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Form 990-PF

Return of Private Foundation

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

2010

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

For calendar year 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATIONNumber and street (or P O box number if mail is not delivered to street address)
118 NORTH BEDFORD ROAD
ROOM/SUITE STE203

Room/suite

City or town, state, and ZIP code
MOUNT KISCO, NY 10549H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 182,266,401**J Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

A Employer identification number

23-7441901

B Telephone number (see page 10 of the instructions)

(914) 242-0465

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

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)
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1 Contributions, gifts, grants, etc, received (attach schedule)			
2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	566,937	566,937	
4 Dividends and interest from securities.	3,041,819	3,041,819	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	833,413		
b Gross sales price for all assets on line 6a 3,412,647			
7 Capital gain net income (from Part IV, line 2)		839,394	
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)	9,165,299	9,165,299	
11 Other income (attach schedule)	13,607,468	13,613,449	
12 Total. Add lines 1 through 11			

13 Compensation of officers, directors, trustees, etc	382,666		382,666
14 Other employee salaries and wages	113,867		113,867
15 Pension plans, employee benefits	19,216		19,216
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	60,656	53,456	7,200
c Other professional fees (attach schedule)	414,514	393,767	20,747
17 Interest			
18 Taxes (attach schedule) (see page 14 of the instructions)	1,249,348	1,144,071	
19 Depreciation (attach schedule) and depletion	837,776	1,345,058	
20 Occupancy	47,156		47,156
21 Travel, conferences, and meetings	11,946		11,946
22 Printing and publications			
23 Other expenses (attach schedule)	273,145	149,405	123,670
24 Total operating and administrative expenses.			
Add lines 13 through 23	3,410,290	3,085,757	726,468
25 Contributions, gifts, grants paid.	12,459,082		12,459,082
26 Total expenses and disbursements. Add lines 24 and 25	15,869,372	3,085,757	13,185,550

27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	-2,261,904		
b Net investment income (if negative, enter -0-)		10,527,692	
c Adjusted net income (if negative, enter -0-)			

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	59,902	67,731	67,731
2	Savings and temporary cash investments	3,794,274	1,656,167	1,656,167
3	Accounts receivable ► <u>697,915</u>			
	Less allowance for doubtful accounts ► _____	648,661	697,915	697,915
4	Pledges receivable ► _____			
	Less allowance for doubtful accounts ► _____			
5	Grants receivable		137,818	137,818
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 ► _____			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	6,491,045	5,093,652	5,117,203
b	Investments—corporate stock (attach schedule)	42,712,392	44,925,616	125,367,837
c	Investments—corporate bonds (attach schedule)	8,112,055	7,833,645	8,295,584
11	Investments—land, buildings, and equipment basis ► <u>4,841,163</u>			
	Less accumulated depreciation (attach schedule) ► <u>416,595</u>	4,423,487	4,424,568	
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	40,587,123	39,744,939	40,591,070
14	Land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
15	Other assets (describe ► _____)	349,823	334,799	335,076
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	107,178,762	104,916,850	182,266,401
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	25,119,036	20,450,131	
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)	25,119,036	20,450,131	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input checked="" 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	82,059,726	84,466,719	
30	Total net assets or fund balances (see page 17 of the instructions)	82,059,726	84,466,719	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	107,178,762	104,916,850	

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	82,059,726
2	Enter amount from Part I, line 27a	2	-2,261,904
3	Other increases not included in line 2 (itemize) ► _____	3	4,668,905
4	Add lines 1, 2, and 3	4	84,466,727
5	Decreases not included in line 2 (itemize) ► _____	5	8
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	84,466,719

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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	
a See Additional Data Table			
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	839,394
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	30,181

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

 Yes No

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

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	13,069,440	159,857,073	0 081757
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
2 Total of line 1, column (d).			2 0 343575
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 068715
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 174,310,492
5 Multiply line 4 by line 3.			5 11,977,745
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 105,277
7 Add lines 5 and 6.			7 12,083,022
8 Enter qualifying distributions from Part XII, line 4.			8 13,185,550

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 <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	105,277
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	105,277
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	6a 6b 6c 6d	137,070
a	2010 estimated tax payments and 2009 overpayment credited to 2010		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	137,070
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 31,793 Refunded <input checked="" type="checkbox"/> 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	No
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)?		
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?	1c Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____	2	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4a 4b	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> NY, TX	7 8b Yes	Yes
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? <i>If "No," attach explanation.</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►MATHERSFOUNDATION.ORG				
14	The books are in care of ►DONALD HANDELMAN	Telephone no ►(914) 939-4060		
	Located at ►4 INTERNATIONAL DRIVE RYE BROOK NY	ZIP +4 ►10573		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year ►			
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		
	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.	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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" 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)? ► 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). ► 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)?	1b	No
	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	
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 <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? ► Yes <input checked="" type="checkbox"/> 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	No
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	No

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

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 Additional Data Table See Additional Data Table				

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 	ADMINISTRATOR 35 00	113,867		
MATHERS FOUNDATION 118 NO BEDFORD RD MOUNT KISCO, NY 10549				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	

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 PO BOX 817 PURCHASE, NY 105770817	INVESTMENT ADVI	393,767
ANCHIN BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	ACCOUNTING/AUDI	53,456
Total number of others receiving over \$50,000 for professional services.	►	

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
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

1 N/A	Amount
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 130,673,392
b	Average of monthly cash balances.	1b 159,063
c	Fair market value of all other assets (see page 24 of the instructions).	1c 46,132,512
d	Total (add lines 1a, b, and c).	1d 176,964,967
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 176,964,967
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 2,654,475
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 174,310,492
6	Minimum investment return. Enter 5% of line 5.	6 8,715,525

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 8,715,525
2a	Tax on investment income for 2010 from Part VI, line 5.	2a 105,277
b	Income tax for 2010 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 105,277
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 8,610,248
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 8,610,248
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 8,610,248

