Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE EDWARD E. & MARIE L. MATTHEWS FOUNDATION

A Employer identification number: 02-0656117

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 14,179,178.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	191.	191.		
	4	Dividends and interest from securities	299,316.	299,316.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	198,857.			
	b	Gross sales price for all assets on line 6a 2,733,844.				
	7	Capital gain net income (from Part IV, line 2)		199,069.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	75,138.	85,006.		
	12	**Total.** Add lines 1 through 11	573,502.	583,582.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,000.			20,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [2]	91,942.	91,942.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)[3]	8,146.	1,746.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	126,841.	70,697.		53,775.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	246,929.	164,385.		73,775.
	25	Contributions, gifts, grants paid	760,000.			760,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,006,929.	164,385.		833,775.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-433,427.			
	b	**Net investment income** (if negative, enter -0-)		419,197.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	437,560.	688,638.	688,638.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	7,809,166.	7,375,382.	8,001,814.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	1,632,836.	1,398,115.	5,488,726.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,879,562.	9,462,135.	14,179,178.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,879,562.	9,462,135.	
	30 **Total net assets or fund balances** (see instructions)	9,879,562.	9,462,135.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,879,562.	9,462,135.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,879,562.
2	Enter amount from Part I, line 27a	2	-433,427.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	16,000.
4	Add lines 1, 2, and 3	4	9,462,135.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,462,135.

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)
1 a SEE PART IV SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	199,069.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,098,890.	15,382,449.	0.071438
2014	718,648.	17,089,463.	0.042052
2013	872,954.	15,904,123.	0.054889
2012	830,270.	13,639,333.	0.060873
2011	735,882.	13,262,033.	0.055488

2	**Total** of line 1, column (d)	2	0.284740
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	0.056948
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,471,596.
5	Multiply line 4 by line 3	5	767,180.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,192.
7	Add lines 5 and 6	7	771,372.
8	Enter qualifying distributions from Part XII, line 4	8	833,775.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,192.
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	4,192.
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	4,192.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 16,979.		
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	16,979.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	12,787.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 4,200. **Refunded** ▶	11	8,587.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | Yes: | No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		20,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 9		137,479.

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	12,214,076.
b	Average of monthly cash balances	1b	641,359.
c	Fair market value of all other assets (see instructions)	1c	821,312.
d	**Total** (add lines 1a, b, and c)	1d	13,676,747.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,676,747.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	205,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,471,596.
6	**Minimum investment return.** Enter 5% of line 5	6	673,580.

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	673,580.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,192.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,192.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	669,388.
4	Recoveries of amounts treated as qualifying distributions			4	16,000.
5	Add lines 3 and 4			5	685,388.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	685,388.

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	833,775.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	833,775.
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	4,192.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	829,583.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					685,388.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only					
b Total for prior years 20 14 ,20 13 ,20 12					
3 Excess distributions carryover, if any, to 2016					
a From 2011	86,527.				
b From 2012	159,760.				
c From 2013	97,951.				
d From 2014					
e From 2015	360,402.				
f Total of lines 3a through e		704,640.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 833,775.					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2016 distributable amount					685,388.
e Remaining amount distributed out of corpus		148,387.			
5 Excess distributions carryover applied to 2016 (*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		853,027.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		86,527.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		766,500.			
10 Analysis of line 9					
a Excess from 2012	159,760.				
b Excess from 2013	97,951.				
c Excess from 2014					
d Excess from 2015	360,402.				
e Excess from 2016	148,387.				

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 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets. . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

EDWARD E MATTHEWS

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 10				
Total . . . . . . ▶ **3a**				760,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	191.	
4 Dividends and interest from securities			14	299,316.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	-212.	18	199,069.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 INC/LOSS	525990	-9,882.	14	85,020.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-10,094.		583,596.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 573,502.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Edward E. Matthews | 11/13/17 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/13/2017		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

The Edward E Marie L Matthews Foundation
Taxable Year Ending December 31, 2016

02-0656117

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 2,733,844	$ 2,639,397	$ 94,447
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 32,771
Distributions in Excess of basis						$ 71,851
Total included in Part IV				$ 2,733,844	$ 2,639,397	$ 199,069
Passthrough K-1 Capital Gain/(Loss) - UBI						$ (212)
Part I, Line 6a Total						$ 198,857

