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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION		A Employer identification number 23-7441901
	Number and street (or P.O. box number if mail is not delivered to street address) 118 NORTH BEDFORD ROAD	Room/suite STE203	B Telephone number (see page 10 of the instructions) 914-242-0465
	City or town, state, and ZIP code MOUNT KISCO NY 10549		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 178,457,036	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	482,057	482,057		
4 Dividends and interest from securities	3,206,827	3,206,827		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,785,421			
b Gross sales price for all assets on line 6a 6,085,852				
7 Capital gain net income (from Part IV, line 2)		2,873,913		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 1	7,561,316	7,561,316		
12 Total. Add lines 1 through 11	14,035,621	14,124,113	0	
13 Compensation of officers, directors, trustees, etc	379,375			379,375
14 Other employee salaries and wages	109,718			109,718
15 Pension plans, employee benefits	19,994			19,994
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Stmt 2	52,200	45,000		7,200
c Other professional fees (attach schedule) Stmt 3	367,468	346,647		20,821
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	1,086,735	972,967		
19 Depreciation (attach schedule) and depletion	894,531	1,076,391		
20 Occupancy	45,921			45,921
21 Travel, conferences, and meetings	9,927			9,927
22 Printing and publications				
23 Other expenses (att sch) Stmt 5	397,556	306,317		91,137
24 Total operating and administrative expenses. Add lines 13 through 23	3,363,425	2,747,322		684,093
25 Contributions, gifts, grants paid	12,499,115			12,499,115
26 Total expenses and disbursements. Add lines 24 and 25	15,862,540	2,747,322	0	13,183,208
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,826,919			
b Net investment income (if negative, enter -0-)		11,376,791		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

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Form 990-PF (2009) **THE G. HAROLD & LEILA Y. MATHERS****23-7441901**Page **2****Part II Balance Sheets**

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	49,030	59,902	59,902
	2	Savings and temporary cash investments	11,673,323	3,794,274	3,794,274
	3	Accounts receivable ▶ 648,661			
		Less allowance for doubtful accounts ▶	273,100	648,661	648,661
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (att 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) Stmt 6	7,359,261	6,491,045	6,552,438
	b	Investments—corporate stock (attach schedule) See Stmt 7	34,837,260	40,998,180	112,026,418
	c	Investments—corporate bonds (attach schedule) See Stmt 8	6,429,149	8,112,055	8,450,636
Liabilities	11	Investments—land, buildings, and equipment basis ▶ 4,832,224			
		Less accumulated depreciation (attach sch) ▶ Stmt 9 408,737	1,858,230	4,423,487	4,423,487
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 10	3,314,218	42,301,335	42,151,397
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 11)	454,872	349,823	349,823
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	66,248,443	107,178,762	178,457,036
	17	Accounts payable and accrued expenses			
	18	Grants payable	24,092,410	25,119,036	
Net Assets or Fund Balances	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 ▶ See Statement 12)			
	23	Total liabilities (add lines 17 through 22)	24,092,410	25,119,036	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	42,156,033	82,059,726	
	30	Total net assets or fund balances (see page 17 of the instructions)	42,156,033	82,059,726	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	66,248,443	107,178,762	

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	42,156,033
2	Enter amount from Part I, line 27a	2	-1,826,919
3	Other increases not included in line 2 (itemize) ▶ See Statement 13	3	42,757,238
4	Add lines 1, 2, and 3	4	83,086,352
5	Decreases not included in line 2 (itemize) ▶ See Statement 14	5	1,026,626
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	82,059,726

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
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)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 </div>		3
				2,873,913
				-51,587

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	12,911,683	171,749,166	0.075178
2007	11,399,709	190,795,081	0.059748
2006	11,323,823	176,760,427	0.064063
2005	10,704,914	170,382,080	0.062829
2004	10,658,237	151,517,917	0.070343
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
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 on page 18.			
			0.332161
			0.066432
			159,857,073
			10,619,625
			113,768
			10,733,393
			13,183,208

Form 990-PF (2009) **THE G. HAROLD & LEILA Y. MATHERS****23-7441901**Page **4****Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	113,768
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	113,768
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	113,768
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	145,838
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	145,838
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	32,070
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 32,070 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY, TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► mathersfoundation.org	13	X	
14	The books are in care of ► DONALD HANDELMAN 4 INTERNATIONAL DRIVE Located at ► RYE BROOK, NY	Telephone no ► 914-939-4060 ZIP+4 ► 10573		
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 <input type="checkbox"/>		

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2009?		N/A
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the 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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)		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 2009?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐ **5b**

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

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
BEVERLY CHEIKEN MATHERS FOUNDATION	MOUNT KISCO NY 10549	ADMINISTRATI 35.00	109,718	0

Total number of other employees paid over \$50,000 0

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MEYER HANDELMAN COMPANY P.O. BOX 817	PURCHASE NY 10577-0817	INVESTMENT ADVI 346,647

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 (see page 24 of the instructions)

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 page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	116,199,249
b	Average of monthly cash balances	1b	133,225
c	Fair market value of all other assets (see page 24 of the instructions)	1c	45,958,971
d	Total (add lines 1a, b, and c)	1d	162,291,445
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	162,291,445
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,434,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	159,857,073
6	Minimum investment return. Enter 5% of line 5	6	7,992,854

Part XI Distributable Amount (see page 25 of the 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	7,992,854
2a	Tax on investment income for 2009 from Part VI, line 5	2a	113,768
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	113,768
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,879,086
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,879,086
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,879,086

Part XII Qualifying Distributions (see page 25 of the 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	13,183,208
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	13,183,208
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 page 26 of the instructions)	5	113,768
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,069,440

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				7,879,086
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	3,231,073			
b From 2005	2,389,257			
c From 2006	2,712,568			
d From 2007	2,104,859			
e From 2008	4,700,213			
f Total of lines 3a through e	15,137,970			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 13,183,208				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				7,879,086
e Remaining amount distributed out of corpus	5,304,122			
5 Excess distributions carryover applied to 2009 (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	20,442,092			
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	3,231,073			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	17,211,019			
10 Analysis of line 9:				
a Excess from 2005	2,389,257			
b Excess from 2006	2,712,568			
c Excess from 2007	2,104,859			
d Excess from 2008	4,700,213			
e Excess from 2009	5,304,122			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
MR. JAMES H. HANDELMAN, EXECUTIVE D 914-242-0465
118 NORTH BEDFORD ROAD MOUNT KISCO NY 1049-2555

b The form in which applications should be submitted and information and materials they should include
See Statement 16

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See Statement 17

Part XV. Supplementary Information (continued)

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

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a	Paid during the year SEE STATEMENT 18 . .				12,499,115
Total					▶ 3a 12,499,115
b	Approved for future payment SEE STATEMENT 19 . .				25,119,036
Total					▶ 3b 25,119,036

Part XVI:A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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	482,057	
4	Dividends and interest from securities			14	3,206,827	
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			15	7,561,316	
8	Gain or (loss) from sales of assets other than inventory			18	2,785,421	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		14,035,621	0
13	Total. Add line 12, columns (b), (d), and (e)				13	14,035,621

