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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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 FOUNDATION

Number 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 10549

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) **\$ 190,782,531** **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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	420,392	420,392		
4	Dividends and interest from securities.	3,656,110	3,656,110		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,461,781			
b	Gross sales price for all assets on line 6a 5,407,803				
7	Capital gain net income (from Part IV, line 2)		1,467,014		
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)	11,464,176	11,464,176		
12	Total. Add lines 1 through 11	17,002,459	17,007,692		

13	Compensation of officers, directors, trustees, etc	401,125		
14	Other employee salaries and wages	117,250		
15	Pension plans, employee benefits	19,424		19,424
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	58,200	51,000	7,200
c	Other professional fees (attach schedule)	443,212	422,100	21,112
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	1,332,636	1,197,409	
19	Depreciation (attach schedule) and depletion	803,118	1,659,463	
20	Occupancy	45,846		45,846
21	Travel, conferences, and meetings	16,086		16,086
22	Printing and publications			
23	Other expenses (attach schedule)	256,551	155,042	101,414
24	Total operating and administrative expenses.			
	Add lines 13 through 23	3,493,448	3,485,014	211,082
25	Contributions, gifts, grants paid.	13,172,394		13,172,394
26	Total expenses and disbursements. Add lines 24 and 25	16,665,842	3,485,014	13,383,476

27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	336,617		
b	Net investment income (if negative, enter -0-)		13,522,678	
c	Adjusted net income (if negative, enter -0-)			

Part III 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	67,731	130,864	130,864
2	Savings and temporary cash investments	1,656,167	1,542,690	1,542,690
3	Accounts receivable ► 870,275	697,915	870,275	870,275
4	Less allowance for doubtful accounts ►			
5	Pledges receivable ►			
6	Less allowance for doubtful accounts ►			
7	Grants receivable	137,818		
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
9	Other notes and loans receivable (attach schedule) ►			
10	Less allowance for doubtful accounts ►			
11	Inventories for sale or use			
12	Prepaid expenses and deferred charges			
13	Investments—U S and state government obligations (attach schedule)	5,093,652	3,799,266	3,799,678
b	Investments—corporate stock (attach schedule)	44,925,616	48,491,019	131,934,791
c	Investments—corporate bonds (attach schedule)	7,833,645	6,736,179	7,175,209
14	Investments—land, buildings, and equipment basis ► 4,859,875	4,424,568	4,433,675	4,433,675
15	Less accumulated depreciation (attach schedule) ► 426,200			
16	Investments—mortgage loans	39,744,939	38,941,821	40,582,150
17	Investments—other (attach schedule)			
18	Land, buildings, and equipment basis ►			
19	Less accumulated depreciation (attach schedule) ►			
20	Other assets (describe ►)	334,799	313,199	313,199
21	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	104,916,850	105,258,988	190,782,531
Liabilities				
22	Accounts payable and accrued expenses			
23	Grants payable	20,450,131	18,686,301	
24	Deferred revenue			
25	Loans from officers, directors, trustees, and other disqualified persons			
26	Mortgages and other notes payable (attach schedule)			
27	Other liabilities (describe ►)		5,521	
28	Total liabilities (add lines 17 through 22)	20,450,131	18,691,822	
Net Assets or Fund Balances				
29	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
30	and complete lines 24 through 26 and lines 30 and 31.			
31	Unrestricted			
32	Temporarily restricted			
33	Permanently restricted			
34	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
35	and complete lines 27 through 31.			
36	Capital stock, trust principal, or current funds			
37	Paid-in or capital surplus, or land, bldg , and equipment fund			
38	Retained earnings, accumulated income, endowment, or other funds	84,466,719	86,567,166	
39	Total net assets or fund balances (see page 17 of the instructions)	84,466,719	86,567,166	
40	Total liabilities and net assets/fund balances (see page 17 of the instructions)	104,916,850	105,258,988	

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	84,466,719
2	Enter amount from Part I, line 27a	2	336,617
3	Other increases not included in line 2 (itemize) ►	3	1,763,830
4	Add lines 1, 2, and 3	4	86,567,166
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	86,567,166

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)
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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) 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
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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	1,467,014
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	212,989

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))
2010	13,080,273	174,310,492	0 075040
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

2 Total of line 1, column (d).	2	0 355786
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 071157
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	177,371,252
5 Multiply line 4 by line 3.	5	12,621,206
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	135,227
7 Add lines 5 and 6.	7	12,756,433
8 Enter qualifying distributions from Part XII, line 4.	8	13,383,476

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	135,227
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		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	135,227
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2.		5	135,227
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			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	136,793	
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	136,793	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	115	
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	1,451	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,451	11	Refunded <input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
1c	<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?			
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	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<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		Yes	No
	● 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?			
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>		Yes	No
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		Yes	No
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>		Yes	No
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 ► <u>MATHERSFOUNDATION.ORG</u>				
14	The books are in care of ► <u>DONALD HANDELMAN</u> Telephone no ► (914) 939-4060 Located at ► <u>800 WESTCHESTER AVENUE RYE BROOK NY</u> ZIP +4 ► <u>10573</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <input type="checkbox"/> 15			
16	At any time during calendar year 2011, 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	Yes	No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	No
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
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)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
b	If "Yes," did it have excess business holdings in 2011 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 2011).	4a	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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 2011?		

