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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private FoundationDo not enter social security numbers on this form as it may be made public.
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2015

Open to Public Inspection

For calendar year 2015, tax year beginning

, and ending

Name of foundation MATTHEWS FAMILY FOUNDATION		A Employer identification number 27-7044368
Number and street (or P.O. box number if mail is not delivered to street address) 1600 KENVIEW DRIVE	Room/suite	B Telephone number 770 422-7520
City or town, state or province, country, and ZIP or foreign postal code MARIETTA, GA 30060		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,895,012.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,368,191.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		41,909.	1,057.		STATEMENT 2
4 Dividends and interest from securities		105,830.	98,236.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,489.			STATEMENT 1
b Gross sales price for all assets on line 6a		1,774,158.			
7 Capital gain net income (from Part IV, line 2)			457,229.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		353.	0.		STATEMENT 4
12 Total. Add lines 1 through 11		2,524,772.	556,522.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		15,806.	6,243.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		11,018.	1,018.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		35,320.	11,499.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		62,144.	18,760.		0.
25 Contributions, gifts, grants paid		170,000.			170,000.
26 Total expenses and disbursements. Add lines 24 and 25		232,144.	18,760.		170,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,292,628.			
b Net investment income (if negative, enter -0-)			537,762.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	599,741.	368,589.	368,589.
	3 Accounts receivable ▶ 2,623.			
	Less: allowance for doubtful accounts ▶	621.	2,623.	2,623.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,082,985.	1,437,160.	1,461,232.
	b Investments - corporate stock STMT 9	3,276,663.	5,444,266.	5,598,040.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	378,545.	378,545.	464,528.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,338,555.	7,631,183.	7,895,012.
	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			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,338,555.	7,631,183.	
	30 Total net assets or fund balances	5,338,555.	7,631,183.	
	31 Total liabilities and net assets/fund balances	5,338,555.	7,631,183.	

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	5,338,555.
2 Enter amount from Part I, line 27a	2	2,292,628.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,631,183.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,631,183.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 1,774,158.		1,316,929.	457,229.

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			457,229.

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	457,229.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	64,877.	3,754,594.	.017279
2013	24,584.	1,882,799.	.013057
2012	5,000.	468,714.	.010667
2011	0.	126,737.	.000000
2010			

2 Total of line 1, column (d)	2	.041003
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	.010251
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,761,687.
5 Multiply line 4 by line 3	5	69,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,378.
7 Add lines 5 and 6	7	74,692.
8 Enter qualifying distributions from Part XII, line 4	8	170,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,378.
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	0.
3 Add lines 1 and 2		3	5,378.
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	5,378.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	14,423.	
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	14,423.	
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	9,045.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 9,045. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ _____ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

STMT 11

Form 990-PF (2015)

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 ► THE FOUNDATION Telephone no. ► 770 422-7520 Located at ► 1600 KENVIEW DRIVE, MARIETTA, GA ZIP+4 ► 30060		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

Form 990-PF (2015)

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 off propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT E. MATTHEWS 1036 OLD MOUNTAIN RD. MARIETTA, GA 30064	TRUSTEE 1.00	0.	0.	0.
DIANNE S. MATTHEWS 1036 OLD MOUNTAIN RD. MARIETTA, GA 30064	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

Form 990-PF (2015)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2015)

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	5,640,086.
b	Average of monthly cash balances	1b	775,762.
c	Fair market value of all other assets	1c	448,809.
d	Total (add lines 1a, b, and c)	1d	6,864,657.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,864,657.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,970.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,761,687.
6	Minimum investment return. Enter 5% of line 5	6	338,084.

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	338,084.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,378.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,378.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	332,706.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	332,706.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	332,706.

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	170,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	170,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,378.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,622.

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.

Form 990-PF (2015)

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				332,706.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			166,617.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 170,000.				
a Applied to 2014, but not more than line 2a			166,617.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				3,383.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				329,323.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

foundation, and the ruling is effective for 2015, enter the date of the ruling

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2015.03030	MATTHEWS FAMILY FOUNDATION	MFF	1
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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AFRICAN BIBLE COLLEGE P.O. BOX 103 CLINTON, MS 39060	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
CALVARY CHILDRENS HOME 1430 LOST MOUNTAIN RD POWDER SPRINGS, GA 30127	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	25,000.
CHRIST COMMUNITY CHURCH 3459 ACWORTH DUE WEST RD ACWORTH, GA 30101	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
MIDWAY PRESBYTERIAN CHURCH 4635 DALLAS HWY POWDER SPRINGS, GA 30127	N/A	PUBLIC SUPPORT CHARITY	SUPPORT SCHOLARSHIP FUND	15,000.
REFORMATION HOPE 4101 SANDY PLAINS RD. MARIETTA, GA 30066	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			170,000.
b Approved for future payment				
NONE				
Total				0.