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ATLAS ENHANCED FUND LP	58,466.	58,466.
K-1 INC/LOSS BOARDWALK PIPELINE PARTNERS	-10,200.	17.
K-1 INC/LOSS CRESTWOOD EQUITY PARTNERS L	2,410.	-12,071.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	26,163.	4,747.
K-1 INC/LOSS GENESIS ENERGY, L.P	-8,740.	3,065.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	22,904.	98.
K-1 INC/LOSS MPLX LP	2,686.	2,552.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-6,982.	3,860.
K-1 INC/LOSS SPECIAL CREDIT OPPORTUNITIE	29,715.	27,604.
K-1 INC/LOSS SUBURBAN PROPANE PARTNERS L	663.	111.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-41,947.	-3,443.
TOTALS	75,138.	85,006.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	91,942.	91,942.
TOTALS	91,942.	91,942.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2016	6,400.	
FOREIGN TAX PAID	1,746.	1,746.
TOTALS	8,146.	1,746.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	53,750.		53,750.
BANK CHARGES	245.	245.	
K-1 EXP ATLAS ENHANCED FUND LP	57,946.	57,946.	
K-1 EXP BOARDWALK PIPELINE PAR	70.	26.	
K-1 EXP CRESTWOOD EQUITY PARTN	43.	13.	
K-1 EXP GENESIS ENERGY, L.P	1,084.	1,009.	
K-1 EXP MAGELLAN MIDSTREAM PAR	147.		
K-1 EXP PLAINS ALL AMERICAN PI	2,630.	2,404.	
K-1 EXP SPECIAL CREDIT OPPORTU	10,241.	8,980.	
K-1 EXP SUBURBAN PROPANE PARTN	47.		
K-1 EXP WILLIAMS PARTNERS LP	613.	74.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	126,841.	70,697.	53,775.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	84,795.	93,938.
ADOBE SYSTEMS, INC	14,446.	18,840.
ADVANCE AUTO PARTS INC	26,119.	25,875.
ALLERGAN PLC	48,560.	37,382.
ALPHABET INC	72,155.	103,811.
AMDOCS LIMITED	35,203.	45,726.
AMERIPRISE FINANCIAL INC	20,371.	19,636.
AMERISOURCEBERGEN CORP	14,204.	13,449.
ANADARKO PETROLEUM CORP	35,041.	50,903.
ANALOG DEVICES INC	21,749.	39,868.
APACHE CORPORATION	29,000.	44,937.
ARCONIC INC	15,735.	14,406.
AUTODESK, INC	40,674.	65,055.
AVERY DENNISON CORP	16,607.	24,226.
BAXTER INTERNATIONAL INC	36,881.	42,744.
BECTON DICKINSON & CO	15,425.	16,886.
BLACKROCK INC	96,371.	93,613.
BOSTON SCIENTIFIC	14,924.	38,177.
BRITISH AMERICAN TOBACCO PLC	66,598.	69,968.
BROADRIDGE FINANCIAL	27,804.	68,289.
BWX TECHNOLOGIES INC	18,700.	42,082.
CANADIAN PACIFIC RAILWAY LTD	26,301.	26,127.
CASEY'S GENERAL STORES, INC	24,367.	23,657.
CELGENE CORP	61,148.	81,951.
