Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: MATHER, RICHARD CUSTODY

A Employer identification number: 15-6018423

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 4967 | Room/suite

B Telephone number (see page 10 of the instructions): (315) 233-8223

City or town, state, and ZIP code: SYRACUSE, NY 13221-4967

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,414,657.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	17,199.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,465.	7,465.		STMT 1
	4 Dividends and interest from securities	57,062.	56,840.		STMT 2
	5a Gross rents	2,313.	2,313.	2,313.	
	b Net rental income or (loss) 2,313.				
	6a Net gain or (loss) from sale of assets not on line 10	203,951.			
	b Gross sales price for all assets on line 6a 1,721,187.				
	7 Capital gain net income (from Part IV, line 2)		203,951.		
	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)	42,655.	1,374.		STMT 3
	12 **Total.** Add lines 1 through 11	330,645.	271,943.	2,313.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,056.	5,056.		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	2,024.	2,024.	NONE	NONE
	b Accounting fees (attach schedule) STMT 5	250.	250.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,311.	613.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	17,770.	17,656.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,411.	25,599.	NONE	NONE
	25 Contributions, gifts, grants paid	181,750.			181,750.
	26 **Total expenses and disbursements** Add lines 24 and 25	208,161.	25,599.	NONE	181,750.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	122,484.			
	b **Net investment income** (if negative, enter -0-)		246,344.		
	c **Adjusted net income** (if negative, enter -0-)			2,313.	

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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	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	157,240.	31,156.	31,156.
2	Savings and temporary cash investments	70,000.	70,000.	72,464.
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule) STMT 8		71,296.	70,602.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 9	2,490,340.	2,593,331.	3,240,435.
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)	2,717,580.	2,765,783.	3,414,657.
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)			
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. ▶ X			
27	Capital stock, trust principal, or current funds	2,717,580.	2,765,783.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,717,580.	2,765,783.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,717,580.	2,765,783.	

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	2,717,580.
2	Enter amount from Part I, line 27a	2	122,484.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	2.
4	Add lines 1, 2, and 3	4	2,840,066.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	74,283.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,765,783.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)
1a	SEE PART IV DETAIL			
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	203,951.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	195,105.	2,818,978.	0.06921125316
2008	228,800.	3,574,548.	0.06400809277
2007	228,800.	3,574,548.	0.06400809277
2006	238,200.	3,924,119.	0.06070152307
2005	251,700.	3,873,018.	0.06498807906

2	**Total** of line 1, column (d)	2	0.32291704083
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	0.06458340817
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,121,719.
5	Multiply line 4 by line 3	5	201,611.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,463.
7	Add lines 5 and 6	7	204,074.
8	Enter qualifying distributions from Part XII, line 4	8	181,750.

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.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .	1	4,927.
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	4,927.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- . . .	5	4,927.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . **6a** 1,396.		
b	Exempt foreign organizations-tax withheld at source . . . **6b** NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . **6c** 1,067.		
d	Backup withholding erroneously withheld . . . **6d**		
7	Total credits and payments Add lines 6a through 6d . . .	7	2,463.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	2,464.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **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? . . .	1a		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)? . . .	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		
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 page 19 of the instructions) ▶ STMT 15			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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)*

		Line	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 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Gay M Pomeroy ESQ Telephone no. ▶ (315)233-8223

Located at ▶ P O BOX 4967, SYRACUSE, NY ZIP + 4 ▶ 13221-4967

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

		Line	Yes	No
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 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.

			Line	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 page 22 of the instructions)?		1b		
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the instructions)		2b		X
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 2010 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 2010)*		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 2010?		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 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)? 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 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 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 16		5,056.	-0-	-0-

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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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	3,128,103.
b	Average of monthly cash balances	1b	41,155.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,169,258.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,169,258.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	47,539.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,121,719.
6	**Minimum investment return.** Enter 5% of line 5	6	156,086.

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	156,086.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,927.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	151,159.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	151,159.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	151,159.