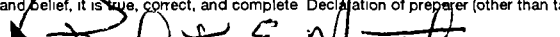
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		14/28/16 Date		TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name DEAN A WARDLAW		Preparer's signature 		Date 04/27/16	Check ☐ if self-employed	PTIN P00448373
	Firm's name ▶ NARWHAL CAPITAL MANAGEMENT, LLC					Firm's EIN ▶ 20-2969572	
	Firm's address ▶ 531 ROSELANE ST., STE 420 MARIETTA, GA 30060					Phone no. 770 344-0172	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

Employer identification number

MATTHEWS FAMILY FOUNDATION**27-7044368**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year .. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

MATTHEWS FAMILY FOUNDATION**27-7044368****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ROBERT E. & DIANNE S. MATTHEWS</u> <u>1036 OLD MOUNTAIN RD</u> <u>MARIETTA, GA 30064</u>	\$ <u>1,765,191.</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
<u>2</u>	<u>ROBERT E. & DIANNE S. MATTHEWS</u> <u>1036 OLD MOUNTAIN RD</u> <u>MARIETTA, GA 30064</u>	\$ <u>603,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization MATTHEWS FAMILY FOUNDATION	Employer identification number 27-7044368
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>16,000 SHARES OF THE MICHAEL'S COMPANIES, INC. (MIK)</u>	\$ <u>419,440.</u>	<u>07/17/15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>500 SHARES OF SKYWORKS SOLUTIONS INC. (SWKS)</u>	\$ <u>51,205.</u>	<u>07/17/15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>500 SHARES OF NORVARTIS AG (NVS)</u>	\$ <u>52,733.</u>	<u>07/17/15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1,5000 SHARES OF ADVANCED AUTO PARTS INC (AAP)</u>	\$ <u>253,448.</u>	<u>07/17/15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>9,000 SHARES OF EBAY INCORPORATED (EBAY)</u>	\$ <u>251,460.</u>	<u>08/13/15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>9,000 SHARES OF PAYPAL HOLDINGS INC (PYPL)</u>	\$ <u>341,685.</u>	<u>08/13/15</u>

Employer identification number

27-7044368

[illegible]

Name of organization MATTHEWS FAMILY FOUNDATION	Employer identification number 27-7044368
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

MATTHEWS FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1500 SH ADVANCE AUTO PARTS (AAP)	D	07/22/14	07/22/15
b 1500 SH EBAY INCORPORATED (EBAY)	D	11/11/14	08/14/15
c 1000 SH EBAY INCORPORATED (EBAY)	D	12/09/14	08/14/15
d 1000 SH FIRSTENERGY CORPORATION (FE)	P	05/16/14	02/17/15
e 1000 SH HCP INCORPORATED REIT (HCP)	P	09/18/14	02/17/15
f 1000 SH HEWLETT PACKARD ENTERPRISE (HPE)	P	07/22/15	12/17/15
g 1000 SH HP INCORPORATED (HPQ)	P	07/22/15	12/17/15
h 400 SH ISHARES TR IBOXX INV CP ETF (LOD)	P	12/05/14	09/11/15
i 2000 SH KINDER MORGAN INCORPORATED DEL (KMI)	P	09/11/15	12/03/15
j 16000 SH MICHAELS COMPANIES (MIK)	D	08/26/14	07/22/15
k 1500 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	11/11/14	08/14/15
l 1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	12/09/14	08/14/15
m 750 SH PRUDENTIAL FINL INCORPORATED (PRU)	P	02/04/15	08/11/15
n 250 SH PRUDENTIAL FINL INCORPORATED (PRU)	P	02/17/15	08/11/15
o 1000 SH SECTOR SPDR TR SBI INT-ENERGY (XLE)	P	03/16/15	08/11/15

