.			

**Form 990-PF (2015)**

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,165.	1,165.
FOREIGN DIVIDENDS	60,583.	60,583.
NONDIVIDEND DISTRIBUTIONS	14,394.	
DOMESTIC DIVIDENDS	130,596.	130,596.
OTHER INTEREST	48,598.	48,598.
FOREIGN INTEREST	5,197.	5,197.
U. S. GOVERNMENT INTEREST (FEDERAL TAXABLE	11,919.	11,919.
NON-TAXABLE FOREIGN INCOME	-2,740.	
NONDISTRIBUTIVE FOREIGN DIVIDENDS	12,202.	12,202.
US GOVERNMENT INTEREST REPORTED AS QUALI	3,449.	3,449.
NONQUALIFIED FOREIGN DIVIDENDS	24,328.	24,328.
NONQUALIFIED DOMESTIC DIVIDENDS	127,339.	127,339.
TOTAL	437,030.	425,376.

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND PARTNERSHIP INCOME	4,186.	73.
TOTALS	4,186.	73.



## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	47,900.	19,160.
TOTALS	47,900.	19,160.



## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	9,008.	9,008.
EXCISE TAX ESTIMATES	18,400.	
FOREIGN TAXES ON QUALIFIED FOR	507.	507.
FOREIGN TAXES ON NONQUALIFIED	704.	704.
TOTALS	28,619.	10,219.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINC OTHER ALLOCABLE EXPENSE-INCOME PARTNERSHIP EXPENSES	4,538. 4,538. 4,283.	4,538. 4,538. 4,283.
TOTALS	9,076.	13,359.



## KATHARINE MATTHIES FOUNDATION

## FORM 990PF, PART II - CORPORATE STOCK

06-6261860

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	248,635.	248,635.	399,152.
464287655 ISHARES RUSSELL 2000	245,425.	245,425.	339,887.
921943858 VANGUARD FTSE DEVELO	501,516.		
922042858 VANGUARD FTSE EMERGI	354,958.		
466001864 IVY ASSET STRATEGY F	490,601.		
693390841 PIMCO HIGH YIELD FD	584,626.		
714199106 PERMANENT PORTFOLIO	433,915.		
72200Q182 PIMCO ALL ASSET ALL	1,287,073.		
202671913 AGGREGATE BOND CTF	3,404,756.		
207543877 SMALL CAP GROWTH LEA	323,492.		
29099J109 EMERGING MARKETS STO	848,220.		
302993993 MID CAP VALUE CTF	607,180.		
303995997 SMALL CAP VALUE CTF	335,680.		
323991307 MID CAP GROWTH CTF	651,104.		
45399C107 DIVIDEND INCOME COMM	1,481,201.		
992466163 HIGH QUALITY CORE CO	838,040.		
992466197 INTERNATIONAL FOCUS	1,480,894.		
922908553 VANGUARD REIT ETF	1,063,956.		
880208400 TEMPLETON GLOBAL BD	186,000.		
992501647 STRATEGIC GROWTH COM	1,499,490.		
73935S105 POWERSHARES DB COMMO	847,399.		
233051200 DB X-TRACKERS MSCI E			
464287200 ISHARES CORE S&P 500			
TOTALS	17,714,161.	17,627,476.	17,415,904.

KATHARINE MATTHIES FOUNDATION

06-6261860

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	19,572.
INCOME ADJUSTMENT	10,864.
PARTNERSHIP TRANSACTION ADJUSTMENT	151,579.
ROUNDING	4.
<b>TOTAL</b>	<b>182,019.</b>

STATEMENT 7



KATHARINE MATTHIES FOUNDATION

06-6261860

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
SECURITIES ADJUSTMENT	14,674.
SALES GAIN/LOSS ADJUSTMENT	590.
-----	-----
TOTAL	15,264.
=====	=====

STATEMENT 8

**KATHARINE MATTHIES FOUNDATION  
Schedule D Detail of Short-term Capital Gains and Losses**

06-6261860

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
9328.14 HIGH QUALITY CORE COMMON TRUST FUND	08/08/2014	03/13/2015	125,813.00	125,241.00	572.00
TOTAL OTHER GAINS AND LOSSES			125,813.00	125,241.00	572.00
<b>Totals</b>			125,813.00	125,241.00	572.00

JSA 550071 1000

KATHARINE MATTHIES FOUNDATION  
Schedule D Detail of Long-term Capital Gains and Losses

06-6261860

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>OTHER GAINS AND LOSSES</b>					
47457.748 AGGREGATE BOND CTF	08/31/2012	07/31/2015	800,000.00	819,539.00	-19,539.00
3414.601 MID CAP GROWTH CTF	12/20/2013	06/30/2015	100,000.00	102,269.00	-2,269.00
5858.414 DIVIDEND INCOME COMMON TRUST FUND	09/30/2012	03/13/2015	300,000.00	260,558.00	39,442.00
63356.759 HIGH QUALITY CORE COMMON TRUST FUND	10/12/2012	03/13/2015	854,524.00	721,771.00	132,753.00
22916.508 STRATEGIC GROWTH COMMON TRUST FUND	08/16/2013	03/13/2015	300,000.00	249,418.00	50,582.00
<b>TOTAL OTHER GAINS AND LOSSES</b>			<b>2,354,524.00</b>	<b>2,153,555.00</b>	<b>200,969.00</b>
<b>Totals</b>					
					<b>2,354,524.00</b>
					<b>2,153,555.00</b>
					<b>200,969.00</b>

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-101,348.00
	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	-101,348.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	422,814.00
	-----
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-151,579.00
	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	271,235.00
	=====



KATHARINE MATTHIES FOUNDATION

06-6261860

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 97,759.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

97,759.

=====

STATEMENT 12



KATHARINE MATTHIES FOUNDATION  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

06-6261860

RECIPIENT NAME:

N/A

FORM, INFORMATION AND MATERIALS:

N/A

SUBMISSION DEADLINES:

QUARTERLY

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEYMOUR, ANSONIA, DERBY, OXFORD, BEACON FALLS

STATEMENT 13