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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
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	117,250		
MATHERS FOUNDATION 118 NORTH 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
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 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities.	1a	131,084,939
b Average of monthly cash balances.	1b	2,803,022
c Fair market value of all other assets (see page 24 of the instructions).	1c	46,184,376
d Total (add lines 1a, b, and c).	1d	180,072,337
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	180,072,337
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	2,701,085
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	177,371,252
6 Minimum investment return. Enter 5% of line 5.	6	8,868,563

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	8,868,563
2a Tax on investment income for 2011 from Part VI, line 5.	2a	135,227
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	135,227
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	8,733,336
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	8,733,336
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	8,733,336

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	13,383,476
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	13,383,476
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	135,227
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,248,249

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				8,733,336
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	2,712,568			
b From 2007.	2,104,859			
c From 2008.	4,700,213			
d From 2009.	5,304,122			
e From 2010.	4,575,302			
f Total of lines 3a through e.	19,397,064			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 13,383,476				
a Applied to 2010, 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 2011 distributable amount.				8,733,336
e Remaining amount distributed out of corpus	4,650,140			
5 Excess distributions carryover applied to 2011 (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:	24,047,204			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	2,712,568			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	21,334,636			
10 Analysis of line 9				
a Excess from 2007.	2,104,859			
b Excess from 2008.	4,700,213			
c Excess from 2009.	5,304,122			
d Excess from 2010.	4,575,302			
e Excess from 2011.	4,650,140			

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 2011, enter the date of the ruling.				<input type="checkbox"/>
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)				<input type="checkbox"/>
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				<input type="checkbox"/>
b	85% of line 2a.				<input type="checkbox"/>
c	Qualifying distributions from Part XII, line 4 for each year listed.				<input type="checkbox"/>
d	Amounts included in line 2c not used directly for active conduct of exempt activities.				<input type="checkbox"/>
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.				<input type="checkbox"/>
3	Complete 3a, b, or c for the alternative test relied upon				<input type="checkbox"/>
a	"Assets" alternative test—enter				<input type="checkbox"/>
(1)	Value of all assets.				<input type="checkbox"/>
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				<input type="checkbox"/>
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				<input type="checkbox"/>
c	"Support" alternative test—enter				<input type="checkbox"/>
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				<input type="checkbox"/>
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				<input type="checkbox"/>
(3)	Largest amount of support from an exempt organization				<input type="checkbox"/>
(4)	Gross investment income				<input type="checkbox"/>

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 GRANTS 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	13,172,394
b Approved for future payment See Additional Data Table				
Total			► 3b	18,686,301

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	420,392	
4 Dividends and interest from securities.				14	3,656,110	
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	11,316,559	
8 Gain or (loss) from sales of assets other than inventory				1	1,461,781	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a SALE OF WATER				1	72	
b FARM RENT CROP PROCEEDS				16	105,869	
c CROP DAMAGES- OIL COMPANIES				1	5,625	
d PASTURE RENTALS				16	26,789	
e PASTURE RENT DAMAGE PROCEED				16	9,262	
12 Subtotal Add columns (b), (d), and (e).						17,002,459
13 Total. Add line 12, columns (b), (d), and (e).						17,002,459

Part VOT-B: Relationship of Activities to the Accomplishment of Financial Purposes

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

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) 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 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		
<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>2012-05-14 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>		
	<p>NANCY G TADLER</p>	<p>2012-05-14</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>	
	<p>Firm's name</p>	<p>NANCY G TADLER CPA</p>	<p>Firm's EIN</p>	
	<p>Firm's address</p>	<p>2 TADLER DRIVE MAHOPAC, NY 105411706</p>	<p>Phone no (845) 628-6050</p>	

May the IRS discuss this return with the preparer shown above? See Instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 23-7441901