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 13,185,550
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 13,185,550
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).	5 105,277
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 13,080,273

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				8,610,248
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005.	2,389,257			
b From 2006.	2,712,568			
c From 2007.	2,104,859			
d From 2008.	4,700,213			
e From 2009.	5,304,122			
f Total of lines 3a through e.	17,211,019			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ _____ 13,185,550				
a Applied to 2009, 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 2010 distributable amount.				8,610,248
e Remaining amount distributed out of corpus	4,575,302			
5 Excess distributions carryover applied to 2010 (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:	21,786,321			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	2,389,257			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	19,397,064			
10 Analysis of line 9				
a Excess from 2006.	2,712,568			
b Excess from 2007.	2,104,859			
c Excess from 2008.	4,700,213			
d Excess from 2009.	5,304,122			
e Excess from 2010.	4,575,302			

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 2010, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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
118 NORTH BEDFORD ROAD
MOUNT KISCO, NY 105492555
(914) 242-0465

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

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

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

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	12,459,082
b Approved for future payment See Additional Data Table				
Total			► 3b	20,435,120

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) 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	566,937	
4 Dividends and interest from securities.			14	3,041,819	
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	9,011,859	
8 Gain or (loss) from sales of assets other than inventory			18	833,413	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue aSALE OF WATER			1	55	
b FARM RENT CROP PROCEEDS			16	107,029	
c CROP DAMAGES- OIL COMPANIES			1	2,500	
d PASTURE RENTALS			16	38,063	
e PASTURE RENT DAMAGE PROCEED			16	5,793	
12 Subtotal Add columns (b), (d), and (e).				13,607,468	
13 Total Add line 12, columns (b), (d), and (e).					13,607,468

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(8) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization

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		
<p>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.</p>				
<p>***** Signature of officer or trustee</p>	<p>2011-05-20 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date 2011-06-28</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name ►</p>	<p>NANCY T WINCHELL CPA 2 TADLER DRIVE</p>		
	<p>Firm's address ►</p>	<p>MAHOPAC, NY 105411706</p>		
		<p>Firm's EIN ► Phone no</p>		

TY 2010 Accounting Fees Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	53,456	53,456		
TAX PREPARATION	7,200			7,200

TY 2010 Compensation Explanation

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Person Name	Explanation
DONALD E HANDELMAN	
WILLIAM HANDELMAN	
JOSEPH HANDELMAN	
JOHN YOUNG CAHILL GORDON REINDEL	
DONALD FIZER	
WILLIAMS MILLER	
JAMES HANDELMAN	
RICHARD HANDELMAN	

TY 2010 Employee Compensation Explanation

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Employee	Explanation
BEVERLY CHEIKEN	

**TY 2010 Investments Corporate
Bonds Schedule**

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300000 CITIGROUP INC		
200000 UNITED TECHNOLOGIES CORP		
300000 XCEL ENERGY INC MINN		
300000 MCDONALDS CORP MED TERM 6%	298,245	304,735
25000 GENERAL ELECTRIC CAP CORP 5.5	249,665	253,964
250000 EL PASO CORP 7.00%	249,555	254,305
300000 HSBC FIN CORP 5.45%	300,000	305,401
300000 ATLANTIC RICHFIELD CO MTN 8.	300,000	317,529
PEPCO HOLDING INC 2.683%		
300000 DOW CHEMICAL 2.588%	327,939	323,199
300000 NY STATE ELEC & GAS 2.412%	326,292	317,281
250000 WELLS FARGO & CO 2.33%	264,097	264,563
200000 GENERAL ELECTRIC CO 5.0%	199,252	213,795
265000 MCKESSON CORP 2.569%	285,111	284,624
250000 PPG INDs INC 2.724%	273,577	271,339
240000 EATON CORP 2.484%	259,044	258,884
200000 CREDIT SUISSE FIRST BST 5.5%	199,910	218,910
300000 OHIO PWR CO 2.95%	329,472	328,578
200000 HEWLETT PACKARD CO 6.125%	199,122	226,485
300000 GE CAPITAL INTERNOTES 5.85%	300,000	317,260
300000 DOW CHEMICAL CO SR INTR 5.1%	300,000	301,454
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	266,850
300000 VERIZON COMMUNICATIONS 5.55%	300,000	336,277
300000 BELLSOUTH CORP 5.25	299,367	330,006
300000 DUPONT EI DENEMOURS 5.25%	298,020	335,554
300000 GENERAL MLS INC 5.7%	296,745	337,393
300000 AT&T INC 5.5%	297,300	333,265
300000 PEPSICO INC 5.0%	298,458	331,169
300000 ALCOA INC 6.75%	295,745	326,878
300000 INGERSOLL-RAND GLBL 6.875%	290,340	345,281
300000 BANK OF AMERICA CORP 5.49%	298,383	292,636
250000 CONSOLIDATED EDISON 6.65%	249,636	297,969