CHUBB LIMITED	60,516.	65,003.
CINEMARK HOLDINGS INC	27,910.	36,826.
CLOROX CO	10,385.	20,403.
COLGATE-PALMOLIVE COMPANY	73,901.	85,137.
COMCAST CORP	14,874.	17,332.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORECIVIC INC	43,710.	35,956.
CRANE CO	71,179.	77,241.
CVS CAREMARK CORP	95,607.	84,907.
DANAHER CORP	60,054.	65,386.
DELPHI AUTOMOTIVE PLC	32,441.	27,950.
DIAGEO PLC ADS	68,224.	63,819.
DISCOVERY COMMUNICATIONS, INC	38,619.	33,609.
DOLLAR GENERAL CORP	56,364.	56,812.
DOUBLELINE INCOME SOLUTIONS FU	1,048,679.	867,843.
DOUBLELINE TOTAL RETURN BOND	591,651.	554,571.
ECOLAB INC	15,492.	15,707.
ENTERGY CORP	22,993.	24,612.
EPAM SYSTEMS INC	24,942.	23,730.
ESTERLINE CORP	33,223.	34,610.
EXPEDITORS INTL WASH INC	20,418.	24,891.
EXXON MOBIL CORP	59,648.	60,745.
FACEBOOK INC	57,664.	83,871.
FASTENAL COMPANY	11,748.	13,154.
FIRST AMERICAN CORP	31,039.	57,143.
FRANKLIN RES INC	42,621.	49,792.
GENUINE PARTS COMPANY	27,913.	48,725.
GLOBUS MEDICAL INC	23,671.	25,604.
HAEMONETICS CP	22,946.	26,130.
HARTFORD FINANCIALSERVICES GRO	25,601.	35,976.
HASBRO INC	26,571.	60,287.
HESS CORP	28,308.	40,426.
HOLOGIC, INC	50,587.	52,236.
HOME DEPOT INC	86,903.	96,001.
HONEYWELL INTL	13,555.	15,871.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HUNTINGTON BANCSHARES INC	36,878.	53,554.
INTEL CORP	50,213.	79,504.
INTERCONTINENTAL EXCHANGE, INC	13,507.	16,926.
INVESCO PLC	123,365.	111,924.
IPG PHOTONICS CORP	11,442.	11,944.
ISHARES TRUST RUSSELL 1000 GRO	15,313.	15,211.
JANUS CAPITAL GROUP INC	19,747.	24,045.
JOHNSON CONTROLS INTERNATIONAL	47,015.	42,385.
LIBERTY BROADBAND CORPORATION	30,298.	43,849.
LIBERTY SIRIUS XM CORP - SER C	44,344.	51,050.
LOCKHEED MARTIN CORP	66,209.	76,982.
LOWES COMPANIES INC	14,509.	15,646.
M&T BANK CORP	19,576.	41,767.
MARKEL CORP	37,087.	37,085.
MARSH AND MCLENNAN COMPANIES I	66,887.	84,488.
MATTELL INC	36,543.	39,700.
MCDONALD'S CORP	69,858.	75,101.
MCKESSON CORP	29,231.	45,646.
MEDTRONIC PLC	93,640.	86,687.
MICROSOFT CORP	69,712.	110,858.
MYLAN NV	18,628.	12,857.
NATL FUEL GAS CO	46,188.	47,578.
NEW YORK COMNTY BANCORP INC	34,094.	41,684.
NEWELL RUBBERMAID INC	51,877.	48,847.
NEXTERA ENERGY, INC	46,638.	80,158.
NIELSEN HOLDINGS N.V	35,241.	40,314.
NISOURCE INC	14,365.	25,793.
NORDSTROM INC	57,360.	45,725.
NORTHERN TRUST CORPORATION	42,343.	51,382.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NOVARTIS AG ADR	46,958.	55,140.
