efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491280004001

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 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
ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

A Employer identification number
34-6519863

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1111 SUPERIOR AVENUE - SUITE 1000

B Telephone number (see page 10 of the instructions)
(216) 696-4200

City or town, state, and ZIP code
CLEVELAND, OH 44114

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 ☑ 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)* ▶$ 13,420,525

J Accounting method ☑ 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)	867,481			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,558	15,558		
	4	Dividends and interest from securities	329,843	329,843		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	232,279			
	b	Gross sales price for all assets on line 6a 827,759				
	7	Capital gain net income (from Part IV, line 2)		232,279		
	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)	-749			
	12	**Total.** Add lines 1 through 11	1,444,412	577,680		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	69,692	34,846		34,846
	b	Accounting fees (attach schedule)	18,000	9,000		9,000
	c	Other professional fees (attach schedule)	38,511	19,255		19,256
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,431	3,431		
	19	Depreciation (attach schedule) and depletion	0			
	20	Occupancy				
	21	Travel, conferences, and meetings	8,151			8,151
	22	Printing and publications				
	23	Other expenses (attach schedule)	57,940	47,354		10,696
	24	**Total operating and administrative expenses.** Add lines 13 through 23	195,725	113,886		81,949
	25	Contributions, gifts, grants paid	1,003,019			1,003,019
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,198,744	113,886		1,084,968
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	245,668			
	b	**Net investment income** (if negative, enter -0-)		463,794		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	3,393,524	432,220	432,220
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 ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,126,872	3,847,730	5,076,534
c	Investments—corporate bonds (attach schedule)	2,881,826	3,891,415	4,034,313
11	Investments—land, buildings, and equipment basis ▶ 81,015 Less accumulated depreciation (attach schedule) ▶	69,429	81,015	81,015
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,136,981	3,785,325	3,796,443
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)	11,608,632	12,037,705	13,420,525
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	11,608,632	12,037,705	
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)	11,608,632	12,037,705	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,608,632	12,037,705	

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	11,608,632
2	Enter amount from Part I, line 27a	2	245,668
3	Other increases not included in line 2 (itemize) ▶	3	191,729
4	Add lines 1, 2, and 3	4	12,046,029
5	Decreases not included in line 2 (itemize) ▶	5	8,324
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,037,705

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 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				
	(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	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	232,279
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	1,133,935	11,859,246	0 09562
2008	1,070,605	12,471,257	0 08585
2007	1,296,137	8,550,551	0 15159
2006	1,122,974	6,915,273	0 16239
2005	1,086,296	6,552,262	0 16579

2	**Total** of line 1, column (d).	2	0 66123
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 13225
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	12,465,047
5	Multiply line 4 by line 3.	5	1,648,440
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,638
7	Add lines 5 and 6.	7	1,653,078
8	Enter qualifying distributions from Part XII, line 4.	8	1,084,968

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 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	9,276
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	9,276
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,276
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 20,000		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	20,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	10,724
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,500 **Refunded** ▶	11	8,224

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)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶N/A

14 The books are in care of ▶LUCY I WELLER PRESIDENT Telephone no ▶(216) 696-4200

Located at ▶1111 SUPERIOR AVE - 1000 CLEVELAND OH ZIP +4 ▶44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
16	At any time during calendar year 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		No

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 ☑ 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 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		No
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 ▶ 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		No
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 ☑ 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		No
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))? ☐ 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		No
	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
	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		No

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
JAMES D IRELAND III 1111 SUPERIOR AVENUE - 1000 CLEVELAND,OH 44114	Trustee 0 00	0		
GEORGE R IRELAND 1111 SUPERIOR AVENUE - 1000 CLEVELAND,OH 44114	Treasurer 0 00	0		
CORNELIA I HALLINAN 1111 SUPERIOR AVENUE - 1000 CLEVELAND,OH 44114	Secretary 0 00	0		
LUCY I WELLER 1111 SUPERIOR AVENUE - 1000 CLEVELAND,OH 44114	President 0 00	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				