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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)
500,000 US TREASURY NTS	P	2006-01-17	2011-01-15
0308 SH BANCO SANTADER CENTRAL HISP	P	2009-06-12	2011-02-16
95 SH TEVA PHARMACEUTICAL IND'S LTD A	P	2007-01-10	2011-05-02
596 SH PUBLICIS SA NEW SPND ADR	P	2008-12-15	2011-08-04
1151 SH BANCO BRADESCO SA SPD ADR	P	2010-10-25	2011-02-04
5000 SH KELLOGG CO	P	1983-01-03	2011-02-22
250000 EL PASO CORP 7%	P	2001-05-09	2011-05-15
980 SH ZURICH FINANCIAL SVC LEVEL 1	P	2010-04-20	2011-08-05
274 SH CDN IMPERIAL BK OF COMMERCE	P	2010-09-24	2011-02-04
2000 SH INT'L BUSINESS MACHINES CORP	P	1991-07-17	2011-02-22
6 SH KEPPEL LTD SPD ADR	P	2010-06-18	2011-05-19
1436 SH HENNES & MAURITZ AB ADR	P	2010-06-18	2011-08-09
77 SH BRITISH AMERICAN TOBACCO PLC A	P	2008-06-20	2011-02-04
5000 SH INGERSOLL RAND PUBLIC LTD	P	2001-12-31	2011-02-22
15000 SH SANOFI AVENTIS CONGNT VAL	P	2011-04-08	2011-07-12
300000 HSBC FIN CORP 5 45%	P	2006-08-24	2011-08-15
91 SH FRESENIUS MEDICAL CARE ADR	P	2007-04-15	2011-02-04
300000 DOW CHEM CO SR INTERNOTES	P	2008-09-05	2011-03-15
2000 SH KELLOGG CO	P	1983-01-03	2011-07-26
5000 SH TEMPLE INLAND INC	P	2008-06-13	2011-09-15
148 SH GLAXO SMITHKLINE ADR NEW	P	2007-02-27	2011-02-04
796 707 ACRES AYCOCK & MASSEY	P	2019-01-01	2011-03-22
1000 SH INT'L BUSINESS MACHINES CORP	P	1989-12-21	2011-07-26
500000 FEDERAL NAT'L MTG ASSN 5%	P	2006-10-19	2011-10-15
320 SH KLO NINKLIJKE AHOLD NV	P	2007-07-07	2011-02-04
8000 SH GENZYME CORP	P	2010-03-16	2011-04-08
404 SH CREDIT SUISSE GROUP SPONS ADR	P	2011-02-04	2011-08-04
1000 SH KIMBERLY CLARK CORP	P	1983-08-16	2011-10-21
6 SH NESTLE SA SPONS ADR REPSTG REG	P	2008-09-19	2011-02-04
4000 SH GENZYME CORP	P	2010-05-11	2011-04-08

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)
322 SH HONEYWELL INTERNATL INC PAR 1	P	2011-02-04	2011-08-04
223 SH BANCO SANTADER CENTRAL HISPAN	P	2011-10-17	2011-11-15
20 SH RICOH LTD ADR	P	2007-08-14	2011-02-04
3000 SH GENZYME CORP	P	2010-05-21	2011-04-08
318 SH MITSUBISHI CORP	P	2011-02-04	2011-08-04
120 SH ROCHE HLDG LTD ADR	P	2007-04-12	2011-02-04
300000 MCDONALDS CORP MED TERM NT	P	2001-04-10	2011-04-15
223 SH ROCKWELL INTL CORP	P	2011-02-04	2011-08-04
126 SH SMITH & NEPHEW PLC SPON ADR	P	2007-04-01	2011-02-04
250000 GENERAL ELEC CAP CORP MTN BE	P	2006-04-28	2011-04-28
246 SH PUBLICIS S A NEW SPND ADR	P	2010-10-25	2011-08-04
228 SH TESCO PLC SPON ADR	P	2007-06-02	2011-02-04
661 SH BARCLAYS PLC SPON ADR	P	2009-12-15	2011-05-02
523 SH TECK RESOURCES LTD CLS B	P	2010-11-12	2011-08-04
95 SH TEVA PHARMACEUTICAL INDs LTD A	P	2007-01-10	2011-02-04
260 SH POSCO SPON ADR	P	2007-07-01	2011-05-02
928 SH WOLTERS KLUWER NV SPONS ADR	P	2007-04-01	2011-08-04
87 SH UNILEVER NV NY SHSNEW	P	2008-01-07	2011-02-04
1685 SH ROYAL PTT NEDERLAND NV SPON	P	2009-02-28	2011-05-02
1430 SH HENNES & MAURITZ AB ADR	P	2010-06-18	2011-08-04
244 SH RICOH LTD ADR	P	2007-06-02	2011-02-08
550 SH SONY CORP ADR	P	2010-03-09	2011-05-02
725 SH HONDAMOTOR LTD AMERN SHS	P	2007-05-20	2011-08-04

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)
500,000		497,391	2,609
1		1	
20,716		14,386	6,330
13,732		12,278	1,454
20,586		22,723	-2,137
263,745		13,059	250,686
250,000		249,555	445
21,340		19,921	1,419
21,586		19,621	1,965
326,635		48,533	278,102
11		7	4
8,327		8,400	-73
5,931		5,281	650
235,366		82,613	152,753
37,649		35,310	2,339
300,000		300,000	
5,500		4,128	1,372
300,000		300,000	
111,299		5,224	106,075
154,597		62,343	92,254
5,613		8,315	-2,702
79,671		15,017	64,654
184,333		23,901	160,432
500,000		499,805	195
4,266		3,833	433
610,832		456,800	154,032
12,677		18,624	-5,947
71,444		5,153	66,291
326		268	58
305,416		216,069	89,347

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)
15,898		18,373	-2,475
129		131	-2
1,285		2,110	-825
229,062		154,416	74,646
15,545		18,279	-2,734
4,410		5,474	-1,064
300,000		298,245	1,755
14,839		18,418	-3,579
7,155		7,524	-369
250,000		249,665	335
5,668		6,312	-644
4,519		6,149	-1,630
12,522		12,277	245
23,169		25,617	-2,448
5,143		3,113	2,030
28,910		29,982	-1,072
21,857		27,125	-5,268
2,591		3,212	-621
26,775		24,177	2,598
8,292		8,365	-73
16,148		24,713	-8,565
15,829		20,499	-4,670
26,458		28,054	-1,596