O'REILLY AUTOMOTIVE INC	12,741.	15,591.
OMNICOM GROUP	29,750.	50,215.
ORBIAL ATK, INC	39,866.	45,005.
PAREXEL INTERNATIONAL CORPORAT	17,188.	16,101.
PBF ENERGY INC	22,992.	27,490.
PEPSICO INC	80,501.	87,261.
PIMCO DYNAMIC CREDIT INCOME FU	600,000.	485,280.
PPL CORPORATION	35,537.	34,867.
PRAXAIR INC	64,913.	65,158.
QUINTILES TRANSNATIONAL HOLDIN	60,551.	61,144.
RED HAT, INC	17,072.	15,613.
REGAL ENTERTAINMENT	36,267.	46,968.
ROCKWELL AUTOMATION INC	90,965.	111,283.
ROCKWELL COLLINS INC	43,319.	53,523.
SABRE CORPORATION	26,366.	26,297.
SCHLUMBERGER LTD	54,036.	57,170.
SONOCO PRODUCTS COMPANY	16,233.	27,668.
STARBUCKS CORP COM	13,109.	14,102.
SUN COMMUNITIES INC	27,192.	49,413.
SUNTRUST BKS INC	19,151.	55,673.
SVB FINANCIAL GROUP	25,054.	43,430.
SYNCHRONY FINANCIAL	31,588.	40,586.
SYSCO CORP	32,591.	58,969.
TARGA RESOURCES CORP	89,107.	50,687.
TEXAS INSTRUMENTS INC	77,206.	107,850.
THE COCA-COLA CO	72,141.	70,399.
THE HAIN CELESTIAL GROUP, INC	24,594.	24,628.
THE HERSHEY COMPANY	21,489.	25,547.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THERMO FISHER SCIENTIFIC INC	14,679.	15,944.
TIME WARNER INC	16,533.	22,105.
TJX COMPANIES INC	13,528.	15,327.
UNION PACIFIC	56,860.	64,800.
UNITED NATURAL FOODS, INC	23,219.	26,151.
UNITED TECHNOLOGIES CORP	71,769.	88,902.
V F CORP	41,709.	55,804.
VANGUARD FTSE DEVELOPED MARKET	64,962.	65,041.
VANGUARD TOTAL STOCK MARKET ET	21,029.	23,756.
VARIAN MEDICAL SYSTEMS INC	21,573.	24,510.
VISA INC	79,488.	75,523.
WALT DISNEY HOLDINGS CO	16,750.	18,030.
WELLTOWER INC	25,578.	34,067.
WESTERN UNION CO	42,287.	52,671.
WILLIS TOWERS WATSON PUBLIC LT	55,973.	54,659.
WOODWARD INC	23,055.	29,001.
XCEL ENERGY INC	12,702.	25,031.
ZIMMER BIOMET HOLDINGS	19,968.	44,892.
TOTALS	7,375,382.	8,001,814.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATLAS ENHANCED FUND LP	540,799.	533,334.
BOARDWALK PIPELINE PARTNERS LP	144,102.	173,600.
CRESTWOOD EQUITY PARTNERS LP	97,122.	49,082.
ENERGY TRANSFER EQUITY LP		772,400.
GENESIS ENERGY, L.P	39,665.	576,320.
LOEB OFFSHORE FUND LTD SER ONE		4,775.
MAGELLAN MIDSTREAM PARTNERS LP	75,024.	1,058,820.
MPLX LP		943,395.
PLAINS ALL AMERICAN PIPELINE L	46,769.	645,800.
SPECIAL CREDIT OPPORTUNITIES L	281,522.	283,203.
SUBURBAN PROPANE PARTNERS LP	32,932.	52,485.
WILLIAMS PARTNERS LP	140,180.	395,512.
TOTALS	1,398,115.	5,488,726.