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

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

3 Five highest-paid independent contractors for professional services (see 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		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
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	11,364,179
b	Average of monthly cash balances	1b	1,290,691
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,654,870
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,654,870
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	189,823
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,465,047
6	**Minimum investment return.** Enter 5% of line 5	6	623,252

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	623,252
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,276		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,276
3	Distributable amount before adjustments Subtract line 2c from line 1			3	613,976
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	613,976
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	613,976

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	1,084,968
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	1,084,968
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,084,968

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				613,976
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. 764,141				
b From 2006. 787,238				
c From 2007. 932,653				
d From 2008. 499,952				
e From 2009. 541,450				
f **Total** of lines 3a through e.	3,525,434			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,084,968				
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). . .	0			
d Applied to 2010 distributable amount.				613,976
e Remaining amount distributed out of corpus	470,992			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,996,426			
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)	764,141			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	3,232,285			
10 Analysis of line 9				
a Excess from 2006. . . . 787,238				
b Excess from 2007. . . . 932,653				
c Excess from 2008. . . . 499,952				
d Excess from 2009. . . . 541,450				
e Excess from 2010. . . . 470,992				

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. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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

LUCY I WELLER PRESIDENT
1111 SUPERIOR AVENUE - 1000
CLEVELAND,OH 44114
(216) 696-4200

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

APPLICATION CAN BE MADE IN LETTER FORM AND INCLUDE DETAIL OF ORGANIZATION AND REQUEST

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

NO GRANTS ARE MADE TO INDIVIDUALS NO LIMITATIONS TO GEOGRAPHICAL AREA, HOWEVER, GRANTS GENERALLY MADE TO QUALIFYING ORGANIZATIONS IN THE CLEVELAND, OHIO AREA, AND OTHER LOCATIONS WHERE TRUSTEES RESIDE

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 Additional Data Table				
Total . . . . ▶ **3a**				1,003,019
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	15,558	
4 Dividends and interest from securities. . . .			14	329,843	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	230,682	1,597
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Primus Capital Fund V	900001	-1,436			
b Primus Capital Fund III	900001	-119			
c Peppertree Special Ventur	900001	415			
d Peppertree Fund, LP	900001	415			
e Cornerstone Patriot LP	900001	-24			
12 Subtotal Add columns (b), (d), and (e). .		-749		576,083	1,597

13 Total. Add line 12, columns (b), (d), and (e). 13 576,931

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

****** | 2011-09-28 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature: Phillip A Ranney	Date	Check if self-employed ☑	PTIN
Firm's name: Schneider Smeltz Ranney LaFond		Firm's EIN
Firm's address: 1111 Superior Avenue Ste 1000 Cleveland, OH 44114		Phone no (216) 696-4200

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491280004001

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 organization	**Employer identification number**
ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	34-6519863

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 lin 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	Employer identification number
ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	34-6519863

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Elizabeth Ring Mather Trust Dated 3 US Trust 114 West 47th St New York, NY 100361510	$ 867,481	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	34-6519863

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

Employer identification number
34-6519863

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **8886**

(Rev December 2010)
Department of the Treasury
Internal Revenue Service

Reportable Transaction Disclosure Statement

▶ Attach to your tax return.

▶ See separate instructions.

OMB No 1545-1800

Attachment Sequence No **137**

Name(s) shown on return (individuals enter last name, first name, middle initial)
ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

Identifying number
34-6519863

Number, street, and room or suite no
1111 SUPERIOR AVENUE - SUITE 1000

City or town, state, and ZIP code
CLEVELAND, OH 44114

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number ________ of ________

B Enter the form number of the tax return to which this form is attached or related ▶ 990PF

Enter the year of the tax return identified above ▶ 2010-12

Is this Form 8886 being filed with an amended tax return? ☐ Yes ☑ No

C Check the box(es) that apply (see instructions) ☑ Initial year filer ☐ Protective disclosure

1a Name of reportable transaction
Primus Capital Fund IV LP (FEIN#31-1526772)