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

**(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			2,609
			6,330
			1,454
			-2,137
			250,686
			445
			1,419
			1,965
			278,102
			4
			-73
			650
			152,753
			2,339
			1,372
			106,075
			92,254
			-2,702
			64,654
			160,432
			195
			433
			154,032
			-5,947
			66,291
			58
			89,347

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

**(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-2,475
			-2
			-825
			74,646
			-2,734
			-1,064
			1,755
			-3,579
			-369
			335
			-644
			-1,630
			245
			-2,448
			2,030
			-1,072
			-5,268
			-621
			2,598
			-73
			-8,565
			-4,670
			-1,596

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 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN 	VP/ASST TR/D 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN 	ASST SECRETA 2 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL 	SECRETARY/DI 2 50	18,000	0	0
80 PINE STREET NEW YORK, NY 10005				
DONALD FIZER 	DIRECTOR 1 00	2,000	0	0
FIZERBECKWEBSTERBENTLEYSCROGGINS 1330 POST OAK BLVD SUITE 2900 HOUSTON, TX 77056				
WILLIAM S MILLER 	DIRECTOR 2 00	18,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
JAMES HANDELMAN 	FOUNDTN MGR 40 00	293,125	0	0
MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO, NY 10549				
RICHARD HANDELMAN 	TREASURER 2 00	0	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
DAVID BOYLE 	DIRECTOR 2 00	16,000	0	0
158 ZACCHEUS MEAD LANE GREENWICH, CT 06831				

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 MASSACHUSSE MEDICAL SCHOOL333 SOUTH STREET SHREWSBURY, MA 01544	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERS I	175,094
STANFORD UNIVERSITY BECKMAN CENTER326 GALVEZ STREET STANFORD, CA 943056105	NONE	PUBLIC	NEURAL FUNCTION MOLECULES TO NETWORK	483,666
STANFORD UNIVERSITY PALO ALTO326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTIC	137,500
STANFORD UNIVERSITY326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	137,500
WASHINGTON UNIVERSITY SCHOOL OF MEDICINE7425 FORSYTHE AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONAL CIRCUIT FUNCTION/OLFACTORY	188,438
FRED HUTCHINSON CANCER CENTER1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS/EXPLAIN SPECIATIO	150,000
DIRECT RELIEF INTERNATNL27 S LA PATER LANE SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL SUPPORT	25,000
FRIENDS OF MONTECITO LIBRARY 1102 EAST MONTECITO ST SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA SUITE 100 SANTA BARBARA, CA 931031704	NONE	PUBLIC	GENERAL SUPPORT	20,000
SANTA BARBARA MEALS ON WHEELSPO BOX 6099 SANTA BARBARA, CA 931066099	NONE	PUBLIC	GENERAL SUPPORT	10,000
UNIVERSITY OF CALIFORNIA SF513 PARNASSUS AVE BOX 0518 SAN FRANCISCO, CA 941430518	NONE	PUBLIC	DECIPHER MOLECULAR LANG PRION STRAIN	277,370
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RENEW MOLECULAR GLYCOCOBIOLOGY RESEARC	166,376
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	APES, SUGARS, & SPERM	80,850
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	GLYCAN DIVERSITY - EVOLUNTIONARY FORC	72,120
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MOLECULAR AND CELL BIOLOGY INITIATIV	360,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	NEURONAL DIVERSITY MAMMALIAN BRAIN	250,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	IDENTIFICATION OF STEM CELLS	100,000
SOUTHWEST FOUNDATION TEXAS BIOMEDICAL RESEARCHPO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	INSTINCTIVE BEHAVIOR & BASIC HOMEOST	300,000
ST LUKE'S ROOSEVELT HOSPITAL CENTER1111 AMSTERDAM AVENUE NEW YORK, NY 10025	NONE	PUBLIC	RESEARCH IN STEROID HORMONES	55,000
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	150,000
UNIVESITY OF ROCHESTER MEDICAL CENTER601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	124,927
CAPROCK CULTURAL ASSOCIATION109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	10,000
GARZA COUNTY HISTORICAL MUSEUM119 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	4,000
POST CITY CELEBRATION608 WEST 6TH DTREET POST, TX 79356	NONE	PUBLIC	SUPPORT GARZA COUNTY VOL FIRE DEPT	7,500
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 PARADIGM	166,104
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION OF NOVEL HUMAN RNA'S	110,564
CALIFORNIA INSTITUTE OF TECHNOLOGY1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	CONSCIOUSNESS MEDIAL TEMPORAL LOBE	333,332
COLUMBIA UNIVERSITY1051 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	281,984