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

		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		

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Donald S. Handelman | 6/29/10 PRESIDENT

Signature of officer or trustee Date Title

Form **990-PF** (2009)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION	Employer Identification Number 23-7441901
---	---

(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) 122.24 AC LABOR 7 LEAGUE 27 HOOD CSL	P	01/01/19	01/16/09
(2) 2 AC SECTION 1231 JV MASSEY SURBEY	P	01/01/19	09/01/09
(3) \$500,000 US TREASURY NOTES 3.25%	P	01/15/04	01/15/09
(4) 3000 SH AT&T CLASS ACTION SUIT	P	09/26/00	02/13/09
(5) \$300,000 GTE CORP 7.51%	P	04/03/97	04/01/09
(6) \$500,000 US TREASURY 3.125%	P	04/15/04	04/15/09
(7) \$400,000 FNMA 4%	P	05/15/08	05/15/09
(8) \$300,000 CHASE MANHATTAN CORP 4.125%	P	06/09/97	06/15/09
(9) \$300,000 FNMA 6.375%	P	06/03/99	06/15/09
(10) 24000 SH MOTOROLA INC	P	11/01/84	07/30/09
(11) 12000 SH MOTOROLA INC	P	11/01/84	07/30/09
(12) 12000 SH MOTOROLA INC	P	04/18/85	07/30/09
(13) 24000 SH MOTOROLA INC	P	11/26/84	07/31/09
(14) 24000 SH MOTOROLA INC	P	03/26/85	07/31/09
(15) 47000 SH WYETH	P	01/03/83	10/16/09

(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)
(1) 67,232	9,015	36,026	40,221
(2) 400		156	244
(3) 500,000		499,830	170
(4) 672			672
(5) 300,000		299,898	102
(6) 500,000		497,880	2,120
(7) 400,000		400,000	
(8) 300,000		298,440	1,560
(9) 300,000		299,511	489
(10) 161,276		62,784	98,492
(11) 80,158		31,392	48,766
(12) 80,158		30,466	49,692
(13) 161,276		59,911	101,365
(14) 161,276		59,034	102,242
(15) 2,361,857		172,211	2,189,646

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			40,221
(2)			244
(3)			170
(4)			672
(5)			102
(6)			2,120
(7)			
(8)			1,560
(9)			489
(10)			98,492
(11)			48,766
(12)			49,692
(13)			101,365
(14)			102,242
(15)			2,189,646

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		
Name THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION		Employer Identification Number 23-7441901

(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) 2400 SH WYETH	P	08/26/81	10/16/09
(2) 1600 SH WYETH	P	11/17/77	10/16/09
(3) 4000 SH WYETH	P	09/09/77	10/16/09
(4) 500 SH ISHARES MSCI JAPAN INDEX FUND	P	12/22/08	02/12/09
(5) 60 SH BRITISH AMERICAN TOBACCO PLC A	P	06/20/08	03/16/09
(6) 268 SH NOKIA SPONS ADR	P	05/19/08	03/16/09
(7) 1000 SH ISHARES MSCI JAPAN INDEX FUN	P	12/22/08	05/12/09
(8) 389 SH NATIONAL AUSTRALIA BK LTD ADR	P	05/12/09	05/26/09
(9) 66 SH BG GROUP PLC	P	12/11/08	06/12/09
(10) 51 SH ENI SPA SPONS ADR	P	06/20/08	06/12/09
(11) 570 SH E ON AG F/K/A VEGA AG	P	Various	06/12/09
(12) 383 SH NATIONAL AUSTRALIA BK LTD	P	05/12/09	06/12/09
(13) 238 SH YARA INTL ASA SPD ADR	P	03/16/09	06/17/09
(14) 60 SH BG GROUP PLC	P	12/11/08	08/17/09
(15) 39 SH WESTPAC BKG CORP	P	06/12/09	08/17/09

(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)
(1) 120,605		8,993	111,612
(2) 80,404		5,779	74,625
(3) 201,009		13,977	187,032
(4) 4,035		4,573	-538
(5) 2,900		4,115	-1,215
(6) 3,133		8,023	-4,890
(7) 9,160		9,146	14
(8) 6,674		6,458	216
(9) 6,150		4,860	1,290
(10) 2,573		3,790	-1,217
(11) 20,217		30,515	-10,298
(12) 6,783		6,358	425
(13) 7,082		5,252	1,830
(14) 4,902		4,418	484
(15) 3,809		3,157	652

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			111,612
(2)			74,625
(3)			187,032
(4)			-538
(5)			-1,215
(6)			-4,890
(7)			14
(8)			216
(9)			1,290
(10)			-1,217
(11)			-10,298
(12)			425
(13)			1,830
(14)			484
(15)			652

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION	Employer Identification Number 23-7441901
---	---

(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) 850 SH REXAM PLC	P		08/26/09
(2) 239 SH ENI S P A SPONS ADR	P	02/12/09	12/15/09
(3) 271 SH GDF SUEZ SPONS ADR	P	12/22/08	12/15/09
(4) 522 SH NIPPON TELEGRAPH	P	02/12/09	12/15/09
(5) 56 SH TELEFONICA SA F/K/A TELEFONIA	P	08/20/09	12/15/09
(6) 199 SH HONDA MOTOR LTD	P	02/14/07	02/12/09
(7) 1525 SH KOBE STL LTD SPD ADR	P	Various	02/12/09
(8) 1624 SH TOMKINS PLC SPONS ADR	P	Various	02/12/09
(9) 954 SH NOMURA HOLDINGS INC ADR	P	03/27/07	02/26/09
(10) 245 SH ORIX CORP SPONS ADR	P	Various	02/26/09
(11) 146 SH ROCHE HLDG LTD ADR	P	Various	03/16/09
(12) 356 SH TAIWAN SEMICONDUCTOR SP ADR	P	01/23/07	03/16/09
(13) 231 SH WOLTERS KLUWER N V SPONS ADR	P	03/27/07	03/16/09
(14) .3869 SH BANCO BILBAO VIZCAYA ARGENT	P	04/12/07	04/30/09
(15) 48 SH KYOCERA CORP ADR	P	Various	05/12/09

(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)
(1) 2,025			2,025
(2) 11,887		10,210	1,677
(3) 11,372		12,181	-809
(4) 10,646		11,599	-953
(5) 4,739		4,105	634
(6) 4,774		8,123	-3,349
(7) 10,103		25,131	-15,028
(8) 11,276		31,954	-20,678
(9) 3,958		20,463	-16,505
(10) 2,681		31,993	-29,312
(11) 4,558		7,009	-2,451
(12) 3,122		3,996	-874
(13) 3,665		6,981	-3,316
(14) 4		4	
(15) 3,828		4,692	-864