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
RETURNED GRANTS		16,000.
	TOTAL	16,000.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
2,733,844.		2,639,397.					94,447.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							32,771.	
		DISTRIBUTIONS IN EXCESS OF BASIS						
							71,851.	
TOTAL GAIN(LOSS)							199,069.	

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

ATTACHMENT 8

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

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

ATTACHMENT 9

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
LEVINE/WESTERMAN 2000 AVENUE OF THE STARS, 7TH FL LOS ANGELES, CA 90067-4700	INVESTMENT MGMT	83,729.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMIN SERVICES	53,750.
TOTAL COMPENSATION		137,479.

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADIRONDACK FOUNDATION PO BOX 288 LAKE PLACID, NY 12946	N/A PC	KEENE VALLEY NEIGHBORHOOD HOUSE FUND	500
ADIRONDACK TRAIL IMPROVEMENT PO BOX 565 KEENE VALLEY, NY 12943	N/A PC	GENERAL & UNRESTRICTED	1,000.
AERONAUTICAL EDUCATIONAL FOUNDATION 7432 C E DIXON ST STOCKTON, CA 95206	N/A PC	PV-2D HARPOON RESTORATION PROJECT	5,000.
AMERICAN CAMPING ASSOCIATION INC 5000 ST RD 67 N MARTINSVILLE, IN 46151	N/A PC	TO PURCHASE EQUIPMENT FOR JMG	1,500
AMERICAN CAMPING FOUNDATION INC 5000 STATE RD 67 N MARTINSVILLE, IN 46151	N/A SO I	WYONEGONIC CAMPERSHIP ENDOWMENT FUND	2,000
AUSABLE CLUB PRESERVATION FOUNDATION 137 AUSABLE RD ST HUBERTS, NY 12943	N/A PC	GENERAL & UNRESTRICTED	3,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA ALUMNI ASSOCIATION UNIVERSITY OF CALIFORNIA BERKELEY, CA 94720	N/A PC	GENERAL & UNRESTRICTED	30,000.
CAMP DUDLEY INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	GENERAL & UNRESTRICTED	2,500
CAMP DUDLEY INC 126 DUDLEY RD WESTPORT, NY 12993	N/A PC	FINAL PLEDGE PAYMENT - MIDDLBURY PAVILION	1,000
CHURCH OF THE HOLY COMFORTER 222 KENILWORTH AVE KENILWORTH, IL 60043	N/A PC	GENERAL & UNRESTRICTED	1,500
D & R GREENWAY LAND TRUST INC 1 PRESERVATION PL PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	500
FOOD ALLERGY RESEARCH & EDUCATION INC 41 E 62ND ST, 4TH FL NEW YORK, NY 10021	N/A PC	ADVOCACY AND RESEARCH PROGRAM	15,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR MORRISTOWN MEDICAL CENTER 475 S ST MORRISTOWN, NJ 07960	N/A PC	PEDIATRIC ER PROGRAM	10,000
FRANKLIN ACADEMY INCORPORATED 106 RIVER RD EAST HADDAM, CT 06423	N/A PC	GENERAL & UNRESTRICTED	12,000.
GILL ST BERNARDS SCHOOL PO BOX 604 GLADSTONE, NJ 07934	N/A PC	GENERAL & UNRESTRICTED	50,000
GILL ST BERNARDS SCHOOL PO BOX 604 GLADSTONE, NJ 07934	N/A PC	CAPITAL CAMPAIGN FUND	1,000.
GILL ST BERNARDS SCHOOL PO BOX 604 GLADSTONE, NJ 07934	N/A PC	CAPITAL CAMPAIGN FUND	1,000
GILL ST BERNARDS SCHOOL PO BOX 604 GLADSTONE, NJ 07934	N/A PC	THEATRE CAMPAIGN FUND	200,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HADLEY INSTITUTE FOR THE BLIND AND VISUALLY IMPAIR 700 ELM ST WINNETKA, IL 60093	N/A PC	GENERAL & UNRESTRICTED	2,500.
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	CLASS OF '57 60TH REUNION	100,000
HEROES FOR HEROES 8750 N CENTRAL EXPY DALLAS, TX 75231	N/A PC	MEDICAL FELLOWSHIP FUND	5,000.
HEXAGON PLAYERS PO BOX 5 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	5,000
HOSPITAL FOR SPECIAL SURGERY FUND INC 535 E 70TH ST NEW YORK, NY 10021	N/A PC	GENERAL & UNRESTRICTED	5,000
LAKE WARAMAUG TASK FORCE INC 19 SACKETT HILL RD WARREN, CT 06754	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MCCARTER THEATRE COMPANY 91 UNIVERSITY PL PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	1,000
MENDHAM TOWNSHIP FIRST AID SQUAD INC PO BOX 122 BROOKSIDE, NJ 07926	N/A GOV	GENERAL & UNRESTRICTED	5,000
MENDHAM TOWNSHIP POLICE DEPARTMENT 3 CHERRY LN BROOKSIDE, NJ 07926	N/A GOV	GENERAL & UNRESTRICTED	5,000.
MOTHERS2MOTHERS INTERNATIONAL INC 7441 W SUNSET BLVD STE 205 LOS ANGELES, CA 90046	N/A PC	GENERAL & UNRESTRICTED	1,000
NASSAU COOPERATIVE NURSERY SCHOOL 33 MERCER ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	500.
NASSAU PRESBYTERIAN CHURCH 61 NASSAU ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	1,500