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				
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	TRACING EVOLUTION OF CONSERVED BEHAV	201,197
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	250,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	REFUND FOR TERMINATED RESEARCH	-23,660
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIDEMIOLOGY OF TICK BORNE DISEASES	165,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIGENETIC PROGRAMMING PIRNAS MAMMAL	586,666
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MECH COMM BETWEEN NUCLEUS & CYTOPLAS	311,809
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	CONNECT CHROMATIN-LUMEN MAKING PORES	311,809
VANDERBILT UNIVERSITY 301 WILSON HALL PMB 407817 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN COTICAL AREAS/AWARENESS	164,979
TUFTS UNIVERSITY 419 BOSTON AVE MEDFORD, MA 02144	NONE	PUBLIC	MEMORY STORAGE OUTSIDE THE BRAIN	154,504
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS THAT MEDIATE INF	160,092
UNIVERSITY OF SOUTHERN CAL 3041 WATT WAY SUITE 126 LOS ANGELES, CA 900892520	NONE	PUBLIC	NEURAL BASIS OF CONSCIOUSNESS NEUROB	210,000
BURNHAM INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTO ANALYSIS COMPLEX 3D BIO MODELS	250,000
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	292,109
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MOLECULAR MECH, STEM CELL REPROGRAM	277,200
UNIVERSITY OF KANSAS 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	CELLULAR & TISSUE MOVEMENTS FORMATIO	178,548
MD ANDERSON CANCER CTR 1515 HOLCOMBE BLVD HOUSTON, TX 770304009	NONE	PUBLIC	PROTEIN IN SIGNALING COMPLEXES	327,850
COLD SPRING HARBOR LABORATORY ONE BUNG TOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	LONG RNG NEURON CIRC P M HUM BRAIN	203,918
RUSH UNIVERSITY MEDICAL CENTER 1750 W HARRISON STREET CHICAGO, IL 60612	NONE	PUBLIC	RESEARCH ON THE ELIC CHANNEL	125,036
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE ROOM 007C CHICAGO, IL 60637	NONE	PUBLIC	3 UTR VARIATION MICRO RNA TARGETS	137,500
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO, IL 60637	NONE	PUBLIC	MOUSE EMBRYONIC STEM CELLS	137,500
MASSACHUSETTS GENERAL HOS 149 THIRTEENTH STREET CHARLESTOWN, MA 021292000	NONE	PUBLIC	HLA-DR PEPTIDES-LYM ARTHRITIS/RHEU	110,000
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
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENOME ORGANIZATION IN 4 DIMENSIONS	275,000
EINSTEIN COLLEGE OF MEDIC 1300 MORRIS PARK AVE ULLMAN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS NEMATODE NERVOUS SYSTEM	274,152
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	GLIA IN HUMAN LOGEVITY/BRAIN PLASTIC	32,341
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS NATURE	247,500
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	NEURAL NETWORK/WAKEFUL CONSCIOUSNES	343,376
DANA FARBER CANCER INSTITUTE 44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	DOUBLING OF GENOMES (POLYPLOIDY)	180,000

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				
HARVARD MEDICAL SCHOOL 220 LONGWOD AVE BOSTON, MA 02115	NONE	PUBLIC	CIRCADIAN CLOCKS-MOLCULAR REGULATORS	164,888
NEW YORK UNIVERSITY SCHOOL OF MEDICINE 550 FIRST AVE TISCH H550 NEW YORK, NY 100166481	NONE	PUBLIC	AKT ACTION NEUROPHYSIATRIC DISORDER	110,000
UNIVERSITY OF CALIFORNIA BERKELEY STANLEY HALL 3220 BERKELEY, CA 947203220	NONE	PUBLIC	MITROFLUIDIC APPROACH ANALYSIS BIOM	295,810
CARNEGIE INSTITUTE OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOL DIFF CELLS W/IN VERTEBRAT	70,310
JOHNS HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	EVOLUTION OF PROTEIN DOMAIN	69,874
LEHIGH UNIVERSITY 526 BROADHEAD AVE BETHLEHEM, PA 18015	NONE	PUBLIC	CONDENSATION GLOBULAR POTEINS	113,207
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH NEURAL PLASTICITY IN HUMANS	165,722
Total				13,172,394
			► 3a	

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)				
b Approved for future payment				
BETH ISRAEL DEACONESS MEDICAL CTR330 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	NEURAL NETWORK FOR WAKEFUL CONSCIOUS	171,688
BETH ISRAEL DEACONESS MEDICAL CTR30 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS RESEARCH	371,250
BURNHAM INSTITUTE10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTOMSTED ANAL COMPLEX 3D BIO MODEL	375,000
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 TECHNOLOGY1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	NEURON ACTIVITY IN HUMAN BRAIN	666,668
CARNEGIE INSTITUTION OF WASHINGTON115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIATED CELLS	210,930
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	GLYCAN DIV AS AN EROL FORCE	360,600
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RESEARCH	1,491,854
COLD SPRING HARBOR LABORATORYONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	NEURONAL CIRCUITS POSTMORTEM HUMAN B	305,880
COLUMBIA UNIVERSITY HAVEMEYER HALL 300 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	SYNAPTIC FUNCTION AND PLASTICITY	281,984
DANA-FARBER CANCER CTR44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	POLYPLOIDY IMPACT ON EVOLUTION	270,000
EINSTEIN COLLEGE OF MEDICINE1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	411,228
EMORY UNIVERSITY201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	BRAIN PLASTICITY	97,021
FRED HUTCHINSON CANCER CENTER1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATIO	75,000
HARVARD MEDICAL CENTER220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	CIRCADIAN CLOCKS	1,028,094
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	PROTEIN DOMAIN	69,874
MD ANDERSON CANCER CTR1515 HOLCOMBE BLVD HOUSTON, TX 770304009	NONE	PUBLIC	EARLY SIGNALING COMPLEXES	327,855
MEMORIAL SLOAN-KETTERING CANCER CENTER1275 YORK AVE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL SUPPORT	500,000
NORTHWESTERN UNIVERSITY633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH NEURAL PLASTICITY IN HUMANS	331,443
ROCKEFELLER UNIVERSITY1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	EVOLUTION OF CONSERVED BEHAVIOR	1,005,988
SOUTHWESTERN FOUNDATION TEXAS BIOMEDICAL RESEARCHPO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	600,000
STANFORD UNIVERSITY318 CAMPUS DRIVE STANFORD, CA 943055437	NONE	PUBLIC	SYNAPTIC PLASTICITY	962,500
TUFTS UNIVERSITY419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS	800,460
UNIVERISTY OF CHICAGO5801 S ELLIS AVE ROOM 007C CHICAGO, IL 60637	NONE	PUBLIC	3 UTR VARIATION	137,500
UNIVERSITY OF CALIFORNIA BERKELEYSTANLEY HALL 320 BERKELEY, CA 947203220	NONE	PUBLIC	MICROFLUIDIC APPROACHES	147,905
UNIVERSITY OF KANSAS3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	VERTEBRAL AXIS IN WARM BLOODED EMBRY	89,274
UNIVERSITY OF ROCHESTER601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	254,604
UNIVERSITY OF PA338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN ENSEMBLE	247,500
UNIVERSITY OF PA338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN FOLDONS	83,052
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION NOVEL HUMAN RNAs	552,821