**TY 2010 Investments Corporate
Stock Schedule**

Name: THE G HAROLD & LEILA Y MATHERS

CHARITABLE FOUNDATION

EIN: 23-7441901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
63000 SH BP PLC SPONS ADR	615,538	2,782,710
20000 SH CENOVUS ENERGY INC	550,163	664,800
28066 SH COVIDIEN PLC DUBLIN-USD	627,780	1,281,494
100000 INGERSOLL-RAND CO	1,652,260	4,709,000
30066 SH TYCO ELECTRONICS LTD	467,703	1,064,336
34066 SH TYCO INTL LTD CHF	643,082	1,411,695
35200 SH 3M COMPANY	344,696	3,037,760
90000 SH ALCOA INC	707,620	1,385,100
40080 SH ALLSTSTE CORP	348,499	1,277,750
25000 SH AMGEN INC	1,730,709	1,372,500
38000 SH AUTOMATIC DATA PROCESSING	1,332,294	1,758,640
40000 SH AVERY DENNISON CORP	464,895	1,693,600
48076 SH BAXTER INTL INC	316,276	2,433,607
25000 SH BLACK & DECKER CORP		
70000 SH BRISTOL MYERS SQUIBB CO	267,955	1,853,600
30000 SH CATERPILLAR INC	123,917	2,809,800
38000 SH COLGATE PALMOLIVE CORP	537,887	3,054,060
70000 SH CONSGRA FOODS INC	1,533,288	1,580,600
90000 SH CORNING INC	352,168	1,738,800
70000 SH DOW CHEMICAL CO	611,586	2,389,800
90000 SH DUKE ENERGY	1,432,874	1,602,900
45000 SH E I DUPONT DE NEMOURS & CO	903,055	2,244,600
48000 SH EMERSON ELECTRIC CO	1,287,420	2,744,160
33000 SH ENTERGY CORPORATION NEW	714,370	2,337,390
50000 FPL GROUP INC		
25785 SH FRONTIER COMMUNICATIONS COR	68,082	250,888
135000 SH GENERAL ELECTRIC CO	235,143	2,469,150
15000 SH GENZYME CORP	827,285	1,068,000
25000 SH GILEAD SCIENCES INC	1,027,350	906,000
75000 SH HALLIBURTON CORP	542,669	3,062,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25000 SH HOME DEPOT INC	708,498	876,500
85000 SH HONEYWELL INTL INC	534,725	4,518,600
45000 SH IMS HEALTH INC		
90000 SH INTEL CORP	2,107,601	1,892,700
65000 SH INTERNATIONAL PAPER CO	1,277,237	1,770,600
25000 SH INTERNATIONAL BUSINESS MACH		
112000 SH KELLOGG CO	376,250	5,720,960
87000 SH KIMBERLY CLARK CORP	302,873	5,484,480
95000 SH MARATHON OIL CORP	975,676	3,517,850
22000 MCDONALDS CORP	1,221,194	1,688,720
40000 MC KESSON CORP	553,135	2,815,200
82000 SH MERCK & CO INC	178,561	2,955,280
70000 MICROSOFT CORP	1,755,450	1,953,700
29969 SH NEWMONT MINING CORP	325,031	1,840,996
50000 SH NEXTERA ENERGY INC	778,157	2,599,500
214383 SH PFIZER INC	1,678,280	3,753,846
49806 SH PLAINS EXPL & PRODTN	1,556,592	1,600,765
84000 SH PROCTER & GAMBLE	282,791	5,403,720
80000 SPECTRA ENERGY CORP	1,631,346	1,999,200
31875 SH STANLEY BLACK & DECKER INC	628,730	2,131,481
104000 SH SYSCO CORP	703,740	3,057,600
75000 SH TEMPLE INLAND INC	685,685	1,593,000
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	1,968,000
107422 SH VERIZON COMMUNICATIONS	1,111,319	3,843,559
30000 SH WAL-MART STORES INC	1,526,014	1,617,900
28000 SH INTL BUSINESS MACHINES CORP	539,349	4,109,280
1348 SH ABB LTD	22,581	30,083
824 SH ADIDAS AG ADR	23,295	30,215
250 SH AKZO NOBEL NV		
1304 SH ANGLO AMERN PLC	35,337	34,047

Name of Stock	End of Year Book Value	End of Year Fair Market Value
529 SH ANHEUSER BUSCH INBEV SPONS	30,530	29,687
1452 SH AUSTRALIA & NEW ZEALAND BKG	29,577	34,906
993 SH AXA SA SPD		
1596 SH BANCO BILBAO VIZCAYA		
1125 SH BANCO BILBAO	15,667	11,441
1151 SH BANCO BRADESCO SPONS ADR	22,723	23,354
1762 SH BANCO SANTADER SA		
717 SH BANCO SANTADER SA	8,158	7,636
661 SH BARCLAYS PLC	12,277	10,920
157 SH BASF AKTIENGESLLSCHAFT		
440 SH BASF SE	28,002	35,182
313 SH BAYER AG	27,885	22,962
185 SH BG GROUP PLC		
262 BG GROUP PLC	20,635	26,724
497 SH BHP BILLITON LTD	24,245	46,181
654 SH BNP PARIBAS SPND ADR	28,572	20,895
305 SH BP PLC		
435 SH BRITISH AMERN TOB PLC		
457 SH BRITISH AMERN TOB PLC	30,982	35,509
274 SH CANADIAN IMPERIAL BANK	19,621	21,482
462 SH CANON INC PLC	26,668	23,719
1057 SH COCA-COLA HELLENIC ADR		
252 SH CREDIT SUISSE GROUP SPNS ADR		
204 SH DEUTSCHE BANK		
302 SH DIAGO PLC SPON	20,549	22,448
547 SH EDP ELECTRICIDADE DE PORTUGAL		
351 SH ETABLISSEMENTS DELHAIZE FRERE		
546 SH FRESENIUS MED CARE AG		
486 SG FRESENIUS MEDICAL CARE	21,507	28,037
632 SH GLAXO SMITHKLINE	35,136	24,787