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL LAW ENFORCEMENT OFFICERS MEMORIAL FUND IN 901 E ST NW STE 100 WASHINGTON, DC 20004	N/A PC	"WITNESS TO HISTORY· AIR FLORIDA RESCUE" AND "EAGLE ONE" PROGRAM	15,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	ANNUAL FUND	10,000.
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	CAPITAL CAMPAIGN FUND	25,000.
NORTHSHORE UNIVERSITY HEALTHSYSTEM 1033 UNIVERSITY PL, STE 450 EVANSTON, IL 60201	N/A PC	OB/GYN TEACH PROGRAM	15,000.
PACIFIC BATTLESHIP CENTER 250 S HARBOR BLVD BERTH 87 SAN PEDRO, CA 90731	N/A PC	HUP-2 'RETRIEVER' PROJECT	10,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY, VT 05753	N/A PC	FULFILMENT OF DAVID A. NOLEN SCHOLARSHIP FUND	23,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	FINAL PLEDGE PAYMENT - TURF FIELD PROJECT	9,000.
PRINCETON DAY SCHOOL INC PO BOX 75 PRINCETON, NJ 08542	N/A PC	PDS CAPITAL CAMPAIGN	50,000.
PRINCETON HEALTHCARE SYSTEM FOUNDATION INC 3626 US RTE 1 PRINCETON, NJ 08540	N/A PC	CENTER FOR CANCER CARE	5,000
RALSTON ENGINE COMPANY NO 1 PO BOX 356 MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	10,000
REHABILITATION INSTITUTE OF CHICAGO 355 E ERIE ST STE 10-2145 CHICAGO, IL 60611	N/A PC	GENERAL & UNRESTRICTED	7,000
RUMSEY HALL SCHOOL INCORPORATED 201 ROMFORD RD WASHINGTON DT, CT 06794	N/A PC	GENERAL & UNRESTRICTED	20,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOLIDARITY BRIDGE INC 1703 DARROW AVE 1 EVANSTON, IL 60201	N/A PC	GENERAL & UNRESTRICTED	5,000
SPECIAL OPERATIONS WARRIOR FOUNDATION P O BOX 89367 TAMPA, FL 33689	N/A PC	GENERAL & UNRESTRICTED	5,000
ST GEORGES SCHOOL PO BOX 1910 NEWPORT, RI 02840	N/A PC	OET SCIENCE COMMUNICATON FELLOWSHIP FUND	25,000
ST JOSEPH'S CHURCH 6 NEW ST MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	1,000
STAR FOUNDATION OF COASTAL GEORGIA INC 1907 GLOUCESTER ST BRUNSWICK, GA 31520	N/A PC	GENERAL & UNRESTRICTED	5,000
STEEP ROCK ASSOCIATION INC PO BOX 279 WASHINGTON DEPOT, CT 06794	N/A PC	GENERAL & UNRESTRICTED	2,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FIRST PRESBYTERIAN CHURCH OF MENDHAM 14 HILLTOP RD MENDHAM, NJ 07945	N/A PC	GENERAL & UNRESTRICTED	1,000
TRINITY COUNSELING SERVICE 22 STOCKTON ST PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	1,000
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW 622 W 113TH ST MC4524 NEW YORK, NY 10025	N/A PC	COLUMBIA BUSINESS SCHOOL	8,000.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW 622 W 113TH ST MC4524 NEW YORK, NY 10025	N/A PC	GRADUATE SCHOOL OF BUSINESS PROGRAM	2,500
WEST COAST SPORTS MEDICINE FOUNDATION 1200 ROSECRANS AVE STE 206 MANHATTAN BCH, CA 90266	N/A PC	SUMMER MENTORING PROGRAM	30,000.
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN ST MSC 71 HOUSTON, TX 77005	N/A PC	DR & MRS. DAVID M. MUMFORD ENDOWMENT FUND	2,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN ASSOCIAT 1177 W STATE ST BOISE, ID 83702	N/A PC	GENERAL & UNRESTRICTED	2,500.
		TOTAL CONTRIBUTIONS PAID	760,000.