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)				
b Approved for future payment				
UNIVERSITY OF UTAH 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS	300,000
VANDERBILT UNIVERSITY PMB 407817301 WILSON HALL 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN THE CORTICAL AREA	815,319
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONAL CIRCUIT FACTORY	188,438
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS IN EVOLUTION AND MEMORY	135,000
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	DNA REPLICATION	141,666
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENOME ORGANIZATION IN FOUR DIMENSIO	550,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIGENETICS	1,173,334
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	COMMUNICATION NUCLEUS AND CYTOPLASM	322,409
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	CONNECTING CHROMATIN	322,409
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	BRIDGE GRANT EPIDEMIOLOGY TICK BORNE	82,500
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	RESEARCH	427,253
Total			► 3b	18,686,301

TY 2011 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	51,000	51,000		
TAX PREPARATION	7,200			7,200

TY 2011 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	
WILLIAM S MILLER	
JAMES HANDELMAN	
RICHARD HANDELMAN	
DAVID BOYLE	

TY 2011 Employee Compensation Explanation

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

Employee	Explanation
BEVERLY CHEIKEN	

**TY 2011 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 MCDONALDS CORP MED TERM 6%		
25000 GENERAL ELECTRIC CAP CORP 5.5		
250000 EL PASO CORP 7.00%		
300000 HSBC FIN CORP 5.45%		
300000 ATLANTIC RICHFIELD CO MTN 8.	300,000	302,014
PEPCO HOLDING INC 2.683%		
300000 DOW CHEMICAL 2.588%	327,939	311,556
300000 NY STATE ELEC & GAS 2.412%	326,292	310,517
250000 WELLS FARGO & CO 2.33%	264,097	258,375
200000 GENERAL ELECTRIC CO 5.0%	199,252	208,419
265000 MCKESSON CORP 2.569%	285,111	278,089
250000 PPG INDS INC 2.724%	273,577	263,503
240000 EATON CORP 2.484%	259,044	252,810
200000 CREDIT SUISSE FIRST BST 5.5%	199,910	208,647
300000 OHIO PWR CO 2.95%	329,472	320,794
200000 HEWLETT PACKARD CO 6.125%	199,122	215,650
300000 GE CAPITAL INTERNOTES 5.85%	300,000	320,805
300000 DOW CHEMICAL CO SR INTR 5.1%		
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	273,532
300000 VERIZON COMMUNICATIONS 5.55%	300,000	343,282
300000 FORD MOTOR CREDIT CO 5%	300,000	297,400
300000 BELLSOUTH CORP 5.25	299,367	342,903
300000 DUPONT EI DENEMOURS 5.25%	298,020	350,512
300000 GENERAL MLS INC 5.7%	296,745	351,497
300000 AT&T INC 5.5%	297,300	347,259
300000 PEPSICO INC 5.0%	298,458	348,525
300000 ALCOA INC 6.75%	295,745	331,168
300000 INGERSOLL-RAND GLBL 6.875%	290,340	363,385
300000 BANK OF AMERICA CORP 5.49%	298,383	258,573
250000 CONSOLIDATED EDISON 6.65%	249,635	315,994