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1190 SH HEINEKEN NV	23,447	23,105
2866 SH HENNES & MARITZ AB ADR	16,765	19,231
462 SH HITACHI LTD ADR	18,308	24,648
607 SH HONDA MTR LTD ADR	28,054	28,638
453 SH IMPERIAL TOB GROUP PLC		
517 SH IMPERIAL TOB GROUP PLC	40,254	31,925
825 SH ITOCHU CORP ADR	14,667	16,624
465 SH JOHNSON MATTHEY PLC	27,865	29,738
2252 SH KEPPEL LTD		
2916 SH KEPPEL LTD SPONSORED ADR	34,396	51,467
295 SH KOMATSU LTD	23,355	35,955
2107 SH KONINKLIJKE AHOLD NV	24,163	27,791
2404 SH KONINKLIJKE AHOLD		
259 SH KYOCERA CORP	23,896	26,465
1106 SH LUXOTTICA GROUP SPA SPA ADR	35,316	33,866
562 SH LVMH HOET HENNESSY LOUIS VUIT		
688 SH LVMH MOET HENNESSY LOUIS	16,516	22,807
413 SH MITSUBISHI ELEC CORP	43,021	43,386
2882 SH MITSUBISHI UFJ FINL GROUP AP	25,319	11,264
66 SH MITSUI & CO LTD ADR	33,374	21,630
847 SH NESTLE SA SPON ADR	32,835	49,821
1345 SH NOKIA CORP		
456 SH NOVARTIS AG SPONS ADR	26,626	26,881
1826 SH PORTUGAL TELECOM		
260 SH POSCO SPON ADR	29,982	27,999
842 SH PUBLICIS GROUPE ADR	18,590	22,044
596 SH PUBLICIS SA NEW		
850 SH REXAM PLC		
264 SH RICOH CO	26,823	19,393
264 SH RIDH LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
625 SH RIO TINTO PLC	36,179	44,788
612 SH ROCHE HOLDINGS LTD SPONS	27,480	22,430
749 SH ROLLS ROYCE GROUP		
402 SH ROYAL DUTCH SHELL PLC ADR	23,021	26,801
140 SH ROYAL DUTCH SHELL		
1685 SH ROYAL KPN NV SPONS	24,177	24,719
208 SH RWE AG		
303 SH SIEMENS AG		
388 SH SIEMENS AG	40,035	48,209
603 SH SMITH& NEPHEW PLC	34,735	31,688
550 SH SONY CORP SPON ADR	20,499	19,641
2255 SH SUMITOMO CORP SPD ADR	36,652	31,615
542 SH SUMITOMO METALS INDS		
432 SH SYNGENTA AG ADR	24,329	25,393
294 SH SYNGENTA AG ADR		
1911 SH TAIWAN SEMICONDUCTOR	20,868	23,964
523 SH TECK RESOURCES LTD CL B	25,617	32,337
445 SH TELEFONICA SA		
1634 SH TESCO PLC SPONS	41,703	32,974
534 SH TEVA PHARMACEUTICALS INDS ADR	17,499	27,837
576 SH TEVA PHARMACEUTICAL INDS ADR		
751 SH TOKIO MARINE HOLDINGS INC	28,452	22,230
256 SH TOTAL SA	13,762	13,762
255 SH TOYOTA MTR CORP		
1124 SH UNILEVER NV NY SHS	36,485	35,294
1141 SH UNILEVER NV NY SHS NEW		
517 SH VODAPHONE GROUP PLC	11,070	13,669
273 SH WESTPAC BKG CORP	23,949	31,248
926 SH WOLTERS KLUWER NV	27,125	20,546
980 SH ZURICH FINL SVCS SPON ADR	17,026	25,372

Name of Stock	End of Year Book Value	End of Year Fair Market Value
596 SH ZURICH FINANCIAL SERVICES		
ACCRUED DIV ADJ		

TY 2010 Investments Government Obligations Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

**US Government Securities - End of
Year Book Value:** 5,093,652

**US Government Securities - End of
Year Fair Market Value:** 5,117,203

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Investments - Land Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	4,841,163	416,595	4,424,568	

TY 2010 Investments - Other Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES	FMV	39,239,224	40,077,000
LESS: ACC. DEPR.- OIL & GAS	AT COST		
LYNN COUNTY ROALTY PROPERTY	FMV	460,000	460,000
INT'L ACCT-5418 SH ISHARES FD JAPAN	AT COST	45,715	54,070

TY 2010 Other Assets Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXCISE TAX	32,070	31,785	32,062
OTHER ASSETS	186	28	28
ACCRUED INTEREST	317,567	302,986	302,986

TY 2010 Other Decreases Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Description	Amount
ROUNDING	8

TY 2010 Other Expenses Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OIL & GAS EXPENSE	78,725	78,655		
INSURANCE	63,520			63,520
OFFICE EXPENSE	15,316			15,316
COMPUTER	818			818
DEPRECIATION	1,996	271		1,725
FARM RENT EXPENSES	24,626	24,626		
PASTURE RENT EXPENSES	8,437	8,437		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	36,691	36,691		
SUBSCRIPTIONS	22			22
OTHER FOREIGN INVESTMENT ACCO	725	725		
TELEPHONE	1,843			1,843
LEGAL	425			425
APPRAISAL FEES	37,916			37,916
BANK FEES	585			585

TY 2010 Other Income Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	8,967,053	8,967,053	
LEASE RENTAL- OIL & GAS	2,606	2,606	
LEASE BONUS- OIL & GAS	42,200	42,200	
SALE OF WATER	55	55	
FARM RENT CROP PROCEEDS	107,029	107,029	
CROP DAMAGES- OIL COMPANIES	2,500	2,500	
PASTURE RENTALS	38,063	38,063	
PASTURE RENT DAMAGE PROCEEDS	5,793	5,793	

TY 2010 Other Increases Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Description	Amount
DECREASE IN GRANTS PAYABLE	4,668,905

TY 2010 Other Professional Fees Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	393,767	393,767		
CONSULTING	20,747			20,747

TY 2010 Taxes Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION
EIN: 23-7441901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	786,315	786,315		
PRODUCTION TAX EXPENSE	352,065	352,065		
EXCISE TAX	105,277			
FOREIGN TAX	5,691	5,691		

Additional Data**Software ID:**
Software Version:**EIN:** 23-7441901**Name:** THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