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			2,025
(2)			1,677
(3)			-809
(4)			-953
(5)			634
(6)			-3,349
(7)			-15,028
(8)			-20,678
(9)			-16,505
(10)			-29,312
(11)			-2,451
(12)			-874
(13)			-3,316
(14)			
(15)			-864

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

**THE G. HAROLD & LEILA Y. MATHERS
CHARITABLE FOUNDATION**

Employer Identification Number

23-7441901

(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) 47 SH RICOH LTD ADR	P	04/12/07	05/12/09
(2) 354 SH TAIWAN SEMICONDUCTOR SP ADR	P	01/23/07	05/12/09
(3) 93 SH TEVA PHARMACEUTICAL INDS LTF	P	02/27/07	05/12/09
(4) 169 SH ABB LTD	P	Various	06/12/09
(5) 131 SH BP PLC	P	04/12/07	06/12/09
(6) 49 SH BAYER AG	P	01/07/08	06/12/09
(7) 126 SH ENI SPA SPONS	P	02/14/07	06/12/09
(8) 263 SH INFOSYS TECHNOLOGIES SP ADR	P	11/16/07	06/12/09
(9) 40 SH RICOH LTD	P	Various	06/12/09
(10) 77 SH TEVA PHARMACEUTICAL	P	Various	06/12/09
(11) 129 SH TOTAL FINA ELF SA	P	02/27/07	06/12/09
(12) 184 SH ABB LTD	P	01/10/07	08/17/09
(13) 120 SH ANGLO AMERN PLC	P	05/19/08	08/17/09
(14) 108 SH AUSTRALIA & NEW ZEALAND BKG	P	01/23/07	08/17/09
(15) 106 SH BP PLC	P	04/12/07	08/17/09

(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)
(1) 3,179		5,500	-2,321
(2) 3,533		3,974	-441
(3) 4,197		3,388	809
(4) 2,795		4,121	-1,326
(5) 6,686		8,799	-2,113
(6) 2,848		4,578	-1,730
(7) 6,358		8,127	-1,769
(8) 9,733		11,036	-1,303
(9) 2,763		4,450	-1,687
(10) 3,742		2,681	1,061
(11) 7,372		8,905	-1,533
(12) 3,274		3,152	122
(13) 1,770		4,288	-2,518
(14) 1,777		2,470	-693
(15) 5,205		7,120	-1,915

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))
(1)			-2,321
(2)			-441
(3)			809
(4)			-1,326
(5)			-2,113
(6)			-1,730
(7)			-1,769
(8)			-1,303
(9)			-1,687
(10)			1,061
(11)			-1,533
(12)			122
(13)			-2,518
(14)			-693
(15)			-1,915

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION	Employer Identification Number 23-7441901
---	---

(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) 84 SH BNP PARIBAS ADR	P	Various	08/17/09
(2) 150 SH BANCO BILBOA VIZCAYA ARGENTAR	P	Various	08/17/09
(3) 37 SH BHP BILLITON LTD	P	04/12/07	08/17/09
(4) 225 SH KEPPEL LTD SPD ADR	P	03/27/07	08/17/09
(5) 35 SH KOMATSU LTD	P	04/24/07	08/17/09
(6) 135 SH SUMITOMO CORP SPD ADR	P	08/14/07	08/17/09
(7) 62 SH TOTAL FINA ELF SA	P	02/27/07	08/17/09
(8) .5081 SH TAIWAN SEMICONDUCTIR SP ADR	P	01/23/07	08/19/09
(9) 45 SH BAYER AG	P	01/07/08	12/15/09
(10) 121 SH ENI SPA SPONS ADR	P	02/14/07	01/05/21
(11) 600 SH GDF SUEZ SPONS ADR	P	Various	12/15/09
(12) 57 SH NOVARTIS AG ADR	P	01/05/07	12/15/09
(13) 189 SH RWE AKTIENGESELLSCHAFT SPONS	P	Various	12/15/09
(14) 80 SH BG GROUP PLC SPONS ADR	P	Various	12/16/09
(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)
(1) 3,223		4,537	-1,314
(2) 2,378		3,541	-1,163
(3) 2,235		1,859	376
(4) 2,360		2,832	-472
(5) 2,483		3,198	-715
(6) 1,347		2,407	-1,060
(7) 3,263		4,280	-1,017
(8) 5		6	-1
(9) 3,533		4,204	-671
(10) 6,018		7,805	-1,787
(11) 25,177		31,480	-6,303
(12) 3,063		3,377	-314
(13) 15,982		17,693	-1,711
(14) 7,174		5,752	1,422
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-1,314
(2)			-1,163
(3)			376
(4)			-472
(5)			-715
(6)			-1,060
(7)			-1,017
(8)			-1
(9)			-671
(10)			-1,787
(11)			-6,303
(12)			-314
(13)			-1,711
(14)			1,422
(15)			

Federal Statements

23-7441901

FYE: 12/31/2009

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	\$ 7,175,942	\$ 7,175,942	\$
LEASE RENTAL- OIL & GAS	12,005	12,005	
SALE OF WATER	58	58	
FARM CROP RENTAL	109,213	109,213	
CROP DAMAGES- OIL COMPANIES	10,384	10,384	
PASTURE RENTALS	36,251	36,251	
PASTURE RENT DAMAGES PROCEEDS	10,464	10,464	
LEASE BONUS- OIL & GAS	206,999	206,999	
Total	\$ 7,561,316	\$ 7,561,316	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting and audit	\$ 45,000	\$ 45,000	\$	\$
Tax preparation	7,200			7,200
Total	\$ 52,200	\$ 45,000	\$ 0	\$ 7,200

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
investment advisory	\$ 346,647	\$ 346,647	\$	\$
consulting	20,821			20,821
Total	\$ 367,468	\$ 346,647	\$ 0	\$ 20,821

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AD VALOREM TAXES	\$ 713,783	\$ 713,783	\$	\$
PRODUCTION TAX EXPENSE	253,134	253,134		
EXCISE TAX	113,768			
FOREIGN TAX	6,050	6,050		
Total	\$ 1,086,735	\$ 972,967	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Oil & Gas Expense	83,795	83,693		61,973
Insurance	61,973			17,798
Office Expense	17,798			422
Computer	422			2,299
Depreciation	2,299			
Farm rent expenses	178,135	178,135		
Pasture rent Expenses	8,502	8,502		
Filing Fees	1,500			1,500
Custodian Fees on Investments	35,097	35,097		
Subscriptions	22			22
Other Foreign Investment Acco	890	890		
Telephone	1,806			1,806
Legal	395			395
Appraisal Fees	4,922			4,922
Total	\$ 397,556	\$ 306,317	\$ 0	\$ 91,137

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE- US GOVT BONDS	\$	\$ 1,296,164	Cost	\$ 1,353,781
SEE SCHEDULE- TREASURY BILLS	7,359,261	5,194,881	Cost	5,198,657
Total	<u>\$ 7,359,261</u>	<u>\$ 6,491,045</u>		<u>\$ 6,552,438</u>