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	181,750.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,750.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	181,750.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				151,159.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			NONE	
b	Total for prior years 20 08 ,20 ____ ,20 ____		NONE		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 ...... NONE				
b	From 2006 ...... NONE				
c	From 2007 ...... NONE				
d	From 2008 ...... 53,456.				
e	From 2009 ...... 56,946.				
f	**Total** of lines 3a through e	110,402.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 181,750.				
a	Applied to 2009, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2010 distributable amount				151,159.
e	Remaining amount distributed out of corpus	30,591.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	140,993.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
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)	NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	140,993.			
10	Analysis of line 9				
a	Excess from 2006 ... NONE				
b	Excess from 2007 ... NONE				
c	Excess from 2008 ... 53,456.				
d	Excess from 2009 ... 56,946.				
e	Excess from 2010 ... 30,591.				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
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

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
SEE STATEMENT 23				
Total . . . ▶ **3a**				181,750.
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 page 28 of the 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	7,465.	
4 Dividends and interest from securities			14	57,062.	
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			14	2,313.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	203,951.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 24				42,655.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				313,446.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 313,446.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
	NOT APPLICABLE

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

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

[signature] 06/10/2011 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT E PERRIN JR	[signature]	06/10/2011		P00541305

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236 Phone no. 804-727-3150

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No. 1545-0047

2010

Name of the organization	**Employer identification number**
MATHER, RICHARD CUSTODY	15-6018423

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization: MATHER, RICHARD CUSTODY

Employer identification number: 15-6018423

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOSMER FAMILY TRUST 25825 SCIENCE PARK DR BEACHWOOD, OH 44133	$ 17,199.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,460.	
		500. ALLIANCEBERNSTEIN HOLDING LP PROPERTY TYPE: SECURITIES					11/13/2009	02/22/2010
13,241.00		13,308.00					-67.00	
		1500. ALLIANCEBERNSTEIN HOLDING LP PROPERTY TYPE: SECURITIES					11/13/2009	12/02/2010
35,433.00		38,207.00					-2,774.00	
		100. C S X CORP COM PROPERTY TYPE: SECURITIES					08/12/2009	02/22/2010
4,661.00		4,388.00					273.00	
		100. C S X CORP COM PROPERTY TYPE: SECURITIES					08/12/2009	06/30/2010
4,991.00		4,388.00					603.00	
		775. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					12/09/2008	03/31/2010
18,246.00		11,462.00					6,784.00	
		2000. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					12/09/2008	09/24/2010
42,927.00		29,578.00					13,349.00	
		3600. FIRST TRUST ISE - REVERE NATURAL G PROPERTY TYPE: SECURITIES					12/09/2008	09/10/2010
56,901.00		42,414.00					14,487.00	
		1625. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					07/19/2007	02/22/2010
26,330.00		55,725.00					-29,395.00	
		3000. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					12/09/2008	05/06/2010
53,805.00		63,373.00					-9,568.00	
		800. GENZYME CORP COM PROPERTY TYPE: SECURITIES					02/22/2010	03/25/2010
40,995.00		44,844.00					-3,849.00	

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)	
		1200. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					10/30/2003	07/21/2010
39,828.00		16,309.00					23,519.00	
		1000. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					02/22/2010	03/02/2010
537,311.00		545,310.00					-7,999.00	
		30. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					02/22/2010	03/31/2010
16,899.00		16,359.00					540.00	
		20. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					02/22/2010	11/04/2010
12,550.00		10,906.00					1,644.00	
		1650. HSBC HOLDINGS PLC PFD 8.125% PROPERTY TYPE: SECURITIES					06/24/2009	12/14/2010
45,098.00		40,192.00					4,906.00	
		100. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2009	11/04/2010
4,406.00		4,410.00					-4.00	
		1000. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2009	11/19/2010
41,797.00		44,101.00					-2,304.00	
		5000. HONG KONG & CHINA GAS CO LTD ADR PROPERTY TYPE: SECURITIES					03/19/2002	02/22/2010
11,036.00		1,891.00					9,145.00	
		7000. HONG KONG & CHINA GAS CO LTD ADR PROPERTY TYPE: SECURITIES					03/19/2002	12/14/2010
16,786.00		2,407.00					14,379.00	
		200. HUTCHINSON WHAMPOA LTD ADR PROPERTY TYPE: SECURITIES					03/19/2002	06/30/2010
6,140.00		1,911.00					4,229.00	
		200. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES					03/30/2007	02/22/2010
25,412.00		18,948.00					6,464.00	