1b Initial year participated in transaction
2010

1c Reportable transaction or tax shelter registration number (9 digits or 11 digits)

2 Identify the type of reportable transaction Check all box(es) that apply (see instructions)

a ☐ Listed **c** ☐ Contractual protection **e** ☐ Transaction of interest
b ☐ Confidential **d** ☑ Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest.
▶ ____________

4 Enter the number of "same as or substantially similar" transactions reported on this form. ▶ 1

5 If you participated in the transaction through another entity, check all applicable boxes and provide the information below for the entity (see instructions) (Attach additional sheets, if necessary)

a Type of entity:	☑ Partnership ☐ Trust ☐ S corporation ☐ Foreign	☐ Partnership ☐ Trust ☐ S corporation ☐ Foreign
b Name ▶	Primus Capital Fund IV LP	
c Employer identification number (EIN), if known ▶	31-1526772	
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	06-07-2011	

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction (Attach additional sheets, if necessary)

a	Name	Identifying number (if known)	Fees paid $
	Number, street, and room or suite no		
	City or town, state, and ZIP code		
b	Name	Identifying number (if known)	Fees paid $
	Number, street, and room or suite no		
	City or town, state, and ZIP code		

7 Facts

a Identity the type of tax benefit generated by the transaction Check all the boxes that apply (see instructions)

- ☐ Deductions
- ☐ Exclusions from gross income
- ☐ Absence of adjustments to basis
- ☐ Tax credits
- ☑ Capital loss
- ☐ Nonrecognition of gain
- ☐ Deferral
- ☐ Ordinary loss
- ☐ Adjustments to basis
- ☐ Other ________________

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into Also, include a description of any tax result protection with respect to the transaction

Loss on disposal of Athersys Inc (FEIN# 20-4864095) Loss information providedby Primus Capital Fund IV on K-1 received

8 Identify all individuals and entities that are involved in this transaction and are foreign, related, or tax exempt Check the appropriate box(es) (see instructions) Include their name(s), identifying number(s), address(es), and a brief description of their involvement For each foreign entity, identify its country of incorporation or existence Explain how each related individual or entity is related to you and to the other individuals and entities participating in the transaction Attach additional sheets if necessary

a Type of individual or entity: ☑ Tax-exempt ☐ Foreign ☐ Related

Name ER and WG Mather Fund — Identifying number 34-6519863

Address 1111 Superior Ave Suite 1000, Cleveland, OH 44114

Description ER & WG Mather Fund is a tax exempt entity that is invested in the Primus Capital Fund IV. The Primus Capital Fund reported a loss on the disposal of Athersys Inc. This loss is a reportable transaction under sec. 1.6011-4(B)(5) and 1.6011-4(F) of the income tax regulations per the K-1 received by the ER & WG Mather Fund.

b Type of entity: ☐ Tax-exempt ☐ Foreign ☐ Related

Name — Identifying number

Address

Description

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
EIN: 34-6519863
Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

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	PEPPERTREE FUND - SVF	P	2007-05-16	2010-05-16
B	MADRONA VENTURE FUND I-A, LP1	P	1999-11-21	2010-11-21
C	PEPPERTREE FUND	P	2001-04-21	2010-04-01
D	Pimco Total Return Fund LTCG Distri	P	2008-12-09	2010-12-09
E	Habor High Yield Bond Fund LTCG Distri	P	2008-12-21	2010-12-21
F	Artisan FDS Mid Cap LTCG Distri	P	2008-12-17	2010-12-17

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	603			-603
B	1			1
C	602			-602
D	29,070			29,070
E	2,307			2,307
F	5,304			5,304

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
A				-603
B				1
C				-602
D				29,070
E				2,307
F				5,304