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE	\$ 34,837,260	\$ 40,998,180	Cost	\$ 112,026,418
Total	<u>\$ 34,837,260</u>	<u>\$ 40,998,180</u>		<u>\$ 112,026,418</u>

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE	\$ 6,429,149	\$ 8,112,055	Cost	\$ 8,450,636
Total	<u>\$ 6,429,149</u>	<u>\$ 8,112,055</u>		<u>\$ 8,450,636</u>

THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF U.S. AND STATE GOVERNMENT INVESTMENTS STATEMENT 6

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
GOVERNMENT BONDS					
300,000	FEDERAL NATL MTG ASSN 7.250% Due 01-15-10	99.66	298,968	100.22	300,656
500,000	UNITED STATES TREAS NTS 4.250% Due 01-15-11	99.48	497,391	103.75	518,750
500,000	FEDERAL NATL MTG ASSN 5.000% Due 10-15-11	99.96	499,805	106.87	534,375
			1,296,164		1,353,781
TREASURY BILLS					
900,000	UNITED STATES TREAS BILLS 0.200% Due 01-07-10	99.86	898,763	100.00	899,999
700,000	UNITED STATES TREAS BILLS 0.200% Due 01-28-10	99.87	699,087	100.00	699,985
900,000	UNITED STATES TREAS BILLS 0.200% Due 03-04-10	99.89	898,968	99.99	899,934
900,000	UNITED STATES TREAS BILLS 0.200% Due 04-15-10	99.93	899,378	99.98	899,793
900,000	UNITED STATES TREAS BILLS 0.200% Due 05-13-10	99.92	899,309	99.95	899,591
900,000	UNITED STATES TREAS BILLS 0.200% Due 06-03-10	99.93	899,377	99.93	899,355
			5,194,882		5,198,657

STATEMENT 6

THE G. HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF	CORPORATE STOCK INVESTMENTS	STATEMENT 7
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Quantity	Security	Unit Cost	Total Cost	Price	Market Value
COMMON STOCK					
63,000	*** BP PLC SPONS ADR	9.77	615,538	57.97	3,652,110
28,066	*** COVIDIEN PLC DUBLIN-USD	22.46	630,492	47.89	1,344,081
100,000	*** INGERSOLL-RAND PUBLIC LTD	17.30	1,680,260	35.74	3,574,000
30,066	*** TYCO ELECTRONICS LTD	15.65	470,416	24.55	738,120
34,066	*** TYCO INTL LTD CHF	18.99	646,766	35.68	1,215,475
35,200	3M COMPANY	9.79	344,696	82.67	2,909,984
90,000	ALCOA INC	7.86	707,620	16.12	1,450,800
40,080	ALLSTATE CORP	8.70	348,499	30.04	1,204,003
25,000	AMGEN INC	69.23	1,730,709	56.57	1,414,250
38,000	AUTOMATIC DATA PROCESSING INC.	35.06	1,332,294	42.82	1,627,160
40,000	AVERY DENNISON CORP	11.62	464,895	36.49	1,459,600
48,076	BAXTER INTL INC	6.58	316,276	58.68	2,821,100
25,000	BLACK & DECKER CORP	25.15	628,730	64.83	1,620,750
70,000	BRISTOL MYERS SQUIBB CO	3.83	267,955	25.25	1,767,500
30,000	CATERPILLAR INC	4.13	123,917	56.99	1,709,700
38,000	COLGATE PALMOLIVE CO	14.15	537,887	82.15	3,121,700
70,000	CONAGRA FOODS INC	21.90	1,533,288	23.05	1,613,500
90,000	CORNING INC	3.91	352,168	19.31	1,737,900
70,000	DOW CHEMICAL CO	8.74	611,586	27.63	1,934,100
90,000	DUKE ENERGY CORP	15.92	1,432,874	17.21	1,548,900
45,000	E I DU PONT DE NEMOURS & CO	20.07	903,055	33.67	1,515,150
48,000	EMERSON ELECTRIC CO	26.82	1,287,420	42.60	2,044,800
33,000	ENTERGY CORPORATION-NEW	24.65	813,370	81.84	2,700,720
50,000	FPL GROUP INC	15.56	778,157	52.82	2,641,000
135,000	GENERAL ELECTRIC CO	1.74	235,143	15.13	2,042,550
75,000	HALLIBURTON CO	7.24	542,669	30.09	2,256,750
85,000	HONEYWELL INTL INC	6.29	534,725	39.20	3,332,000
45,000	IMS HEALTH INC	12.97	583,608	21.06	947,700
90,000	INTEL CORP	23.42	2,107,601	20.40	1,836,000
65,000	INTERNATIONAL PAPER CO	19.65	1,277,237	26.78	1,740,700
28,000	INTL BUSINESS MACHINES CORP	19.27	539,622	130.90	3,665,200
120,000	KELLOGG CO COM	3.36	403,125	53.20	6,384,000
89,000	KIMBERLY CLARK CORP	3.52	313,218	63.71	5,670,190
95,000	MARATHON OIL CORP	10.27	975,676	31.22	2,965,900
22,000	MCDONALDS CORP	55.51	1,221,194	62.44	1,373,680
40,000	MCKESSON CORPORATION	13.83	553,135	62.50	2,500,000
82,000	MERCK & CO INC COM	2.18	178,561	36.54	2,996,280
70,000	MICROSOFT CORP	25.08	1,755,450	30.48	2,133,600
29,969	NEWMONT MINING CORP	10.85	325,031	47.31	1,417,833
214,383	PFIZER INC	7.83	1,678,280	18.19	3,899,627
49,806	PLAINS EXPL & PRODTN COM	31.25	1,556,592	27.66	1,377,634
84,000	PROCTER & GAMBLE CO	3.37	282,791	60.63	5,092,920
80,000	SPECTRA ENERGY CORP	20.39	1,631,346	20.51	1,640,800
104,000	SYSCO CORP	6.77	703,740	27.94	2,905,760
75,000	TEMPLE INLAND INC	9.14	685,685	21.11	1,583,250
25,000	UNITED TECHNOLOGIES CORP	65.71	1,642,636	69.41	1,735,250
107,422	VERIZON COMMUNICATIONS	11.04	1,186,229	33.13	3,558,891
30,000	WAL-MART STORES INC	50.87	1,526,014	53.45	1,603,500
			40,998,180	112,026,418	