(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 252,052.		186,867.	65,185.
b 42,057.		32,980.	9,077.
c 28,038.		22,461.	5,577.
d 37,293.		32,336.	4,957.
e 43,457.		39,945.	3,512.
f 14,224.		16,284.	<2,060.>
g 11,827.		14,528.	<2,701.>
h 46,211.		47,399.	<1,188.>
i 39,340.		60,204.	<20,864.>
j 421,319.		251,741.	169,578.
k 56,772.		48,590.	8,182.
l 37,848.		33,092.	4,756.
m 66,948.		60,748.	6,200.
n 22,316.		20,198.	2,118.
o 68,706.		75,583.	<6,877.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			65,185.
b			9,077.
c			5,577.
d			4,957.
e			3,512.
f			<2,060.>
g			<2,701.>
h			<1,188.>
i			<20,864.>
j			169,578.
k			8,182.
l			4,756.
m			6,200.
n			2,118.
o			<6,877.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

MATTHEWS FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 10000 SOUTH CAROLINA JOBS-ECONOMIC D (83704LCQ)	P	12/11/14	04/01/15
b 1000 SH BLACKROCK CR ALLCTN (BTZ)	P	01/21/14	12/31/15
c 3500 SH EBAY INCORPORATED (EBAY)	D	12/13/13	08/14/15
d 500 SH HCP INCORPORATED REIT (HCP)	P	11/22/13	02/17/15
e 500 SH HCP INCORPORATED REIT (HCP)	P	12/16/13	02/17/15
f 1000 SH KINDER MORGAN INCORPORATED DEL (KMI)	P	05/16/14	06/30/15
g 3500 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	12/13/13	08/14/15
h 500 SH REALTY INCOME CORPORATION REIT (O)	P	11/22/13	02/17/15
i 500 SH REALTY INCOME CORPORATION REIT (O)	P	12/16/13	02/17/15
j 1000 SH EBAY INCORPORATED (EBAY)	D	02/29/08	08/14/15
k 1000 SH EBAY INCORPORATED (EBAY)	D	09/30/08	08/14/15
l 1000 SH EBAY INCORPORATED (EBAY)	D	11/20/08	08/14/15
m 1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	02/29/08	08/14/15
n 1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	09/30/08	08/14/15
o 1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	D	11/20/08	08/14/15

(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 10,000.		10,673.	<673.>
b 12,155.		13,057.	<902.>
c 98,134.		73,203.	24,931.
d 21,728.		19,121.	2,607.
e 21,728.		18,031.	3,697.
f 38,374.		33,575.	4,799.
g 132,468.		107,850.	24,618.
h 26,277.		19,099.	7,178.
i 26,277.		18,854.	7,423.
j 28,038.		10,687.	17,351.
k 28,038.		8,986.	19,052.
l 28,038.		4,792.	23,246.
m 37,848.		15,745.	22,103.
n 37,848.		13,239.	24,609.
o 37,848.		7,061.	30,787.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<673.>
b			<902.>
c			24,931.
d			2,607.
e			3,697.
f			4,799.
g			24,618.
h			7,178.
i			7,423.
j			17,351.
k			19,052.
l			23,246.
m			22,103.
n			24,609.
o			30,787.