Form 990PF Part XV Line 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*				
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE CLEVELAND, OH 44106	N/A	501(C)(3)	Unrestricted operating support	15,000
CLEVELAND BOTANICAL GARDENS 11030 AST BOULEVARD CLEVELAND, OH 44106	N/A	501(C)(3)	Planning and design of changes to Eleanor Armstrong Smith Glasshouse's theaters	50,000
WOMEN FOR AFGHAN WOMEN 158-24 73RD AVENUE FRESH MEADOWS, NY 11366	N/A	501(C)(3)	Unrestricted operating support	5,000
VOCATIONAL GUIDANCE 2239 EAST 55TH STREET CLEVELAND, OH 44103	N/A	501(C)(3)	Grant for power sewing enhancements	5,000
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	G R Ireland-trustee	501(C)(3)	Repair and replacement of Addison Gallery of American Art roof	100,000
ROSS ART MUSEUM OHIO WESLEYAN UNIV 60 SOUTH SANDUSKY ST DELAWARE, OH 43015	N/A	501(C)(3)	Unrestricted operating support	10,000
MOUNT VERNON GEORGE WASHINGTON HOME PO BOX 110 MT VERNON, VA 22121	N/A	501(C)(3)	Upper Garden Project	10,000
ISABELLA STEWARD GARDNER MUSEUM 208 THE FENWAY BOSTON, MA 02115	N/A	501(C)(3)	Capital gift for Extension and Preservation Project	50,000
HUNGER NETWORK 614 W SUPERIOR AVE SUITE 744 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	5,000
HOPEWELL INN 9637 STATE ROUTE 534 PO BOX 193 MESOPOTAMIA, OH 44439	N/A	501(C)(3)	Unrestricted operating support	10,000
FUND FOR OUR ECONOMIC FUTURE 1360 EAST NINTH STREET SUITE 210 CLEVELAND, OH 44114	N/A	501(C)(3)	Economic Development and stimulating economy	50,000
FREE MEDICAL CLINIC OF GREATER CLEV 12201 EUCLID AVENUE CLEVELAND, OH 44106	N/A	501(C)(3)	Unrestricted operating support	10,000
FOUNDATION CENTER 1422 EUCLID AVENUE CLEVELAND, OH 44115	N/A	501(C)(3)	Unrestricted operating support	2,000
EAST CLEVELAND TOWNSHIP CEMETERY PO BOX 1874 CLEVELAND, OH 44106	N/A	501(C)(3)	Unrestricted operating support	10,000
COMMUNITY FUND OF MT VERNON PO BOX 1270 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Alcohol and Drug Freedom Center of Knox County	10,000
Total . . . . ▶ **3a**				1,003,019

Form 990PF Part XV Line 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*				
CLEVELAND INTERNATIONAL PIANO COMPE 12200 FAIRHILL ROAD CLEVELAND,OH 44120	N/A	501(C)(3)	Unrestricted operating support	4,000
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE CLEVELAND,OH 44106	N/A	501(C)(3)	Grant towards organization's new headquarters	25,000
CENTER DEVEL ECONOMICS AT WILLIAMS 1065 MAIN STREET WILLIAMSTOWN,MA 01267	N/A	501(C)(3)	Unrestricted operating support	5,000
BRATENAHL HISTORICAL SOCIETY 10300 BRIGHTON ROAD BRATENAHL,OH 44108	N/A	501(C)(3)	Habner mural project	2,500
BRATENAHL COMMUNITY FOUNDATION 14 HASKELL DRIVE BRATENAHL,OH 44108	N/A	501(C)(3)	Unrestricted operating support	1,000
WHARTON GRADUATE SCHOOL 3451 WALNUT ST PHILADELPHIA,PA 19104	N/A	501(C)(3)	Unrestricted operating support	10,000
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON,OH 44236	N/A	501(C)(3)	Unrestricted operating support	5,000
SUMMER SEARCH 500 COLUMBUS AVENUE JAMAICA PLAINS,MA 02130	N/A	501(C)(3)	Unrestricted operating support	10,000
ST PAUL'S EPISCOPAL CHURCH 2747 FAIRMOUNT BOULEVARD CLEVELAND HEIGHTS,OH 44106	N/A	501(C)(3)	Unrestricted operating support	12,500
SMITH COLLEGE 7 COLLEGE LANE NORTHAMPTON,MA 01063	N/A	501(C)(3)	Unrestricted operating support	5,000
SEARS HOUSE FOUNDATION 42 BEACON STREET BOSTON,MA 02108	N/A	501(C)(3)	Unrestricted operating support	10,000
PEER HEALTH EXCHANGE ONE BEACON STREET 31-313 BOSTON,MA 02108	N/A	501(C)(3)	Unrestricted operating support	10,000
CUYAHOGA VALLEY NATIONAL PARK ASSOC 1403 WEST HINES HILL ROAD PENINSULA,OH 44264	N/A	501(C)(3)	Grant for the All the Rivers Run Scholarship Fund	5,000
CROHN'S COLITIS FOUNDATION OF AMERI 386 PARK AVENUE SOUTH NEW YORK,NY 10016	N/A	501(C)(3)	Unrestricted operating support	5,000
CLEVELAND ANIMAL PROTECTIVE LEAGUE 1729 WILLEY AVENUE CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	5,000
Total . . . . ▶ **3a**				1,003,019