FORM 990-PF	CORPORATE BOND INVESTMENTS	STATEMENT 8
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Quantity	Security	Unit Cost	Total Cost	Price	Market Value
CORPORATE BONDS					
300,000	CITIGROUP INC 7 250% Due 10-01-10	99.54	298,626	103.61	310,829
200,000	UNITED TECHNOLOGIES CORP 7 125% Due 11-15-10	99.51	199,028	105.52	211,050
300,000	XCEL ENERGY INC MINN 7.000% Due 12-01-10	99.72	299,148	105.27	315,799
300,000	MCDONALDS CORP MED TERM NT BE 6.000% Due 04-15-11	99.41	298,245	105.97	317,895
250,000	GENERAL ELEC CAP CORP MTN BE 5.500% Due 04-28-11	99.87	249,665	105.42	263,562
250,000	EL PASO CORP 7.000% Due 05-15-11	99.82	249,555	102.19	255,487
300,000	HSBC FIN CORP HSBC FIN 5 450% Due 08-15-11	100.00	300,000	102.57	307,700
300,000	ATLANTIC RICHFIELD CO MTN BE 8 450% Due 02-21-12	100.00	300,000	112.48	337,431
300,000	PEPCO HOLDINGS INC 2.683% Due 08-15-12	109.73	329,199	107.33	321,981
300,000	DOW CHEM CO 2 588% Due 10-01-12	109.31	327,939	107.57	322,712
300,000	NY STATE EL&GAS 2.412% Due 11-15-12	108.76	326,292	106.70	320,088
200,000	GENERAL ELEC CO 5.000% Due 02-01-13	99.63	199,252	105.80	211,592
250,000	PPG INDS INC 2.724% Due 03-15-13	109.43	273,577	106.77	266,922
240,000	EATON CORP 2.484% Due 05-15-13	107.93	259,044	105.82	253,960
200,000	CREDIT SUISSE FIRST BOSTON USA 5 500% Due 08-15-13	99.95	199,910	108.64	217,271
300,000	OHIO PWR CO 2 950% Due 09-01-13	109.82	329,472	108.57	325,697

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
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FORM 990-PF CORPORATE BOND INVESTMENTS STATEMENT 8

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
200,000	HEWLETT PACKARD CO 6.125% Due 03-01-14	99.56	199,122	111.74	223,477
300,000	GE CAPITAL INTERNOTES 5.100% Due 05-15-15	100.00	300,000	100.71	302,125
300,000	DOW CHEM CO SR INTERNOTES 5.850% Due 09-15-15	100.00	300,000	97.05	291,143
250,000	GENERAL ELEC CAP CORP MTN BE 5.000% Due 01-08-16	99.35	248,370	101.14	252,854
300,000	VERIZON COMMUNICATIONS 5.550% Due 02-15-16	100.00	300,000	107.80	323,399
300,000	BELLSOUTH CORP 5.200% Due 12-15-16	99.79	299,367	103.27	309,810
300,000	DU PONT E I DE NEMOURS & CO 5.250% Due 12-15-16	99.34	298,020	105.69	317,081
300,000	GENERAL MLS INC 5.700% Due 02-15-17	98.91	296,745	108.15	324,436
300,000	AT&T INC 5.500% Due 02-01-18	99.10	297,300	104.34	313,025
300,000	PEPSICO INC 5.000% Due 06-01-18	99.49	298,458	103.82	311,470
300,000	ALCOA INC 6.750% Due 07-15-18	98.58	295,745	102.01	306,021
300,000	INGERSOLL-RAND GLOBAL HLDG CO 6.875% Due 08-15-18	96.78	290,340	110.84	332,519
250,000	CONSOLIDATED EDISON CO N Y INC 6.650% Due 04-01-19	99.85	249,635	113.32	283,298
			8,112,054		8,450,636

STATEMENT 8

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Statement 9 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 1,858,230	\$ 4,832,224	\$ 408,737	\$ 4,423,487
Total	\$ 1,858,230	\$ 4,832,224	\$ 408,737	\$ 4,423,487

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OIL & GAS PROPERTIES	\$ 1,404,725	\$ 40,077,000	Market	\$ 40,077,000
LESS: ACC. DEPR.- OIL & GAS			Market	
LYNN COUNTY ROALTY PROPERTY		460,000	Market	460,000
INT'L ACCOUNT- STOCKS- SEE SCHEDULE	1,866,334	1,714,212	Cost	1,561,626
INT'L ACCT-5418 SH ISHARES FD JAPAN	43,159	50,123	Cost	52,771
Total	\$ 3,314,218	\$ 42,301,335		\$ 42,151,397

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID EXCISE TAX	\$ 95,838	\$ 32,070	\$ 32,070
OTHER ASSETS	196	186	186
ACCRUED INTEREST	358,838	317,567	317,567
Total	\$ 454,872	\$ 349,823	\$ 349,823

Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
EXCISE TAX PAYABLE	\$ 0	\$ 0
Total	\$ 0	\$ 0

Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
BOOK ADJ TO RECORD INVETMENTS IN OIL, LAND AT FMV	\$ 7
BOOK ADJ TO RECORD PROPERTY AT FMV	42,757,231
Total	\$ 42,757,238

Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
INCREASE IN GRANTS PAYABLE	\$ 1,026,626
Total	\$ 1,026,626

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
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FORM 990-PF INTERNATIONAL STOCK INVESTMENT STATEMENT 10

ASSET DESCRIPTION ASSET NUMBER	SHARES (PV)	FED TAX COST	MARKET VALUE
ABB LTD US0003752047	1,340	22,581.20	25,594.00
ADIDAS AG ADR US00687A1079	924	23,295.18	25,086.60
AKZO NOBEL N V SPONS ADR US0101993055	250	16,377.05	16,575.00
ANGLO AMERN PLC US03485P2011	1,304	35,337.30	28,270.72
AUSTRALIA & NEW ZEALAND BKG GROUP US0525283042	1,452	29,577.41	29,766.00
AXA S.A SPD ADR US0545361075	993	30,144.81	23,514.24
BANCO BILBAO VIZCAYA ARGENTINA S.A. US05946K1016	1,596	28,471.88	28,791.84
BANCO SANTANDER SA-SPOON ADR US05964H1059	1,762	21,803.33	28,967.28
BARCLAYS PLC ADR US06738E2046	661	12,277.22	11,633.60
BASF AKTIENGESLLSCHAFT-LEVEL I US0552625057	157	6,729.63	9,749.70
BAYER A G SPND ADR US0727303028	313	27,885.15	24,977.40
BG GROUP PLC US0554342032	185	13,088.75	16,742.50
BHP BILLITON LTD US0886061086	497	24,244.90	38,060.26
BNP PARIBAS SPND ADR US05565A2024	654	28,571.85	26,264.64
BP PLC ADR US0556221044	305	15,732.49	17,680.85
BRITISH AMERN TOB PLC US1104481072	435	29,566.10	28,127.10
CANON INC ADR REPSTG 5 SHS US1380063099	462	26,667.89	19,551.84
COCA-COLA HELLENIC SPD ADR US1912EP1042	1,057	26,582.66	21,946.14
CREDIT SUISSE GROUP SPNS ADR US2254011081	252	12,248.08	12,388.32
DEUTSCHE BANK AG NAMEN DE0005140008	204	27,821.78	14,465.64

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
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FORM 990-PF INTERNATIONAL STOCK INVESTMENT STATEMENT 10