	(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.)
A	14 08 ACRES SECT 1218/1224 WC YOUNG	P	2019-01-01	2010-05-06
B	300,000 CITIGROUP INC 7 25%	P	2000-10-03	2010-10-01
C	297 SH KONINKLIJKE AHOOLD NV	P	2008-01-07	2010-03-09
D	351 SH DELHAIZE LE LION	P	2009-08-20	2010-09-24
E	9 0 ACRES SECT 1224 & SF 8373 WC YOU	P	2019-01-01	2010-05-19
F	300000 XCEL ENERGY INC MINN 7 0%	P	2000-12-14	2010-12-01
G	46 SH TELEFONICA SA	P	2007-02-14	2010-05-14
H	204 SH DEUTSCHE BANK AG	P	2009-08-20	2010-09-24
I	300000 FEDERAL NATL MTG ASSN	P	2000-01-12	2010-01-15
J	18 SH TELEFONICA SA	P	2009-08-20	2010-03-09
K	42 SH TEVA PHARMACEUTICAL IND LTD	P	2007-01-10	2010-05-14
L	250 SH HEINEKEN NV ADR	P	2009-08-20	2010-10-25
M	5000 SH WILLIAMS COMM CLSS ACTION SU	P	1997-02-10	2010-02-18
N	1045 SH BANCO SANTADER CENTRAL HISPA	P	2009-08-20	2010-05-14
O	908 SH BANCO BILBAO VIZCAYA	P	2009-08-20	2010-05-14
P	480 SH SUMITOMO METAL IND	P	2009-08-20	2010-10-25
Q	5000 SH IMS HEALTH INC	P	2002-05-22	2010-02-26
R	1038 SH PORTUGAL TELECOM SGPS SA	P	2009-08-20	2010-05-14
S	575 SH COCA-COLA HELLENIC	P	2007-02-14	2010-05-14
T	62 SH SUMITOMO METAL IND	P	2009-06-25	2010-10-26
U	5000 SH IMS HEALTH INC	P	2002-04-23	2010-02-26
V	788 SH PORTUGAL TELECOM SGPS SA	P	2009-08-20	2010-06-18
W	1345 SH NOKIA CORP	P	2009-08-20	2010-05-14
X	462 SH ISHARES MSCI JAPAN	P	2009-06-12	2010-11-12
Y	5000 SH IMS HEALTH INC	P	2002-07-25	2010-02-26
Z	451 SH CREDIT SUISSE GROUP SPONS	P	2009-08-20	2010-09-24
AA	367 SH TELEFONICA SA	P	2009-08-20	2010-05-14
AB	208 SH RWE AKTIENGESELLSCHAFT SPONS	P	2009-08-20	2010-11-12
AC	30000 SH IMS HEALTH INC	P	2005-06-13	2010-02-26
AD	1019 SH SHISEIDO LTD SPONS	P	2010-06-18	2010-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	305 SH BP PLC	P	2009-08-20	2010-06-01
AF	850 SH REXAM PLC	P	2009-08-20	2010-11-12
AG	5000 SH KELLOGG CO	P	1983-01-03	2010-05-21
AH	64 SH AKZO NOBEL NV	P	2009-12-15	2010-10-25
AI	688 SH BANCO BILBAO VIZCAYA	P	2009-08-20	2010-06-18
AJ	200000 UNITED TECHNOLOGIES CORP	P	2000-11-09	2010-06-15
AK	714 SH HENNES & MAURITZ AB ADR	P	2010-06-18	2010-10-25
AL	547 SH ELECTRIC DE PORTUGAL SP ADR	P	2009-08-20	2010-06-18
AM	300000 PEPCO HOLDINGS INC 2 683%	P	2009-12-04	2010-07-08
AN	186 SH AKZO NOBEL NV SPONS ADR	P	2009-12-15	2010-10-26
AO	749 SH ROLLS ROYCE PLC	P	2009-08-20	2010-06-18
AP	548 SH FRONTIER COMUNICATIONS CORP	P	1992-02-12	2010-07-13
AQ	1513 SH HENNES & MAURITZ AB ADR	P	2020-06-18	2010-10-26
AR	14 SH TELEFONICA SA	P	2007-03-27	2010-06-18
AS	200 SH KIMBERLY CLARK CORP	P	1984-01-18	2010-09-20
AT	255 SH TOYOTA MTR CORP ADR 2	P	2009-08-20	2010-02-03
AU	331 SH COCA-COLA HELLENIC	P	2009-08-20	2010-06-21
AV	1800 SH KIMBERLY CLARK CORP	P	1983-01-03	2010-09-20
AW	151 SH COCA-COLA HELLENIC SPD ADR	P	2009-08-20	2010-03-09
AX	17 SH UNILEVER NV	P	2008-01-07	2010-06-21
AY	3000 SH KELLOGG CO	P	1983-01-03	2010-09-20
AZ	60 SH FRESENIUS MEDICAL CARE ADR	P	2007-02-27	2010-03-09
BA	993 SH AXA	P	2009-08-20	2010-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	13,161		251	12,910
B	300,000		298,626	1,374
C	3,925		3,959	-34
D	25,696		29,061	-3,365
E	13,500		163	13,337
F	300,000		299,148	852
G	3,371		3,110	261
H	11,282		27,822	-16,540
I	300,000		298,968	1,032
J	1,319		1,320	-1
K	2,577		1,376	1,201
L	6,645		6,839	-194
M	1,884			1,884
N	10,847		13,645	-2,798
O	10,056		21,199	-11,143
P	11,462		26,872	-15,410
Q	110,000		106,450	3,550
R	9,915		10,475	-560
S	13,055		15,890	-2,835
T	1,460		1,691	-231
U	110,000		103,200	6,800
V	8,538		7,953	585
W	13,744		28,315	-14,571
X	4,740		4,407	333
Y	110,000		71,300	38,700
Z	20,013		20,391	-378
AA	20,620		24,501	-3,881
AB	14,192		19,655	-5,463
AC	660,000		302,658	357,342
AD	23,156		22,408	748