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)	
		150. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES					03/30/2007	03/31/2010
19,148.00		14,211.00					4,937.00	
		50. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES					03/30/2007	05/17/2010
6,461.00		4,737.00					1,724.00	
		100. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES					10/18/2005	11/19/2010
14,440.00		8,433.00					6,007.00	
		200. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES					12/31/2008	02/22/2010
69,317.00		25,434.00					43,883.00	
		800. MAGELLAN MIDSTREAM PARTNERS L.P. PROPERTY TYPE: SECURITIES					12/05/2003	02/22/2010
35,180.00		21,345.00					13,835.00	
		200. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					01/08/2010	11/19/2010
48,696.00		50,914.00					-2,218.00	
		300. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					12/31/2009	02/22/2010
19,390.00		19,363.00					27.00	
		700. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					12/31/2009	11/19/2010
41,910.00		45,181.00					-3,271.00	
		550. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					12/12/2006	05/17/2010
23,075.00		28,558.00					-5,483.00	
		850. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					03/19/2002	12/14/2010
31,003.00		37,054.00					-6,051.00	
		2500. MESABI TRUST PROPERTY TYPE: SECURITIES					02/22/2010	09/09/2010
77,691.00		46,598.00					31,093.00	

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)	
		600. MONSANTO COMPANY PROPERTY TYPE: SECURITIES					06/02/2009	01/07/2010
51,412.00		48,730.00					2,682.00	
		750. NEOGEN CORPORATION PROPERTY TYPE: SECURITIES					12/05/2003	02/22/2010
17,372.00		6,071.00					11,301.00	
		400. NEOGEN CORPORATION PROPERTY TYPE: SECURITIES					12/05/2003	03/31/2010
10,123.00		3,238.00					6,885.00	
		400. NEOGEN CORPORATION PROPERTY TYPE: SECURITIES					12/05/2003	09/09/2010
12,366.00		3,238.00					9,128.00	
		200. NEOGEN CORPORATION PROPERTY TYPE: SECURITIES					12/05/2003	11/19/2010
7,124.00		1,619.00					5,505.00	
		100. NIKE INC CL B PROPERTY TYPE: SECURITIES					06/08/2009	12/14/2010
8,944.00		5,747.00					3,197.00	
		500. NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES					03/19/2002	12/14/2010
32,336.00		16,695.00					15,641.00	
		250. RESMED INC PROPERTY TYPE: SECURITIES					04/27/2007	03/31/2010
15,936.00		10,865.00					5,071.00	
		493. SUNPOWER CORPORATION-CLASS B-W/I PROPERTY TYPE: SECURITIES					12/17/2009	02/22/2010
8,245.00		10,468.00					-2,223.00	
		1200. SYMANTEC CORP COM PROPERTY TYPE: SECURITIES					08/09/2002	02/22/2010
20,388.00		9,285.00					11,103.00	
		400. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					05/17/2010	12/10/2010
13,351.00		10,002.00					3,349.00	

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)	
		700. 3M CO PROPERTY TYPE: SECURITIES					11/13/2009	11/19/2010
59,458.00		54,164.00					5,294.00	
		300. TRANSOCEAN LIMITED PROPERTY TYPE: SECURITIES					03/29/2007	05/17/2010
19,441.00		24,855.00					-5,414.00	
TOTAL GAIN(LOSS)		....					203,951.	

0E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
MATHER, RICHARD CUSTODY	15-6018423