ASSET DESCRIPTION ASSET NUMBER	SHARES (PV)	FED TAX COST	MARKET VALUE
EDP-ELECTRICIDADE DE PORTUGAL S A US2683531097	547	28,341.58	24,314.15
ETABLISSEMENTS DELHAIZE FRERES ET US29759W1018	351	29,060.50	26,928.72
FRESENIUS MED CARE AG & CO SPD ADR US3580291066	546	24,379.31	28,943.46
GLAXO SMITHKLINE US37733W1053	632	35,136.11	26,702.00
HEINEKEN N V ADR US4230122024	1,190	30,285.66	28,333.90
HONDA MTR LTD ADR NEW US4381283088	607	23,795.48	20,577.30
IMPERIAL TOB GROUP PLC SPD ADR US4531421018	453	36,616.54	28,711.14
JOHNSON MATTHEY PLC SPON ADR US4791423092	466	27,865.27	23,505.04
KEPPEL LTD SPD ADR US4920513052	2,252	25,929.67	26,483.52
KOMATSU LTD SPNS ADR US5004584018	295	23,355.42	24,647.25
KONINKLIJKE AHOLD N.V. US5004674025	2,404	28,121.58	31,853.00
KYOCERA CORP ADR US5015562037	259	23,896.31	22,872.29
LUXOTTICA GROUP S P A SPD ADR US55068R2022	1,106	35,315.94	28,402.08
LVMH MOET HENNESSY LOUIS VUITTON US5024413065	562	12,425.82	12,616.90
MITSUBISHI ELEC CORP US6067762012	413	43,021.24	30,388.95
MITSUBISHI UFJ FINL GROUP APD ADR US6068221042	2,082	25,319.50	10,243.44
ITSUI & CO LTD ADR US6068272029	66	33,373.91	18,853.56
NESTLE SA SPON ADR REPSTG REG US6410694060	847	32,834.69	40,952.45
NOKIA CORP SPNSD ADR US6549022043	1,345	28,314.63	17,283.25

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
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FORM 990-PF INTERNATIONAL STOCK INVESTMENT STATEMENT 10

ASSET DESCRIPTION ASSET NUMBER	SHARES (PV)	FED TAX COST	MARKET VALUE
U.S. DOLLAR (USD)			
NOVARTIS AG SPONS ADR US66987V1098	456	26,626.12	24,820.08
PORTUGAL TELECOM SGPS S.A. ADR US7372731023	1,826	18,427.99	22,167.64
POSCO SPON ADR US6934831099	260	29,981.60	34,086.00
PUBLICIS S A NEW SPND ADR US74463M1062	596	12,277.60	12,188.20
REXAM PLC US7616554066	850	43,693.69	20,221.50
RICOH LTD ADR NEW US7656583074	264	26,822.73	18,796.80
ROCHE HOLDINGS LTD-SPONSORED ADR US7711951043	612	27,480.28	25,826.40
ROLLS-ROYCE GROUP PLC. US7757812067	749	35,904.22	29,218.49
ROYAL DUTCH SHELL PLC SPD ADR US7802591070	140	8,071.00	8,138.20
ROYAL PTT NEDERLAND NV ADR US7806412059	1,685	24,177.13	28,729.25
RWE AG US74975E3036	208	19,655.24	20,155.20
SIEMENS A G SPONSORED ADR US8261975010	303	31,920.59	27,785.10
SMITH & NEPHEW P L C SPD ADR NEW US83175M2052	603	34,735.39	30,903.75
SUMITOMO CORP SPD ADR US8656131039	2,255	36,651.90	23,023.55
SUMITOMO METAL INDS LTD US8656213043	542	28,563.25	14,496.87
SYNGENTA AG-ADR US87160A1007	294	16,324.61	16,543.38
TAIWAN SEMICONDUCTOR MFG CO LTD ADR US8740391003	1,911	20,868.13	21,861.84
TELEFONICA S A US8793822086	445	29,848.05	37,166.40
TESCO PLC SPONSORED ADR US8815753020	1,634	41,702.66	33,611.38
TEVA PHARMACEUTICAL INDS ADR US8816242098	576	18,875.52	32,359.68

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
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FORM 990-PF INTERNATIONAL STOCK INVESTMENT STATEMENT 10

ASSET DESCRIPTION ASSET NUMBER	SHARES (PV)	FED TAX COST	MARKET VALUE
ACCURED DIV ADJ.		<504.00>	<504.00>
TOKIO MARINE HOLDINGS INC ADR US8890941086	751	28,452.15	20,434.71
TOTAL S.A. ADR US89151E1091	256	13,762.22	16,394.24
TOYOTA MTR CORP US8923313071	255	34,134.35	21,460.80
UNILEVER N V N Y SHS NEW US9047847093	1,141	37,112.56	36,888.53
WESTPAC BKG CORP SPONSORED ADR US9612143019	273	23,949.07	30,854.46
WOLTERS KLUWER N V SPND ADR US9778742059	928	27,124.81	20,276.80
ZURICH FINANCIAL SERVICES US98982M1071	596	11,180.96	12,957.04
SUB-TOTAL		1,714,213.64	1,561,628.36

STATEMENT 10

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Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DONALD E. HANDELMAN 4 INTERNATIONAL DRIVE RYE BROOK NY 10573	PRES/DIR	4.00	18,000	0	0
WILLIAM R. HANDELMAN 4 INTERNATIONAL DRIVE RYE BROOK NY 10573	VP/DIRECTOR	2.50	18,000	0	0
JOSEPH W. HANDELMAN 4 INTERNATIONAL DRIVE RYE BROOK NY 10573	TREAS/DIR	2.00	18,000	0	0
JOHN R. YOUNG, ESQ 80 PINE STREET NEW YORK NY 10005	DIRECTOR	2.50	18,000	0	0
DON E. PFIZER 1330 POST OAK BLVD., SUITE 2900 HOUSTON TX 77056	DIRECTOR	2.00	13,000	0	0
WILLIAM S. MILLER 50 POPHAM ROAD SCARSDALE NY 10583	DIRECTOR	1.50	18,000	0	4,315
JAMES H HANDELMAN 118 NORTH BEDFORD ROAD MOUNT KISCO NY 10549	FOUNDTN MGR	40.00	276,375	0	0

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

There is no formal application procedure. What is desired, is a concise letter:

- I) Describing the investigation to be pursued
- II) Placing the proposed investigation in a context of the contemporaneous or historical efforts by other investigators addressing the situation to be pursued;
- III) Indicating who shall be conducting the investigation (with credentials)
- IV) Indicating whether the request has been, or is being, submitted elsewhere, and, if so, status, and
- V) Detailing the funds required in a simple budget statement.

Applications are initially reviewed by the Foundation's Executive Director and, subsequently, by the Foundation's Executive Committee. Applications may also be examined by outside reviewers. A response, in the form of approval, rejection, or request for additional information, can be expected within 90 days of submission of a request. A request should recite that an earlier response is desired if circumstances so require.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Statement 17 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

The Foundation makes grants only to organizations having tax exempt status under Section 501(c)(3) of the Internal Revenue Code and to those that are not private foundations within the meaning of 509(a) of the Code, or in the absence of such a determination, to a state or any political subdivision thereof within the meaning of Section 170(c)(1) of the Code, or a State College or University. The Foundation does not make grants to individuals. The Foundation rarely provides support for periods longer than three years.

THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF	GRANTS PAID	STATEMENT 18
RESEARCH GRANTS		
BETH ISRAEL MEDICAL CENTER, BOSTON,MA	Exploring complex patterns in Biology & medicine	\$209,000
BETH ISRAEL MEDICAL CENTER, BOSTON,MA	Neural network for wakeful consciousness	\$171,688
BRIGHAM & WOMEN'S HOSPITAL, LA JOLLA, C	Moved grant from Harvard to Brigham	\$82,500
BRIGHAM & WOMEN'S HOSPITAL, LA JOLLA, C	Discovery of novel Genes genetically linked to XBR1 and the unfolded protein response (UPR) in neurodegenerative disease	\$82,500
BURNHAM INSTITUTE, LA JOLLA, CA	Develop new technology to recreate 3-D microenvironment in which cells function	\$103,034
CENTER FOR ACADEMIC RESEARCH TRAINING LA JOLLA, CA	Establishment of the center for Academic research training in Anthropology	\$1,000,000
CALIFORNIA INSTITUTE OF TECHNOLOGY, PASADENA, CA	Research in neuron activity in the human brain	\$332,825
CARNEGIE INSTITUTION OF WASHINGTON, BALTIMORE, MD	Study the cell biology of differentiated cells within a live vertebrate (zebrafish)	\$70,310
UNIVERSITY OF CALIFORNIA, SAN DIEGO, LA JOLLA, CA	Molecular Glycobiology	\$332,751
UNIVERSITY OF CALIFORNIA, SAN DIEGO, LA JOLLA, CA	Apes, sugars & sperm	\$161,700
UNIVERSITY OF CALIFORNIA, SAN FRANCISCO, SAN FRANCISCO, CA	Deciphering the molecular language of prion strains	\$554,738
COLD SPRING HARBOR LABORATORY, COLD SPRING HARBOR, NY	Plasticity of GABAergic inhibitory circuits in the neocortex	\$199,974
COLUMBIA UNIVERSITY, NEW YORK, NY	Transformation of sensory-motor presentations by state dependent modulation	\$400,000
COLUMBIA UNIVERSITY, NEW YORK, NY	Visualizing synaptic function and plasticity at individual synapses throughout cell biology	\$140,991
COLUMBIA UNIVERSITY, NEW YORK, NY	Imaging functional networks in vivo	\$121,933
DANA-FARBER CANCER INSTITUTE, BOSTON, MA	Study of cytokinesis and cell physiology	\$180,000
EINSTEIN COLLEGE OF MEDICINE, BRONX, NY	Electron Microscopic reconstruction of the C.Elegans male nervous system	\$283,072
FRED HUTCHINSON CANCER CENTER, SEATTLE, WA	A unified hypothesis to explain speciation	\$75,000
HARVARD MEDICAL SCHOOL, BOSTON, MA	Circadian clocks- molecular regulators of physiology and behavior	\$329,775
JOHNS HOPKINS UNIVERSITY, BALTIMORE, MD	Evolution of protein domains	\$34,937
LEHIGH UNIVERSITY, BETHELEM, PA	Continuation of research; Statistical physics of condensation of globular proteins	\$113,206
M.D. ANDERSON CANCER CENTER, HOUSTON, TX	Investigation of role of p[rotein into early signaling complexes (ESCs) in dictating downstream signaling from receptor tyrosine kinases	\$163,925

THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF	GRANTS PAID	STATEMENT 18
MASSACHUSETTS GENERAL HOSPITAL PZ, CHARLESTOWN, MA	Novel derivatives of oligonucleotides as tools for future chemotherapy	\$82,500
MASSACHUSETTS GENERAL HOSPITAL AS, CHARLESTOWN, MA	Lyme disease research	\$55,000
MEMORIAL SLOAN-KETTERING CANCER CENTER, NEW YORK, NY	Regulation of Eukaryotic DNA replication	\$174,000
NORTHEASTERN UNIVERSITY, BOSTON, MA	Research in DNA repair and embryogenesis	\$165,000
NEW YORK UNIVERSITY OF MEDICINE, NY, NY	Akt action in neuropsychiatric disorder	\$220,000
RICE UNIVERSITY, HOUSTON, TX	Controlling the speed of neurotransmission	\$150,293
ROCKEFELLER UNIVERSITY, NEW YORK, NY	"The effects of internal states on behavior" behavioral neurobiology research with soil-dwelling Worm C. Elegans	\$334,289
RUSH UNIVERSITY MEDICAL CENTER, CHICAGO, IL	Research on the Elic channel	\$125,034
SALK INSTITUTE, LA JOLLA, CA	Line retrotranspositions and neuronal diversity in the mammalian brain	\$250,000
SALK INSTITUTE, SAN DIEGO, CA	Molecular and cell biology initiative	\$720,000
SALK INSTITUTE, SAN DIEGO, CA	Molecular mechanisms involved in spermatogonial stem cell reprogramming	\$554,400
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH, SAN ANTONIO, TX	Research in brain function	\$175,000
STANFORD UNIVERSITY-BECKMAN CENTER, STANFORD, CA	Molecular and cellular basis of neural function- from molecules to networks	\$483,668
STANFORD UNIVERSITY-BECKMAN CENTER, STANFORD, CA	Immune gene: a molecular brake for synaptic plasticity	\$275,000
ST. LUKE'S ROOSEVELT HOSPITAL CENTER, NEW YORK, NY	Renew one year grant	\$55,000
THE NEUROSCIENCES INSTITUTE, LA JOLLA, CA	Understanding the neural bases of decision-making	\$292,110
TUFTS UNIVERSITY	Memory storage in cells outside the brain	\$154,504
UNIVERSITY OF CHICAGO, CHICAGO, IL	"3" UTR variation of micro RNA targets during stem cell differentiation	\$275,000
UNIVERSITY OF CALIFORNIA, BERKELEY, CA	Development of microfluidic approaches for the analysis of biomolecular interactions and dynamics	\$295,809
UNIVERSITY OF CALIFORNIA, SANTA BARBARA, CA	Epigenetic control of gene expression: do bacterial have a programmed plan of attack	\$197,865
UNIVERSITY OF KANSAS, KANSAS CITY, KA	Continue study of both cellular & tissue movements result in formation of vertebral axis in warm-blooded embryo	\$178,546
UNIVERSITY OF NORTH CAROLINA, CHAPEL HILL, NC	Lethal giant larvae function in epithelial cell polarity	\$123,282
UNIVERSITY OF PENNSYLVANIA, PHILADELPHIA, PA		

THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF	GRANTS PAID	STATEMENT 18
Protein Foldons: A new paradigm and its implications		\$83,052
UNIVERSITY OF PENNSYLVANIA, PHILADELPHIA, PA		
Study of protein dynamics by NMR: NMR spectroscopy of encapsulated proteins in low viscosity fluid		\$123,688
UNIVERSITY OF ROCHESTER, ROCHESTER, NY		
An astrocytic basis for humanity		\$122,698
UNIVERSITY OF SOUTHERN CALIFORNIA, LOS ANGELES, CA		
The neurobiology of consciousness		\$210,000
UNIVERSITY OF UTAH		
To develop the technology to determine & study genetic factors responsible for mammalian diversity & innovation		\$57,500
UNIVERSITY OF VIRGINIA, CHARLOTTESVILLE, VA		
Mitochondrial genes: an unexplored axis of biological variability		\$137,500
VANDERBILT UNIVERSITY, NASHVILLE, TN		
Cellular correlates of human consciousness: How many neurons are in the cortical areas that are most involved in awareness		\$82,489
WASHINGTON UNIVERSITY, St. LOUIS, MO		
Population codes and plasticity in the accessory olfactory system and memory		\$97,967
WASHINGTON UNIVERSITY, St. LOUIS, MO		
Visualizing neuronal circuit function in the accessory olfactory system		\$94,219
WHITEHEAD INSTITUTE, CAMBRIDGE, MA		
Prion Protein Research		\$99,000
WHITEHEAD INSTITUTE, CAMBRIDGE, MA		
Prions in evolution and memory		\$135,000
WHITEHEAD INSTITUTE, CAMBRIDGE, MA		
Cell cycle regulation in glial cell development		\$55,000
WHITEHEAD INSTITUTE, CAMBRIDGE, MA		
Differential DNA replication as a developmental strategy in the drosophila nervous system and in mammalian trophoblasts and megakaryocytes		\$141,666
WISTAR INSTITUTE, PHILADELPHIA, PA		
1) Investigation of a new combinatorial control mechanism for regulation of extraneous stress responses 2) verification of novel concept that proteins expressed from cytomegalovirus		\$85,000
YALE UNIVERSITY, NEW HAVEN, CT		
Epigenetic programming of stem cells		\$250,000
YALE UNIVERSITY SCHOOL OF MEDICINE, NEW HAVEN, CT		
Controlled differentiation of stem cells into neural populations		\$164,177
SUBTOTAL- RESEARCH		\$12,419,115
OTHER		
ARTBRIDGE HOUSTON, TX		
General contribution to honor Natalie Handelman		
CAPROCK CULTURAL ASSOCIATION, POST, TX		
General Support		\$10,000
FIRST BAPTIST CHURCH OF LEVELLAND, TX		
General support in memory of Tom Copeland		\$5,000
GARZA COUNTY HISTORICAL SOCIETY, POST, TX		
General Support		\$4,000

THE G. HAROLD & LEILA Y. MATHERS CHARITABLE FOUNDATION
FORM 990 PF

FORM 990-PF	GRANTS PAID	STATEMENT 18
SOUTH PLAINS COLLEGE, LEVELLAND< TX in honor of Monta Moore & Tom Copeland		\$6,000
<i>SUBTOTAL - OTHER</i>		<u>\$25,000</u>
<i>SANTA BARBARA</i>		
DIRECT RELIEF INTERNATIONAL, SANTA BARBARA, CA General Support for programs to provide medical assistance worldwide		\$25,000
HOSPICE OF SANTA BARBARA, SANTA BARBARA, CA General Support		\$20,000
MEALS ON WHEELS, SANTA BARBARA, CA General Support		\$10,000
<i>SUBTOTAL - SANTA BARBARA</i>		<u>\$55,000</u>
TOTAL - GRANTS PAID		<u>\$12,499,115</u>

THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION
FORM 990 PF

23-7441901
YEAR ENDED 12/31/10

FORM 990-PF	GRANTS APPROVED FOR FUTURE PAYMENT	STATEMENT 19
NAME	AMOUNT	
BETH ISRAEL DEACONESS MED CENTER	686,752	
BURNHAM INSTITUTE	750,000	
BRIGHAM & WOMEN'S HOSPITAL	82,500	
CALIFORNIA INSTITUTE OF TECHNOLOGY	332,825	
CARNEGIE INSTITUTION	351,550	
UNIVERSITY OF CALIFORNIA, SAN DIEGO	499,128	
UNIVERSITY OF CALIFORNIA, SAN DIEGO	242,550	
UNIVERSITY OF CALIFORNIA, SAN FRANCISCO	832,108	
CENTER FOR ACADEMIC RESEARCH TRAINING	1,000,000	
COLD SPRING HARBOR LABORATORY	99,986	
COLUMBIA UNIVERSITY	704,959	
COLUMBIA UNIVERSITY	1,600,000	
FRED HUTCHINSON CANCER CENTER	375,000	
HARVARD MEDICAL SCHOOL	494,663	
JOHNS HOPKINS UNIVERSITY	174,685	
LEHIGH UNIVERSITY	226,413	
M D ANDERSON CANCER CENTER	819,630	
MASSACHUSETTS GENERAL HOSPITAL PZ	165,000	
MEMORIAL SLOAN-KETTERING CANCER CENTER	532,000	
NEUROSCIENCE INSTITUTE	438,164	
NORTHEASTERN UNIVERSITY	165,000	
NEW YORK UNIVERSITY SCHOOL OF MEDICINE	330,000	
RICE UNIVERSITY	75,147	
ROCKEFELLER UNIVERSITY	167,145	
RUSH UNIVERSITY MEDICAL CENTER	250,070	
SALK INSTITUTE	1,080,000	
SALK INSTITUTE	831,600	
SALK INSTITUTE	500,000	
SALK INSTITUTE	200,000	
SOUTHWEST FOUNDATION BIOMEDICAL RESEARCH	175,000	
STANFORD UNIVERSITY	412,500	
STANFORD UNIVERSITY- BECKMAN CENTER	967,332	
TUFTS UNIVERSITY	463,512	
UNIVERSITY OF CALIFORNIA, BERKELEY	591,620	
UNIVERSITY OF CALIFORNIA, SANTA BARBARA	197,865	
UNIVERSITY OF CHICAGO	412,500	
UNIVERSITY OF KANSAS	357,095	
UNIVERSITY OF MASSACHUSETTS MED SCHOOL	353,126	
UNIVERSITY OF PENNSYLVANIA	742,500	
UNIVERSITY OF PENNSYLVANIA	415,260	
UNIVERSITY OF ROCHESTER	504,457	
UNIVERSITY OF SOUTHERN CALIFORNIA	630,000	
UNIVERSITY OF UTAH	172,500	
VANDERBILT UNIVERSITY	247,469	
WASHINGTON UNIVERSITY	471,095	
WHITEHEAD INSTITUTE	675,000	
WHITEHEAD INSTITUTE	708,330	
YALE UNIVERSITY	165,000	
YALE UNIVERSITY SCHOOL OF MEDICINE	250,000	
YALE UNIVERSITY SCHOOL OF MEDICINE	1,100,000	
YALE UNIVERSITY SCHOOL OF MEDICINE	1,100,000	
	<u>25,119,036</u>	

STATEMENT 19