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	11,298		15,732	-4,434
AF	20,952		43,694	-22,742
AG	278,958		13,059	265,899
AH	3,840		4,193	-353
AI	7,884		7,279	605
AJ	205,629		199,028	6,601
AK	5,198		4,177	1,021
AL	17,555		28,342	-10,787
AM	333,921		329,199	4,722
AN	11,001		12,185	-1,184
AO	33,123		35,904	-2,781
AP	4		3	1
AQ	10,604		8,850	1,754
AR	841		918	-77
AS	13,273		1,069	12,204
AT	18,943		34,134	-15,191
AU	7,521		8,683	-1,162
AV	119,458		9,275	110,183
AW	4,089		4,396	-307
AX	491		628	-137
AY	152,290		7,835	144,455
AZ	3,242		2,872	370
BA	17,374		30,145	-12,771

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A			12,910
B			1,374
C			-34
D			-3,365
E			13,337
F			852
G			261
H			-16,540
I			1,032
J			-1
K			1,201
L			-194
M			1,884
N			-2,798
O			-11,143
P			-15,410
Q			3,550
R			-560
S			-2,835
T			-231
U			6,800
V			585
W			-14,571
X			333
Y			38,700
Z			-378
AA			-3,881
AB			-5,463
AC			357,342
AD			748

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
AE			-4,434
AF			-22,742
AG			265,899
AH			-353
AI			605
AJ			6,601
AK			1,021
AL			-10,787
AM			4,722
AN			-1,184
AO			-2,781
AP			1
AQ			1,754
AR			-77
AS			12,204
AT			-15,191
AU			-1,162
AV			110,183
AW			-307
AX			-137
AY			144,455
AZ			370
BA			-12,771

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E HANDELMAN 	PRES/DIR 4 00	18,000	0	0
MEYER HANDELMAN COMPANY 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573				
WILLIAM HANDELMAN 	VP/ASST TR/D 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 4 INERNATIONAL DRIVE RYE BROOK, NY 10573				
JOSEPH HANDELMAN 	ASST SECRETA 2 00	18,000	0	0
MEYER HANDELMAN COMPANY 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL 	DIRECTOR 2 50	18,000	0	0
80 PINE STREET NEW YORK, NY 10005				
DONALD FIZER 	DIRECTOR 2 00	8,000	0	0
FIZERBECKWEBSTERBENTLEYSCROGGINS 1330 POST OAK BLVD SUITE 2900 HOUSTON, TX 77056				
WILLIAM S MILLER 	DIRECTOR 1 50	18,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
JAMES HANDELMAN 	FOUNDTN MGR 40 00	284,666	0	0
MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO, NY 10549				
RICHARD HANDELMAN 	TREASURER 1 00	0	0	0
MEYER HANDELMAN COMPANY 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL 333 SOUTH STREET SHREWSBURY, MA 01544	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERS I	178,032
STANFORD UNIVERSITY BECKMAN CENTER 326 GALVEZ STREET STANFORD, CA 943056105	NONE	PUBLIC	NEURAL FUNCTION MOLECULES TO NETWORK	483,666
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANFORD, CA 943055437	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLACTICITY	275,000
WASHINGTON UNIVERSITY SCHOOL OF MEDICINE 7425 FORSYTHE AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONAL CIRCUIT FUNCTION/OLFACTORY	94,219
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS/EXPLAIN SPECIATIO	150,000
UNIVERSITY OF CALIFORNIA CHEADE HALL ROOM 4219 SANTA BARBARA, CA 93106	NONE	PUBLIC	EPIGENETIC CONTROL OF GENE EXPRESSTIO	197,865
DIRECT RELIEF INTERNATIONAL 27 S LA PATER LANE SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL SUPPORT	25,000
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA SUITE 100 SANTA BARBARA, CA 931031704	NONE	PUBLIC	GENERAL SUPPORT	20,000
SANTA BARBARA MEALS ON WHEELS PO BOX 6099 SANTA BARBARA, CA 931066099	NONE	PUBLIC	GENERAL SUPPORT	10,000
UNIVERSITY OF CALIFORNIA 513 PARNASSUS AVE BOX 0518 SAN FRANCISCO, CA 941430518	NONE	PUBLIC	DECIPHER MOLECULAR LANG PRION STRAIN	554,738
UNIVERSITY OF CALIFORNIA 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RENEW MOLECULAR GLYCOCOLOGY RESEARC	332,752
UNIVERSITY OF CALIFORNIA 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	APES, SUGARS, & SPERM	161,700
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MOLECULAR AND CELL BIOLOGY INITIATIV	720,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	NEURONAL DIVERSITY MAMMALIAN BRAIN	250,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	IDENTIFICATION OF STEM CELLS	100,000
Total			► 3a	12,459,082

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTHWEST FOUNDATION TEXAS BIOMEDICAL RESEARCH PO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	175,000
UNIVERSITY OF UTAH HOWARD HUGHES MEDICAL INST 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS FOR MAMMALIAN DIVERS	172,500
UNIVESITY OF ROCHESTER MEDICAL CENTER 601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTOCYTIC BASIS FOR HUMANITY	124,926
CAPROCK CULTURAL ASSOCIATION 109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	10,000
GARZA COUNTY HISTORICAL MUSEUM 119 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	4,000
UNIVERSITY OF PENNSYLVANI 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	INSIGHTS INTO PROTEIN ENSEMBLE	247,500
UNIVERSITY OF PENNSYLVANI 1013 STELLAR CHANCE LAB PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN FOLDONS A NEW PARDIGM	166,104
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	RESEARCH NEURON ACTIVITY HUMAN BRAIN	332,825
COLUMBIA UNIVERSITY 1051 RIVERSIDE DRIVE NEW YORK, NY 10032	NONE	PUBLIC	TRANSFORMATION SENSORY MOTOR REPR	800,000
COLUMBIA UNIVERSITY HAVEMEYER HALL 3000 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	VIS SYNAPTIC FUNC & PLASTICITY INDIV	140,991
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	BEHAVIOR NEUOBIOLOGY C ELEGANS	167,145
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	REFUND TERMINATED RESEARCH	-137,818
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIDEMIOLOGY OF TICK BORNE DISEASES	82,500
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIGENETIC PROGRAMMING STEM CELLS	250,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MECH COMM BETWEEN NUCLEUS & CYTOPLAS	465,782
Total			► 3a	12,459,082