DESCRIPTION OF PROPERTY

MESABI TRUST

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		2,313.	
OTHER INCOME			
TOTAL GROSS INCOME			2,313.
OTHER EXPENSES			
DEPRECIATION (SHOWN BELOW)			
LESS. Beneficiary's Portion			
AMORTIZATION			
LESS Beneficiary's Portion			
DEPLETION			
LESS. Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			2,313.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			2,313.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEHMAN BROS HLDGS CD 4.950% 9/26/11	1,980.	1,980.
LEHMAN BROS HLDGS CD 4.950% 9/26/12	1,485.	1,485.
WESTERN STATES BK CD 5.000% 9/14/10	4,000.	4,000.
TOTAL	7,465.	7,465.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		57,062.	56,840.
	TOTAL	57,062.	56,840.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME CASH RECEIPTS	42,655.	
PARTNERSHIP NET INT AND DIVS		1,374.
TOTALS	42,655.	1,374.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	980.	980.		
LEGAL FEES - INCOME (ALLOCABLE	1,044.	1,044.		
TOTALS	2,024.	2,024.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	250.	250.		
TOTALS	250.	250.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	698.	
FOREIGN TAXES ON QUALIFIED FOR	566.	566.
FOREIGN TAXES ON NONQUALIFIED	47.	47.
TOTALS	1,311.	613.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	114.	
USER APPLICATION FEE	28.	28.
OTHER ALLOCABLE EXPENSES - 2%	17,628.	17,628.
TOTALS	17,770.	17,656.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CAPITAL CORP	25,640.	25,352.
PROLOGIS	20,250.	20,989.
AMERENERGY GENERATING	25,406.	24,261.
TOTALS	71,296.	70,602.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
WESTERN STATES BK CD 09/14/10	C		
ECOLAB INC	C	36,541.	50,420.
RAYONIER INC	C	44,253.	52,520.
FEDEX CORP	C	52,941.	46,505.
GENERAL ELECTRIC CO	C		
K-SEA TRANSPORT PSHIP	C		
LINCOLN ELECTRIC HOLDINGS	C	27,858.	26,108.
NORTHRUP GRUMMAN CORP	C		
SUNPOWER CORP	C		
TATA MOTORS LTD	C	25,675.	58,680.
STERICYCLE INC	C	18,528.	64,736.
TJX COMPANIES	C	29,744.	46,610.
PEPSICO INC	C	49,477.	52,264.
PROCTOR AND GAMBLE	C	8,509.	32,165.
ATLAS PIPELINE PSHIP	C		
BUCKEYE PARTNERS	C	32,654.	46,781.
CHESAPEAKE ENERGY CORP	C		
ENTERPRISE PRODUCTS PSHIP	C	31,965.	45,771.
HONG KONG & CHINA GAS CO LTD	C	5,157.	34,950.
MAGELLAN MIDSTREAM PSHIP	C	26,214.	56,500.
MARKWEST ENERGY PSHIP	C		
SCHLUMBERGER LTD	C	34,966.	41,750.
TRANSOCEAN LIMITED	C		
ALLIANCEBERNSTEIN HOLDING	C		
HSBC HOLDINGS PLC	C	38,154.	43,690.
GILEAD SCIENCES INC	C		
MEDTRONIC INC	C		
NEOGEN CORPORATION	C	16,189.	82,060.
RESMED INC	C	31,701.	51,960.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
IBM	C	33,466.	58,704.
INTEL CORP	C	7,444.	42,060.
SYMANTEC CORP	C		
CSAM II	C	4,545.	4,545.
CEDAR FAIR PSHIP	C		
ENERGY TRANSFER PSHIP	C		
FIRST POTOMAC REALTY TRUST	C	51,126.	60,552.
GCM INNOVATION LLC	C	30,000.	38,182.
GCM PRIMUS V LLC	C	33,263.	24,567.
GCM VENTURES 2000	C	100,000.	61,987.
HUTCHINSON WHAMPOA LTD	C	6,689.	35,987.
SWIRE PACIFIC LIMITED	C	10,448.	44,361.
VORNADO REALTY TRUST	C	16,201.	25,832.
PLAINS ALL AMERICAN PIPELINE	C	51,026.	62,790.
BERKSHIRE INCOME REALTY INC	C	33,781.	2,703.
CSA MEDICAL SER A PREFERRED	C		
FIVE STAR TECHNOLOGIES	C	32,136.	25,636.
IMALUX PREFERRED SERIES C	C	19,999.	19,986.
KOREA FUND	C		
FIRST TRUST ISE REVERE NAT GAS	C		
ISHARES MSCI EMERGING MKTS	C	142,432.	183,422.
FST FUEL TECHNOLOGIES PROM NOT	C		
FST LIFE SCIENCES INC PROM NOT	C		
CSA MEDICAL PROM NOTE	C	25,000.	25,000.
SYRGIS PERFORMANCE PROD	C	21,416.	35,197.
TERRA IMAGE USA	C	20,000.	20,000.
MONSANTO COMPANY	C		
CSX CORP	C	39,493.	58,149.
3M CO	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MCDONALD'S CORP	C	50,716.	61,408.
NIKE INC CL B	C	40,230.	59,794.
KINDER MORGAN ENERGY PSHIP	C	50,485.	63,234.
SUNOCO LOGISTICS PSHIP	C	47,027.	66,872.
INTUITIVE SURGICAL	C		
HEWLETT PACKARD	C		
MICROSOFT CORP	C	39,175.	41,865.
NUANCE COMMUNICATIONS	C	43,554.	55,904.
EAGLE ROTARY SYSTEMS	C	20,000.	20,000.
RESET MEDICAL	C	4,545.	4,545.
ANNALY CAPITAL MGMT	C	48,864.	44,800.
BANK OF NY CAPITAL PREF 5.95%	C	39,847.	46,176.
HSBC HDGS PLC 8.125% 04/15/13	C		
JPM CHASE CAPITAL XXVI	C	39,854.	43,056.
USB CAPITAL XII	C	41,173.	48,438.
VORNADO REALTY TRUST PREF	C	43,284.	51,852.
RESET MED INC PROM NOTE 18%	C		
MEDCO HEALTH SOLUTIONS	C	31,858.	30,635.
ACADIA CA REDEVEL AGNCY	C	25,460.	23,341.
NORTHEASTERN OH UNIV	C	25,288.	24,033.
FLORIDA STATE GOVT UTIL	C	25,649.	23,547.
UNION COUNTY ILLINOIS	C	26,333.	23,527.
CLIFFS NATURAL RESOURCES	C	44,111.	64,358.
RPM INTL INC	C	53,262.	55,250.
CATERPILLAR INC	C	39,244.	44,489.
WALT DISNEY	C	49,610.	50,639.
APACHE CORP	C	41,735.	50,673.
ENERPLUS RESOURCES FUND	C	28,588.	30,840.
NOBLE CORPORATION	C	33,421.	35,770.