**TY 2011 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	2,692,620
20000 SH CENOVUS ENERGY INC		
35000 SH CENOVUS ENERGY INC	1,050,504	1,162,000
100000 SH INGERSOLL-RAND CO		
95000 SH INGERSOLL-RAND CO	1,528,797	2,894,650
30066 SH TYCO ELECTRONICS LTD	467,703	926,333
34066 SH TYCO INTL LTD CHF	643,082	1,591,223
35200 SH 3M COMPANY	344,696	2,876,896
90000 SH ALCOA INC	707,620	778,500
40080 SH ALLSTSTE CORP	348,499	1,098,593
25000 SH AMGEN INC	1,730,709	1,605,250
38000 SH AUTOMATIC DATA PROCESSING	1,332,294	2,052,380
40000 SH AVERY DENNISON CORP	464,895	1,147,200
48076 SH BAXTER INTL INC	316,276	2,378,800
25000 SH BLACK & DECKER CORP		
70000 SH BRISTOL MYERS SQUIBB CO	267,955	2,466,800
30000 SH CATERPILLAR INC	123,917	2,718,000
38000 SH COLGATE PALMOLIVE CORP	537,887	3,510,820
70000 SH CONSGRA FOODS INC	1,533,288	1,848,000
90000 SH CORNING INC	352,168	1,168,200
28066 SH COVIDIEN PLC NEW	627,780	1,263,251
70000 SH DOW CHEMICAL CO	611,586	2,013,200
90000 SH DUKE ENERGY	1,432,874	1,980,000
45000 SH E I DUPONT DE NEMOURS & CO	903,055	2,060,100
48000 SH EMERSON ELECTRIC CO	1,287,420	2,236,320
33000 SH ENTERGY CORPORATION NEW	714,370	2,410,650
50000 FPL GROUP INC		
40000 SH FREEPORT-MCMORAN COPPER & G	1,741,393	1,471,600
25785 SH FRONTIER COMMUNICATIONS COR		
35785 SH FRONTIER COMMUNICATIONS COR	128,413	184,293

Name of Stock	End of Year Book Value	End of Year Fair Market Value
135000 SH GENERAL ELECTRIC CO	235,143	2,417,850
15000 SH GENZYME CORP		
25000 SH GILEAD SCIENCES INC	1,027,350	1,023,250
75000 SH HALLIBURTON CORP	542,669	2,588,250
25000 SH HOME DEPOT INC		
40000 SH HOME DEPOT INC	1,210,999	1,681,600
85000 SH HONEYWELL INTL INC	534,725	4,619,750
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	1,634,850
90000 SH INTEL CORP	2,107,601	2,182,500
65000 SH INTERNATIONAL PAPER CO	1,277,237	1,924,000
25000 SH INTERNATIONAL BUSINESS MACH	467,189	4,597,000
112000 SH KELLOGG CO		
105000 SH KELLOGG CO	352,734	5,309,850
87000 SH KIMBERLY CLARK CORP		
86000 SH KIMBERLY CLARK CORP	297,720	6,326,160
95000 SH MARATHON OIL CORP		
95000 SH MARATHON OIL CORP	591,393	2,780,650
50000 SH MARATHON PETROLEUM CORP	484,400	1,664,500
22000 MCDONALDS CORP	1,221,194	2,207,260
40000 MC KESSON CORP		
40000 MCKESSON CORP	551,252	3,116,400
82000 SH MERCK & CO INC	178,561	3,091,400
70000 MICROSOFT CORP	1,755,450	1,817,200
29969 SH NEW MONT MINING CORP	325,031	1,798,440
50000 SH NEXTERA ENERGY INC	778,157	3,044,000
214383 SH PFIZER INC	1,678,280	4,639,248
49806 SH PLAINS EXPL & PRODTN		
55000 SH PLAINS EXPL & PRODTN	1,677,720	2,019,600
84000 SH PROCTER & GAMBLE	282,791	5,603,640
80000 SPECTRA ENERGY CORP	1,631,346	2,460,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
31875 SH STANLEY BLACK & DECKER INC	628,730	2,154,750
104000 SH SYSCO CORP	703,740	3,050,320
75000 SH TEMPLE INLAND INC		
70000 SH TEMPLE INLAND INC	623,343	2,219,700
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	1,827,250
107422 SH VERIZON COMMUNICATIONS	1,111,319	4,309,771
30000 SH WAL-MART STORES INC	1,526,014	1,792,800
28000 SH INTL BUSINESS MACHINES CORP		
1348 SH ABB LTD	22,581	25,232
824 SH ADIDAS AG ADR		
1183 SH ADIDAS AG ADR	31,852	38,578
1304 SH ANGLO AMERN PLC	35,337	23,668
529 SH ANHEUSER BUSCH INBEV SPONS		
602 SH ANHEUSER BUSCH INBEV SPONS	35,768	36,716
1398 SH ATLAS COPCO AB SPONS ADR	25,258	26,534
1452 SH AUSTRALIA & NEW ZEALAND BKG	29,577	30,231
1774 SH AVIVA PLC ADR	20,964	16,410
1125 SH BANCO BILBAO VIZCAYA	15,667	9,641
1151 SH BANCO BRADESCO SPONS ADR		
717 SH BANCO SANTADER SA	8,154	5,475
661 SH BARCLAYS PLC		
440 SH BASF SE	28,002	30,681
313 SH BAYER AG	27,885	19,969
262 BG GROUP PLC	20,635	28,034
497 SH BHP BILLITON LTD	24,245	35,103
1005 SH BMW UNSPONSORED ADR	30,794	22,341
654 SH BNP PARIBAS SPND ADR		
814 SH BNP PARIBAS SPON ADR	32,820	15,995
457 SH BRITISH AMERN TOB PLC		
380 SH BRITISH AMERICAN TOBACCO	25,700	36,054