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	CONNECT CHROMATIN-LUMIN MAKING PORES	465,782
VANDERBILT UNIVERSITY 301 WILSON HALL PMB 407817 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN COTICAL AREAS/AWARENESS	82,490
FRIENDS OF MONTECITO LIBRARY PO BOX 5788 SANTA BARBARA, CA 93150	NONE	PUBLIC	GENERAL SUPPORT	20,000
FRIENDS OF MONTECITO LIBRARY PO BOX 5788 SANTA BARBARA, CA 93150	NONE	PUBLIC	GENERAL SUPPORT	20,000
TUFTS UNIVERSITY 169 HOLLAND STREET SOMERVILLE, MA 02144	NONE	PUBLIC	MEMORY STORAGE OUTSIDE THE BRAIN	309,008
UNIVESITY OF SOUTHERN CAL 3041 WATT WAY SUITE 126 LOS ANGELES, CA 900892520	NONE	PUBLIC	NEURAL BASIS OF CONSCIOUSNESS NEUROB	420,000
BURNHAM INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTO ANALYSIS COMPLEX 3D BIO MODELS	125,000
CENTER FOR ACADEMIC RESEARCH TRAINING 9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA, CA 920930687	NONE	PUBLIC	ESTABLISH CENTER FOR ANTHROPOLOGY	500,000
NEUROSCIENCE INSTITUTE 10640 JOHN JAY HOPKINS DR LA JOLLA, CA 92121	NONE	PUBLIC	UNDESTANDNEURAL BASES DECISION MKNG	146,055
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MOLECULAR MECH, STEM CELL REPROGRAM	554,400
UNIVESITY OF KANSAS 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	CELLULAR & TISSUE MOVEMENTS FORMATIO	89,273
MD ANDERSON CANCER CTR 1515 HOLCOMBE BLVD HOUSTON, TX 770304009	NONE	PUBLIC	PROTEIN IN SIGNALING COMPLEXES	163,925
RICE UNIVESITY 6100 MAIN STREET HOUSTON, TX 770051892	NONE	PUBLIC	CONTROLLING SPEED OF NEUROTRANSMISSN	75,147
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	PLASTICITY GABAERGIC INHIB CIRCUITS	99,986
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	LONG RNG NEURON COIRC P M HUM BRAIN	101,959
Total			► 3a	12,459,082

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RUSH UNIVERSITY MEDICAL CENTER 1750 W HARRISON STREET CHICAGO, IL 60612	NONE	PUBLIC	RESEARCH OF THE ELIC CHANNEL	125,034
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE ROOM 007C CHICAGO, IL 60637	NONE	PUBLIC	3 UTR VARIATION MICRO RNA TARGETS	275,000
MASSACHUSETTS GENERAL HOS 149 THIRTEENTH STREET CHARLESTOWN, MA 021292000	NONE	PUBLIC	NOVEL DERIVATIVES OLIGONUCLEOTIDES	92,113
WHITEHEAD INSTITUTE LINDQUIST 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS IN EVOLUTION AND MEMORY	270,000
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	DNA REPLICATION DROSOPHILA NERV SYST	283,332
EINSTEIN COLLEGE OF MEDIC 1300 MORRIS PARK AVE ULLMAN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS NEMATODE NERVOUS SYSTEM	137,080
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS NATURE	123,750
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	NEURAL NETWORK/WAKEFUL CONSCIOUSNES	171,688
BRIGHAM & WOMENS HOSPITAL HARVARD SCHOOL OF PUBLIC HEALTH 651 HUNTINGTON AVE BOSTON, MA 021156017	NONE	PUBLIC	NOVEL GENES LINK TO XBR1/UNFOLDED PR	82,500
DANA FARBER CANCER INSTITUTE 44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	DOUBLING OF GENOMES (POLYPLOIDY)	90,000
HARVARD MEDICAL SCHOOL 220 LONGWOD AVE BOSTON, MA 02115	NONE	PUBLIC	CIRCADIAN CLOCKS- MOLECULAR REGULATORS	329,775
NORTHEASTERN UNIVESITY 994 RENAISSANCE PARK 360 HUNTINGTON AVE BOSTON, MA 021155000	NONE	PUBLIC	RESEARCH DNA REPAIR & EMBRYOGENESIS	165,000
NEW YORK UNIVERSITY SCHOOL OF MEDICINE 550 FIRST AVE TISCH H550 NEW YORK, NY 100166481	NONE	PUBLIC	AKT ACTION NEUROPSYCHIATRIC DISORDER	220,000
UNIVERSITY OF CALIFORNIA BERKELEY STANLEY HALL 3220 BERKELEY, CA 947203220	NONE	PUBLIC	MITROFLUIDIC APPROACH ANALYSIS BIOM	147,905
CARNEGIE INSTITUTE OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOL DIFF CELLS W/IN VERETEBRAT	70,310
Total			► 3a	12,459,082

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JOHNS HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	EVOLUTION OF PROTEIN DOMAIN	34,937
LEHIGH UNIVERSITY 526 BROADHEAD AVE BETHLEHEM, PA 18015	NONE	PUBLIC	CONDENSATION GLOBULAR POTEINS	113,206
Total			► 3a	12,459,082