MATHER, RICHARD CUSTODY 15-6018423

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI SINGAPORE	C	25,179.	25,276.
BRISTOL MYERS SQUIBB	C	23,687.	23,832.
NOVO-NORDISK	C	49,842.	53,471.
APPLE INC	C	49,234.	64,512.
GOOGLE INC	C	54,531.	59,397.
TEXAS INSTRUMENTS INC	C	40,008.	52,000.
GOLDMAN SACHS GROUP	C	12,500.	11,575.
CHINA FUND INC	C	19,055.	17,875.
IQ CANADA SM CAP	C	26,245.	28,917.
ISHARES FTSE CHINA INDEX	C	19,525.	19,200.
ISHARES MSCI AUSTRALIA INDEX	C	74,919.	77,592.
ISHARES MSCI CANADA INDEX	C	50,900.	53,475.
ISHARES MSCI GERMANY INDEX	C	25,402.	25,137.
TOTALS		2,593,331.	3,240,435.

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

DESCRIPTION		AMOUNT
ROUNDING		2.
	TOTAL	2.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENTS-FIVE STAR INVESTMENT	10,000.
RETURN OF CAPITAL PRIOR YEAR	797.
DIST IN KIND (FST LIFE SCIENCE, FST FUEL, RESET MED	35,000.
COST BASIS ADJ FOR PARTNERSHIPS	2,441.
COST BASIS ADJ FOR INVENTORY	662.
PURCHASE ACCRUED INTEREST	383.
CSA MEDICAL PROM NOTE NOT IN INVENTORY	25,000.
TOTAL	74,283.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

NY

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

OFFICER NAME:
M AND T BANK
ADDRESS:
ONE M AND T PLAZA 8TH FLOOR
BUFFALO, NY 14203
TITLE:
CUSTODIAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 5,056.

OFFICER NAME:
STEPHEN E CHASE
ADDRESS:
4132 WEST SHORE MANOR ROAD
JAMESVILLE, NY 13078
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
GAY M POMEROY ESQ
ADDRESS:
P.O. BOX 4967
SYRACUSE, NY 13221-4967
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
ELIZABETH H SCHAFFER
ADDRESS:
4979 EAST LAKE ROAD RD #4
CAZENOVIA, NY 13035
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

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

OFFICER NAME:
S STERLING MCMILLAN III C/O GCM
ADDRESS:
20600 CHAGRIN BLVD
SHAKER HEIGHTS, OH 44122
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION: 5,056.