Form 990PF Part XV Line 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*				
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURG,PA 15213	N/A	501(C)(3)	Unrestricted operating support	10,000
BROWN UNIVERSITY 110 ELM STREET PROVIDENCE,RI 02903	N/A	501(C)(3)	Unrestricted operating support	10,000
UNIVERSITY HOSPITALS - CASE MEDICAL 11100 EUCLID AVENUE CLEVELAND,OH 44106	N/A	501(C)(3)	Grant for the Morley Neuropsychiatry Chair	25,000
SOCIETY OF ECONOMIC GEOLOGISTS INC 7811 SHAFFER PARKWAY LITTLETON,CO 80127	G R Ireland-trustee	501(C)(3)	Unrestricted operating support	5,000
GREAT LAKES THEATER FESTIVAL 1501 EUCLID AVENUE - 300 CLEVELAND,OH 44115	N/A	501(C)(3)	Grant for the Re-Imagine A Classic campaign	16,666
FRIENDS OF BOTANIC GARDEN 87 MOUNT VERNON STREET BOSTON,MA 02108	N/A	501(C)(3)	Unrestricted operating support	5,000
DIOCESE OH-KENYON CHAPLAINCY 2230 EUCLID AVENUE CLEVELAND,OH 44115	N/A	501(C)(3)	Unrestricted operating support	10,000
CENTER FOR FAMILIES CHILDREN 4500 EUCLID AVENUE CLEVELAND,OH 44103	N/A	501(C)(3)	Capital Grant to Building on Hope Campaign	5,000
AMERICAN CANCER SOCIETY 10501 EUCLID AVENUE CLEVELAND,OH 44106	N/A	501(C)(3)	Unrestricted operating support for the American Cancer Society's Hope Lodge	20,000
KENYON COLLEGE College Relations Center GAMBIER,OH 43022	C Hallinan spouse trustee	501(C)(3)	Lentz House Capital Project	75,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN,CT 06521	N/A	501(C)(3)	Unrestricted operating support	10,000
UNIVERSITY CIRCLE INC 10831 MAGNOLIA DRIVE CLEVELAND,OH 44106	J D Ireland III-trustee	501(C)(3)	Endowment Campaign	71,428
UNITED WAY - 10 PLUS 1331 EUCLID AVENUE CLEVELAND,OH 44115	N/A	501(C)(3)	Unrestricted operating support	10,874
PLANNED PARENTHOOD 3500 LORAIN AVENUE - 400 CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000
PARKWORKS 1836 EUCLID AVENUE - 800 CLEVELAND,OH 44115	N/A	501(C)(3)	Unrestricted operating support	10,000
Total . . . . ▶ **3a**				1,003,019