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b Approved for future payment				
BETH ISRAEL DEACONESS MEDICAL CTR330 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	NEURAL NETWORK FOR WAKEFUL CONSCIOUS	515,064
BETH ISRAEL DEACONESS MEDICAL CTR30 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS RESEARCH	618,750
BURNHAM INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTOMSTED ANAL COMPLEX 3D BIO MODEL	625,000
CENTER FOR ACADEMIC RESEARCH TRAINING IN ANTHROPOGENYUCSD 9500 GILMAN DRIVE 0687 LA JOLLA, CA 920930687	NONE	PUBLIC	ESTABLISHMENT OF THE CENTER	500,000
CENTER FOR ACADEMIC RESEARCH TRAINING IN ANTHROPOGENYUCSD 9500 GILMAN DRIVE 0687 LA JOLLA, CA 920930687	NONE	PUBLIC	CONTINUATION OF PROGRAM	2,000,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	NEURON ACTIVITY IN HUMAN BRAIN	1,000,000
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIATED CELLS	281,240
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	MOLECULAR GLYCOBIOLOGY RESEARCH	166,376
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	APES SUGARS & SPERM	80,850
UNIVERSITY OF CALIFORNIA SAN FRANCISCO 513 PARNASSUS AVE BOX 0518 SAN FRANCISCO, CA 941430518	NONE	PUBLIC	MOLECULAR LANGUAGE OF PRION STRAINS	277,370
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	NEURONAL CIRCUITS POSTMORTEM HUMAN B	509,798
COLUMBIA UNIVERSITY 1051 RIVERSIDE DRIVE NEW YORK, NY 10032	NONE	PUBLIC	SENSORY MOTOR REPRESENTATIONS	800,000
COLUMBIA UNIVERSITY HAVEMEYER HALL 300 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	SYNAPTIC FUNCTION AND PLASTICITY	563,968
DANA-FARBER CANCER CTR44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	POLYPLOIDY IMPACT ON EVOLUTION	450,000
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	685,380
Total			► 3b	20,435,120

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FRED HUTCHINSON CANCER CENTER1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATIO	225,000
HARVARD MEDICAL CENTER220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	CIRCADIAN CLOCKS	164,888
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	PROTEIN DOMAIN	139,748
LEHIGH UNIVERSITY526 BROADHEAD AVE BETHLEHEM, PA 18015	NONE	PUBLIC	CONDENSATION OF GLOBULAR PROTEINS	113,207
MD ANDERSON CANCER CTR1515 HOLCOMBE BLVD HOUSTON, TX 770304009	NONE	PUBLIC	EARLY SIGNALING COMPLEXES	655,705
MASSACHUSETTS GENERAL HOSPITAL149 THIRTEENTH STREET CHARLESTON, MA 021292000	NONE	PUBLIC	NOVEL DERIVATIVES OF OLIGONUCLEOTID	110,000
MEMORIAL SLOAN-KETTERING CANCER CENTER1275 YORK AVE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL SUPPORT	750,000
NEUROSCIENCE INSTITUTE10640 JOHN JAY HOPKINS DR SAN DIEGO, CA 92121	NONE	PUBLIC	NEURAL BASES OF DECISION MAKING	292,109
NORTHWESTERN UNIVERSITY633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH	482,154
NY UNIVERSITY SCHOOL OF MEDICINE550 FIRST AVE TISCH H550 NEW YORK, NY 100166481	NONE	PUBLIC	NEUROPSYCHIATRIC DISORDER	110,000
RUSH UNIVERSITY MEDICAL CENTER1750 W HARRISON STREET CHICAGO, IL 60612	NONE	PUBLIC	ELIC CHANNEL	125,036
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921865800	NONE	PUBLIC	MOLECULAR AND CELL BIOLOGY	360,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921865800	NONE	PUBLIC	MOLECULAR MECHANISMS	277,200
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921865800	NONE	PUBLIC	LINE RETROTRANSPOSITIONS NEURONAL DI	250,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921865800	NONE	PUBLIC	IDENTIFICATION OF STEM CELLS	100,000
Total			► 3b	20,435,120

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SOUTHWESTERN FOUNDATION TEXAS BIOMEDICAL RESEARCH PO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	900,000
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANFORD, CA 943055437	NONE	PUBLIC	MOLECULAR BRAK FOR SYNAPTIC PLASTICITY	137,500
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANFORD, CA 943055437	NONE	PUBLIC	BASIS OF NEURAL FUNCTION	483,666
TUFTS UNIVERSITY 169 HOLLAND STREET SOMERVILLE, MA 02144	NONE	PUBLIC	MEMORY STORAGE OUTSIDE THE BRAIN	154,504
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE ROOM 007C CHICAGO, IL 60637	NONE	PUBLIC	3 UTR VARIATION	137,500
UNIVERSITY OF CALIFORNIA BERKELEY STANLEY HALL 320 BERKELEY, CA 947203220	NONE	PUBLIC	MICROFLUIDIC APPROACHES	443,715
UNIVERSITY OF KANSAS 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	VERTEBRAL AXIS IN WARM BLOODED EMBRY	267,822
UNIVERSITY OF MA MEDICAL SCHOOL 333 SOUTH STREET SHREWSBURY, MA 01544	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERIST	175,094
UNIVERSITY OF ROCHESTER 601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	379,531
UNIVERSITY OF PA 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN ENSEMBLE	495,000
UNIVERSITY OF PA 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN FOLDONS	249,156
UNIVERSITY OF SO CA 3041 WATT WAY SUITE 126 LOS ANGELES, CA 900892520	NONE	PUBLIC	IMPLICATIONS FOR NEUROBIOLOGY	210,000
UNIVERSITY OF UTAH 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS	450,000
VANDERBILT UNIVERSITY PMB 407817301 WILSON HALL 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN THE CORTICAL AREA	164,979
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONAL CIRCUIT FACTORY	376,876
Total			► 3b	20,435,120

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WHITEHEAD INSTITUTE CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS IN EVOLUTION AND MEMORY	405,000
WHITEHEAD INSTITUTE CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	DNA REPLICATION	424,998
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIDEMIOLOGY OF TICK BORNE DISEASES	82,500
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	COMMUNICATION NUCLEUS AND CYTOPLASM	634,218
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	CONNECTING CHROMATIN	634,218
Total			► 3b	20,435,120