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

RECIPIENT NAME:
STEPHEN E CHASE
ADDRESS:
4132 WEST SHORE MANOR ROAD
JAMESVILLE, NY 13078
RECIPIENT'S PHONE NUMBER: 315-492-9121
FORM, INFORMATION AND MATERIALS:
IN WRITING
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
PROLITERACY
ADDRESS:
1320 JAMESVILLE AVENUE
SYRACUSE, NY 13210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RONALD MCDONALD HOUSE
ADDRESS:
1027 E GENESEE STREET
SYRACUSE, NY 13210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WCNY PUBLIC BROADCASTING
ADDRESS:
506 OLD LIVERPOOL RD
SYRACUSE, NY 13220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ENGLISH SPEAKING UNION
ADDRESS:
3140 THAYER STREET
SYRACUSE, NY 13210
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
EVERSON MUSEUM OF ART
ADDRESS:
401 HARRISON ST
SYRACUSE, NY 13202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
INTERNATIONAL CENTER OF SYRACUSE
ADDRESS:
500 S WARREN ST
SYRACUSE, NY 13202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SYRACUSE OPERA
ADDRESS:
P O BOX1223
SYRACUSE, NY 13201-1223
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SYRACUSE STAGE
ADDRESS:
820 EAST GENESEE ST
SYRACUSE, NY 13210
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNITED WAY OF CENTRAL NEW YORK
ADDRESS:
P O BOX 2129
SYRACUSE, NY 13220-2129
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SYRACUSE SYMPHONY ORCHESTRA
ADDRESS:
411 MONTGOMERY ST
SYRACUSE, NY 13202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 115,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF ROCHESTER
ADDRESS:
114 UNIVERSITY AVE
ROCHESTER, NY 14605
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
STONE QUARRY ART PARK
ADDRESS:
P O BOX 251
CAZENOVIA, NY 13035
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CAZENOVIA COLLEGE
ADDRESS:
22 SULLIVAN ST
CAZENOVIA, NY 13035
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
WRVO-FM
ADDRESS:
7060 STATE ROUTE 104
OSWEGO, NY 13126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC RADIO SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 181,750.

MATHER, RICHARD CUSTODY 15-6018423

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
	14	9,278.	
ALLIANCEBERNSTEIN	14	2,575.	
BUCKEYE PARTNERS L	14	2,678.	
ENTERPRISE PRODS P	14	2,514.	
GCM VENTURES 2000	14	7,694.	
GCM PRIMUS V LIMIT	14	3,185.	
KINDER MORGAN ENER	14	3,888.	
MAGELLAN MIDSTREAM	14	3,476.	
PLAINS ALL AMER PI	14	3,755.	
SUNOCO LOGISTICS P	14	3,612.	

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
MESABI TRUST	2,313.			2,313.
TOTALS	2,313.			2,313.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: MATHER, RICHARD CUSTODY

Employer identification number: 15-6018423

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	20,584.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	20,584.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			3,460.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	179,780.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	127.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	183,367.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			20,584.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			183,367.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			127.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			203,951.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: MATHER, RICHARD CUSTODY

Employer identification number: 15-6018423

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 500. ALLIANCEBERNSTEIN HOLDING LP	11/13/2009	02/22/2010	13,241.00	13,308.00	-67.00
100. C S X CORP COM	08/12/2009	02/22/2010	4,661.00	4,388.00	273.00
100. C S X CORP COM	08/12/2009	06/30/2010	4,991.00	4,388.00	603.00
800. GENZYME CORP COM	02/22/2010	03/25/2010	40,995.00	44,844.00	-3,849.00
1000. GOOGLE INC CL A	02/22/2010	03/02/2010	537,311.00	545,310.00	-7,999.00
30. GOOGLE INC CL A	02/22/2010	03/31/2010	16,899.00	16,359.00	540.00
20. GOOGLE INC CL A	02/22/2010	11/04/2010	12,550.00	10,906.00	1,644.00
200. MASTERCARD INC CL A	01/08/2010	11/19/2010	48,696.00	50,914.00	-2,218.00
300. MEDCO HEALTH SOLUTIONS INC	12/31/2009	02/22/2010	19,390.00	19,363.00	27.00
700. MEDCO HEALTH SOLUTIONS INC	12/31/2009	11/19/2010	41,910.00	45,181.00	-3,271.00
2500. MESABI TRUST	02/22/2010	09/09/2010	77,691.00	46,598.00	31,093.00
600. MONSANTO COMPANY	06/02/2009	01/07/2010	51,412.00	48,730.00	2,682.00
493. SUNPOWER CORPORATION-CLASS B-W/I	12/17/2009	02/22/2010	8,245.00	10,468.00	-2,223.00
400. TEXAS INSTRUMENTS INC COM	05/17/2010	12/10/2010	13,351.00	10,002.00	3,349.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 20,584.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: MATHER, RICHARD CUSTODY