Form 990PF Part XV Line 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*				
OHIO GRANTMAKERS FORUM 37 WEST BROAD ST - 800 COLUMBUS, OH 43215	N/A	501(C)(3)	Unrestricted operating support	2,051
GREAT LAKES SCIENCE MUSEUM 801 ERIESIDE AVENUE CLEVELAND, OH 44114	J D Ireland III-trustee	501(C)(3)	Improvements to S S William G Mather infrastructure and exhibits	200,000
CLEVELAND INSTITUTE OF ART 11141 EAST BOULEVARD CLEVELAND, OH 44106	N/A	501(C)(3)	Capital campaign	50,000
Total . . . . ▶ **3a**				1,003,019

TY 2010 Accounting Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
McGLADREY & PULLEN	18,000	9,000	0	9,000

TY 2010 Investments Corporate Bonds Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Fidelity Floating Rate High - 103899.591	949,723	1,017,177
Dreihaus Active Income - 58340.93 Sh	640,000	644,667
Harbor High Yield Bond Fund - 46640.931	471,000	508,386
Pimco Total Return Inst - 171804.852 Sh	1,830,692	1,864,083

TY 2010 Investments Corporate Stock Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Virtus Foreign Opport - 27193.631 Sh	473,946	607,234
Rainier Large Cap Eq. - 46332.176 Sh	890,915	1,156,914
Pioneer Oak Ridge SC Gr - 17160.301 Sh	312,117	497,306
Lazard Funds - 20963.173 Shares	370,000	456,578
Habor Inter. Fund -10653.834 Shares	452,000	645,090
Artisan Mid Cap Val Fund - 25042.198 Sh	350,037	502,847
Allianz NFJ Div Val Fund - 105911.203 Sh	998,715	1,210,565

TY 2010 Investments - Land Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	81,015		81,015	81,015

TY 2010 Investments - Other Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND
EIN: 34-6519863
Software ID: 10000105
Software Version: 2010v3.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Cornerstone Patriot Fund, LP	FMV	639,888	639,888
Primus Capital Fund VI, LP	FMV	318,747	318,747
Primus Capital Fund V, LP	FMV	286,619	286,619
Primus Capital Fund IV, LP	FMV	52,063	52,063
Primus Capital Fund III, LP	FMV		
Peppertree Special Venture Fund, LP	FMV	302,582	302,582
Peppertree Fund, LP	FMV	252,905	252,905
Madrona Venture Fund I-A, LP	FMV	32,521	32,521
Private Advisors Stable Value Fund, Ltd	FMV	950,000	1,026,930
Common Sense Offshore, Ltd.	FMV	950,000	884,188

TY 2010 Legal Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHNEIDER, SMELTZ, RANNEY & LAFOND	69,692	34,846	0	34,846

TY 2010 Other Decreases Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
Unknown Difference	1,212
Transfer of cash in transit	7,112

TY 2010 Other Expenses Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STORAGE OF GWINN DOCUMENTS	5,831			5,831
PRIMUS V - K-1	3,648	3,648		
PRIMUS IV - K-1	3,547	3,547		
PRIMUS CAPITAL FUND VI - K1	8,930	8,930		
PEPPERTREE SVF - K1	16,166	16,166		
PEPPERTREE FUND - K-1	13,663	13,663		
MADRONA VENTURE FUND - K-1	1,219	1,219		
INSURANCE	2,324			2,434
CORNERSTONE PATRIOT LP-K1	181	181		
BANK CHARGES	96			96
ATTORNEYS EXPENSES	1,400			1,400
ART EXPENSES	935			935

TY 2010 Other Income Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Primus Capital Fund V	-1,436		
Primus Capital Fund III	-119		
Peppertree Special Ventur	415		
Peppertree Fund, LP	415		
Cornerstone Patriot LP	-24		

TY 2010 Other Increases Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
Increase ın LP per Capıtal Acct Stmt	150,135
Increase ın Hedge Funds	22,304
Income Dıvıdend ın transıt	7,652
Capıtalızatıon of Art Expenses	11,638

TY 2010 Other Professional Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TRUST MANAGEMENT FEES	4,979	2,489	0	2,490
INNOVEST	33,532	16,766	0	16,766

TY 2010 Taxes Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	3,431	3,431		