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

MATTHEWS FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	01/14/15
b	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	02/13/15
c	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	03/13/15
d	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	04/10/15
e	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	05/14/15
f	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	06/12/15
g	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	07/08/15
h	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	08/07/15
i	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	09/04/15
j	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	10/05/15
k	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	11/04/15
l	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	12/03/15
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	46.		46.
b	49.		49.
c	49.		49.
d	49.		49.
e	46.		46.
f	47.		47.
g	53.		53.
h	45.		45.
i	45.		45.
j	42.		42.
k	46.		46.
l	43.		43.
m	391.		391.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46.
b			49.
c			49.
d			49.
e			46.
f			47.
g			53.
h			45.
i			45.
j			42.
k			46.
l			43.
m			391.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	457,229.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COBB PREGNANCY SERVICES 47 GRAMBLING STREET MARIETTA, GA 30008		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
HUMANE SOCIETY OF COBB COUNTY 148 FAIRGROUND ST., SE MARIETTA, GA 30060		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
MIDWAY CEMETERY ASSOCIATION 4635 DALLAS HWY MARIETTA, GA 30127		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
MIDWAY COVENANT CHRISTIAN SCHOOL 4635 DALLAS HWY MARIETTA, GA 30127		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
ORPHAN AID LIBERIA P.O. BOX 2434 CARTERSVILLE, GA 30120		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
PCA RETIREMENT & BENEFITS, INC. 1700 NORTH BROWN RD., SUITE 106 LAWRENCEVILLE, GA 30043		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
DOMINION CHRISTIAN SCHOOL 4607 BURNT HICKORY RD, NW MARIETTA, GA 30064		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
BLUE SKIES MINISTRIES 1000 WHITLOCK AVE, STE 320 MARIETTA, GA 30064		PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				95,000.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SH ADVANCE AUTO PARTS (AAP)	DONATED	07/22/14	07/22/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
252,052.	253,448.	0.	0.	<1,396.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SH EBAY INCORPORATED (EBAY)	DONATED	11/11/14	08/14/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,057.	41,910.	0.	0.	147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH EBAY INCORPORATED (EBAY)	DONATED	12/09/14	08/14/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,038.	27,940.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH FIRSTENERGY CORPORATION (FE)	PURCHASED	05/16/14	02/17/15		
	37,293.	32,336.	0.	0.	4,957.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH HCP INCORPORATED REIT (HCP)	PURCHASED	09/18/14	02/17/15		
	43,457.	39,945.	0.	0.	3,512.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH HEWLETT PACKARD ENTERPRISE (HPE)	PURCHASED	07/22/15	12/17/15		
	14,224.	16,284.	0.	0.	<2,060.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH HP INCORPORATED (HPQ)	PURCHASED	07/22/15	12/17/15		
	11,827.	14,528.	0.	0.	<2,701.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
400 SH ISHARES TR IBOXB INV CP ETF (LQD)	PURCHASED	12/05/14	09/11/15		
46,211.	47,399.	0.	0.	<1,188.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2000 SH KINDER MORGAN INCORPORATED DEL (KMI)	PURCHASED	09/11/15	12/03/15		
39,340.	60,204.	0.	0.	<20,864.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
16000 SH MICHAELS COMPANIES (MIK)	DONATED	08/26/14	07/22/15		
421,319.	419,440.	0.	0.	1,879.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1500 SH PAYPAL HLDGS INCORPORATED (PYPL)	DONATED	11/11/14	08/14/15		
56,772.	56,948.	0.	0.	<176.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	DONATED	12/09/14	08/14/15		
	37,848.	37,965.	0.	0.	<117.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
750 SH PRUDENTIAL FINL INCORPORATED (PRU)	PURCHASED	02/04/15	08/11/15		
	66,948.	60,748.	0.	0.	6,200.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
250 SH PRUDENTIAL FINL INCORPORATED (PRU)	PURCHASED	02/17/15	08/11/15		
	22,316.	20,198.	0.	0.	2,118.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SH SECTOR SPDR TR SBI INT-ENERGY (XLE)	PURCHASED	03/16/15	08/11/15		
	68,706.	75,583.	0.	0.	<6,877.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10000 SOUTH CAROLINA JOBS-ECONOMIC D (83704LCQ)	10,000.	10,673.	0.	0.	<673.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SH BLACKROCK CR ALLCTN (BTZ)	12,155.	13,057.	0.	0.	<902.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3500 SH EBAY INCORPORATED (EBAY)	98,134.	97,790.	0.	0.	344.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH HCP INCORPORATED REIT (HCP)	21,728.	19,121.	0.	0.	2,607.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH HCP INCORPORATED REIT (HCP)	21,728.	18,031.	0.	0.	3,697.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SH KINDER MORGAN INCORPORATED DEL (KMI)	38,374.	33,575.	0.	0.	4,799.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3500 SH PAYPAL HLDGS INCORPORATED (PYPL)	132,468.	132,878.	0.	0.	<410.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH REALTY INCOME CORPORATION REIT (O)	26,277.	19,099.	0.	0.	7,178.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH REALTY INCOME CORPORATION REIT (O)	26,277.	18,854.	0.	0.	7,423.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SH EBAY INCORPORATED (EBAY)	28,038.	27,940.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SH EBAY INCORPORATED (EBAY)	28,038.	27,940.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SH EBAY INCORPORATED (EBAY)	28,038.	27,940.	0.	0.	98.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	DONATED	02/29/08	08/14/15	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,848.	37,965.	0.	0.	<117.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	DONATED	09/30/08	08/14/15	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,848.	37,965.	0.	0.	<117.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1000 SH PAYPAL HLDGS INCORPORATED (PYPL)	DONATED	11/20/08	08/14/15	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,848.	37,965.	0.	0.	<117.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	VARIOUS	01/14/15	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78463V107 SPDR GOLD TR GOLD SHS	49.	0.	0.	0.	49.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78463V107 SPDR GOLD TR GOLD SHS	49.	0.	0.	0.	49.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78463V107 SPDR GOLD TR GOLD SHS	49.	0.	0.	0.	49.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78463V107 SPDR GOLD TR GOLD SHS	46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	47.	0.	0.	PURCHASED	VARIOUS	06/12/15