Employer identification number: 15-6018423

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1500. ALLIANCEBERNSTEIN HOLDING LP	11/13/2009	12/02/2010	35,433.00	38,207.00	-2,774.00
775. CHESAPEAKE ENERGY CORP COM	12/09/2008	03/31/2010	18,246.00	11,462.00	6,784.00
2000. CHESAPEAKE ENERGY CORP COM	12/09/2008	09/24/2010	42,927.00	29,578.00	13,349.00
3600. FIRST TRUST ISE - REVERE NATURAL GAS	12/09/2008	09/10/2010	56,901.00	42,414.00	14,487.00
1625. GENERAL ELECTRIC CO COM	07/19/2007	02/22/2010	26,330.00	55,725.00	-29,395.00
3000. GENERAL ELECTRIC CO COM	12/09/2008	05/06/2010	53,805.00	63,373.00	-9,568.00
1200. GILEAD SCIENCES INC COM	10/30/2003	07/21/2010	39,828.00	16,309.00	23,519.00
1650. HSBC HOLDINGS PLC PFD 8.125%	06/24/2009	12/14/2010	45,098.00	40,192.00	4,906.00
100. HEWLETT-PACKARD CO COM	08/12/2009	11/04/2010	4,406.00	4,410.00	-4.00
1000. HEWLETT-PACKARD CO COM	08/12/2009	11/19/2010	41,797.00	44,101.00	-2,304.00
5000. HONG KONG & CHINA GAS CO LTD ADR	03/19/2002	02/22/2010	11,036.00	1,891.00	9,145.00
7000. HONG KONG & CHINA GAS CO LTD ADR	03/19/2002	12/14/2010	16,786.00	2,407.00	14,379.00
200. HUTCHINSON WHAMPOA LTD ADR	03/19/2002	06/30/2010	6,140.00	1,911.00	4,229.00
200. INTERNATIONAL BUSINESS MACHINES	03/30/2007	02/22/2010	25,412.00	18,948.00	6,464.00
150. INTERNATIONAL BUSINESS MACHINES	03/30/2007	03/31/2010	19,148.00	14,211.00	4,937.00
50. INTERNATIONAL BUSINESS MACHINES	03/30/2007	05/17/2010	6,461.00	4,737.00	1,724.00
100. INTERNATIONAL BUSINESS MACHINES	10/18/2005	11/19/2010	14,440.00	8,433.00	6,007.00
200. INTUITIVE SURGICAL INC	12/31/2008	02/22/2010	69,317.00	25,434.00	43,883.00
800. MAGELLAN MIDSTREAM PARTNERS L.P.	12/05/2003	02/22/2010	35,180.00	21,345.00	13,835.00
550. MEDTRONIC INC COM	12/12/2006	05/17/2010	23,075.00	28,558.00	-5,483.00
850. MEDTRONIC INC COM	03/19/2002	12/14/2010	31,003.00	37,054.00	-6,051.00
750. NEOGEN CORPORATION	12/05/2003	02/22/2010	17,372.00	6,071.00	11,301.00
400. NEOGEN CORPORATION	12/05/2003	03/31/2010	10,123.00	3,238.00	6,885.00
400. NEOGEN CORPORATION	12/05/2003	09/09/2010	12,366.00	3,238.00	9,128.00
200. NEOGEN CORPORATION	12/05/2003	11/19/2010	7,124.00	1,619.00	5,505.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: MATHER, RICHARD CUSTODY

Employer identification number: 15-6018423

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. NIKE INC CL B	06/08/2009	12/14/2010	8,944.00	5,747.00	3,197.00
500. NORTHROP GRUMMAN CORP COM	03/19/2002	12/14/2010	32,336.00	16,695.00	15,641.00
250. RESMED INC	04/27/2007	03/31/2010	15,936.00	10,865.00	5,071.00
1200. SYMANTEC CORP COM	08/09/2002	02/22/2010	20,388.00	9,285.00	11,103.00
700. 3M CO	11/13/2009	11/19/2010	59,458.00	54,164.00	5,294.00
300. TRANSOCEAN LIMITED	03/29/2007	05/17/2010	19,441.00	24,855.00	-5,414.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 179,780.00

MATHER, RICHARD CUSTODY 15-6018423

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY MORTGAGE MANAGEMENT INC	375.00	
CHINA FUND INC	1,045.00	
RAYONIER INC COM	2,040.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		3,460.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		3,460.00

STATEMENT 1