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	53.	0.	0.	PURCHASED	VARIOUS	07/08/15

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	45.	0.	0.	PURCHASED	VARIOUS	08/07/15

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	45.	0.	0.	PURCHASED	VARIOUS	09/04/15

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	VARIOUS	10/05/15	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42.	0.	0.	0.	42.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	VARIOUS	11/04/15	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	VARIOUS	12/03/15	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43.	0.	0.	0.	43.

CAPITAL GAINS DIVIDENDS FROM PART IV

391.

TOTAL TO FORM 990-PF, PART I, LINE 6A

8,489.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RAYMOND JAMES	41,904.	1,052.	
SPECTRA ENERGY PARTNERS LP	5.	5.	
TOTAL TO PART I, LINE 3	41,909.	1,057.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EAGLE FAMILY OF FUNDS	209.	65.	144.	79.	
RAYMOND JAMES	106,012.	326.	105,686.	98,157.	
TO PART I, LINE 4	106,221.	391.	105,830.	98,236.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON TAXABLE DISTRIBUTIONS FROM PARTNERSHIPS	353.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	353.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING EXPENSE	15,806.	6,243.		0.	
TO FORM 990-PF, PG 1, LN 16B	15,806.	6,243.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INCOME TAX	10,000.	0.		0.	
FOREIGN TAX	1,018.	1,018.		0.	
TO FORM 990-PF, PG 1, LN 18	11,018.	1,018.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	560.	560.		0.	
AMORTIZATION OF MUNI BONDS	20,913.	0.		0.	
INVESTMENT ADVISORY FEES	13,847.	10,939.		0.	
TO FORM 990-PF, PG 1, LN 23	35,320.	11,499.		0.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ATHENS GA HSG AU 5.25%31 EDUC FAC		X	27,954.	28,281.
ATHENS-CLARKE CNTY GA UNI GOVT WTR		X		
& SEW REV, REV BDS			52,107.	52,196.
ATHENS-CLARKE CNTY GA UNI GOVT WTR		X		
& SEW REV, REV BDS			53,921.	54,058.
ATLANTA GA ARPT REV 5%23 TRAN AIR		X	111,234.	118,182.
ATLANTA GA ARPT REV 5%24 TRAN AIR		X	22,800.	22,807.
COBB CNTY GA DEV AUTH STUDENT HSG		X		
REV, REF BDS, KENNESAW ST UNIV			54,439.	54,416.
FOUN				
COBB CNTY GA DEV AUTH STUDENT HSG		X		
REV, REF BDS, KENNESAW ST UNIV			55,585.	55,732.
FOUN				
COBB CNTY GA DEV AUTH STUDENT HSG		X		
REV, REF BDS, KENNESAW ST UNIV			56,621.	56,984.
FOUN				
DALTON GA DEV AUTH REV		X	64,757.	69,870.
DEKALB CNTY GA WTR & SEW REV		X	50,857.	50,925.
GAINESVILLE & HALL CNTY GA HOSP		X		
AUTH			45,232.	45,245.
GEORGIA ST HSG & FIN AUTH		X	100,004.	99,941.
PRIVATE COLLEGES & UNIVS AUTH GA		X		
REV			55,624.	56,505.
ROME GA RECREATIONAL FACILITIES		X		
AUTH REV, REV BDS, BERRY			52,395.	52,342.
COLLEGE IN				
ROME GA RECREATIONAL FACILITIES		X		
AUTH REV, REV BDS, BERRY			53,542.	53,487.
COLLEGE IN				
S FULTON GA MUN W/S 3%18 UTIL		X	123,977.	124,466.
S FULTON GA MUN W/S 4%20 UTIL		X	107,606.	109,435.
S FULTON GA MUN W/S 5%24 UTIL		X	115,235.	119,434.
SO CAROLINA JOBS EDA STDHSGRV		X		
COSTAL HSG			52,898.	54,602.
TIFT CNTY GA HOSP 5%22 REV KTX		X	22,975.	23,879.
UNION CITY GA 3%19 GO UTX		X	52,493.	52,488.
UNION CITY GA 3%20 GO UTX		X	52,503.	52,585.
UNION CITY GA 3%21 GO UTX		X	52,401.	53,372.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,437,160.	1,461,232.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,437,160.	1,461,232.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EXPRESS CO	77,596.	69,550.
ANHEUSER-BUSCH INBEV F ADR 1 ADR REPS 1 OR	36,305.	37,500.
BHP BILLITON LTD F ADR 1 ADR REPS 2 ORD SH	56,699.	38,640.
BLACKROCK CREDIT ALLO INCOME TRUST	31,606.	30,850.
BLACKROCK MUN TGT	19,049.	21,570.
BLACKROCK MUNIASSET FD	24,360.	28,540.
BLACKSTONE MTG TR REIT	82,489.	80,280.
CATERPILLAR INC	79,758.	67,960.
CISCO SYSTEMS	101,346.	108,620.
CONOCOPHILLIPS	55,896.	46,690.
DIAGEO PLC	140,649.	130,884.
EXELON CORPORATION	67,105.	55,540.
EXXON MOBIL CORP	128,145.	124,720.
FIRSTENERGY COPR	0.	0.
FORD MOTOR COMPANY	27,466.	28,180.
GENERAL ELECTRIC COMPANY	105,404.	124,600.
HCA HOLDINGS INC	23,126.	20,289.
HCP INCORPORATED REIT	0.	0.
IBM CORP	155,376.	137,620.
INTEL CORP	28,656.	34,450.
ISHARES CORE S&P 500 ETF	719,935.	788,750.
ISHARES CORE S&P SMALL CAP ETF	254,135.	297,297.
ISHARES IBOX INVESTMENT GRADE CORP B	234,813.	228,020.
ISHARES INTL SELECT DIVIDEND	151,350.	117,711.
ISHARES RUSSELL 1000	217,683.	318,336.
ISHARES S&P 500 VALUE ETF	133,821.	132,795.
ISHARES US AEROSPACE ETF	548,700.	591,100.
KINDER MORGAN	0.	0.
MARKEL CORP HOLDING COMPANY	68,780.	88,335.
METLIFE INC 4% PFD	67,749.	75,150.
MORGAN STANLEY CAPITAL TRUST III CAP SECS	12,835.	12,740.
NOVARTIS AG F ADR 1 ADR REPS 1 ORD SHS	52,733.	43,020.
NUVEEN MUN VALUE FD INC	117,907.	122,160.
PNC FINL SVC 6.125% PFD	27,356.	28,550.
POWERSHARES QQQ TRUST UNIT SERIES 1	42,760.	55,930.
PRUDENTIAL FINA 6.39%PFD DUE 04/10/18 SUBJ	26,531.	25,510.
REALTY INCOME CORPORATION REIT	0.	0.
SKYWORKS SOLUTIONS	51,205.	38,415.
SPDR DOW JONES INSUST AV ETF TRUST	175,390.	208,788.
SPDR GOLD TRUST	164,198.	121,752.
SPECTRA ENERGY PARTN LP	83,845.	95,400.
TEVA PHARM INDS LTD F ADR 1 ADR REPS 1 ORD	57,052.	65,640.
THE GDL FUND CUM PFD SER B	15,092.	15,078.
UNILEVER PLC ADR	86,217.	94,864.
UNITED TECHNOLOGIES	34,920.	28,821.
VANGUARD FTSE EMERGING MARKETS ETF	138,237.	114,485.
VENTAS INC REIT	160,349.	169,290.

MATTHEWS FAMILY FOUNDATION

27-7044368

VERIZON COMMUNICATIONS	97,866.	92,440.
VULCAN MATERIALS COM	395,220.	379,880.
WAL-MART STORES INC	66,556.	61,300.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,444,266.	5,598,040.

FORM 990-PF	OTHER ASSETS	STATEMENT 10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INS - ING	207,085.	207,085.	265,892.
LIFE INS - JOHN HANCOCK	171,460.	171,460.	198,636.
TO FORM 990-PF, PART II, LINE 15	378,545.	378,545.	464,528.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
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NAME OF CONTRIBUTOR	ADDRESS
ROBERT E. MATTHEWS	1036 OLD MOUNTAIN RD MARIETTA, GA 30064
DIANNE S. MATTHEWS	1036 OLD MOUNTAIN RD MARIETTA, GA 30064

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER
ROBERT E. MATTHEWS
DIANNE S. MATTHEWS