Name of Stock	End of Year Book Value	End of Year Fair Market Value
274 SH CANADIAN IMPERIAL BANK		
462 SH CANON INC PLC	26,668	20,346
2953 SH COMPASS GROUP PLC ADR	28,346	27,994
302 SH DIAGO PLC SPON		
355 SH DIAGO PLC SPON	24,880	31,034
372 SH ENI SPA SPONSORED ADR	18,365	15,325
486 SG FRESENIUS MEDICAL CARE		
395 SH FRESENIUS MEDICAL CARE	17,379	26,852
632 SH GLAXO SMITHKLINE		
484 SH GLAXO SMITHKLINE PLC SP ADR	26,821	22,085
393 SH HALLIBURTON CO HOLDINGS CO	18,004	13,562
1190 SH HEINEKEN NV		
1156 SH HEINEKEN NV	29,952	26,623
2866 SH HENNES & MARITZ AB ADR		
462 SH HITACHI LTD ADR	18,308	24,089
607 SH HONDA MTR LTD ADR		
517 SH IMPERIAL TOB GROUP PLC	40,254	38,951
1687 SH INFINEON TECHNOLOGIES ADR	18,540	12,669
825 SH ITOCHU CORP ADR	14,667	16,616
465 SH JOHNSON MATTHEY PLC	27,865	26,593
3207 SH KEPPEL LTD SPONSORED ADR	34,389	45,668
295 SH KOMATSU LTD	23,355	27,872
2107 SH KONINKLIJKE AHOLD NV		
17870SH KONINKLIJKE AHOLD NV	20,330	24,035
259 SH KYOCERA CORP	23,896	20,668
1106 SH LUXOTTICA GROUP SPA SPA ADR	35,316	30,891
688 SH LVMH MOET HENNESSY LOUIS	16,516	19,333
545 SH MERCK KGAA ADR	19,511	18,110
413 SH MITSUBISHI ELEC CORP	43,021	39,503
2082 SH MITSUBISHI UFJ FINL GROUP AP	25,319	8,724

Name of Stock	End of Year Book Value	End of Year Fair Market Value
66 SH MITSUI & CO LTD ADR	33,374	20,427
825 SH NATIONAL AUSTRALIA BK LTD	23,600	19,742
847 SH NESTLE SA SPON ADR		
841 SH NESTLE SA SPON ADR	32,566	48,534
1528 SH NISSAN NTR LTD SPONS ADR	29,562	27,168
456 SH NOVARTIS AG SPONS ADR	26,626	26,070
260 SH POSCO SPON ADR		
842 SH PUBLICIS GROUPE ADR		
264 SH RICOH CO		
625 SH RIO TINTO PLC	36,179	30,575
612 SH ROCHE HOLDINGS LTD SPONS	22,006	20,935
402 SH ROYAL DUTCH SHELL PLC ADR	23,021	30,556
1685 SH ROYAL KPN NV SPONS		
388 SH SIEMENS AG	40,035	37,097
603 SH SMITH & NEPHEW PLC		
477 SH SMITH & NEPHEW PLC	27,212	22,968
550 SH SONY CORP SPON ADR		
2255 SH SUMITOMO CORP SPD ADR	36,652	30,443
432 SH SYNGENTA AG ADR	24,329	25,462
1911 SH TAIWAN SEMICONDUCTOR	20,868	24,671
523 SH TECK RESOURCES LTD CL B		
1634 SH TESCO PLC SPONS		
1406 SH TESCO PLC SPONS ADR	35,553	26,489
534 SH TEVA PHARMACEUTICALS INDS ADR		
751 SH TOKIO MARINE HOLDINGS INC		
1198 SH TOKIO MARINE HLDGS INC	41,054	26,356
256 SH TOTAL SA	13,762	13,084
1124 SH UNILEVER NV NY SHS		
1313 SH UNILEVER NV NY SHS	41,831	45,128
517 SH VODAPHONE GROUP PLC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
789 SH VODAPHONE GROUP PLC SPONS	18,562	22,116
273 SH WESTPAC BKG CORP	23,949	27,955
926 SH WOLTERS KLUWER NV		
4573 SH XSTRA PLC ADR	16,326	13,536
492 SH YARA INTL ASA	28,958	19,606
980 SH ZURICH FINL SVCS SPON ADR		

TY 2011 Investments Government Obligations Schedule

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

**US Government Securities - End of
Year Book Value:** 3,799,266

**US Government Securities - End of
Year Fair Market Value:** 3,799,678

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

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

TY 2011 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
	4,859,875	426,200	4,433,675	4,433,675

TY 2011 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	38,436,106	40,077,000
LYNN COUNTY ROALTY PROPERTY	FMV	460,000	460,000
INT'L ACCT-5418 SH ISHARES FD JAPAN	AT COST	45,715	45,150

TY 2011 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	31,785	1,558	1,558
OTHER ASSETS	28	187	187
ACCRUED INTEREST	302,986	311,454	311,454

TY 2011 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	83,916	83,821		
INSURANCE	63,230			63,230
OFFICE EXPENSE	14,299			14,299
COMPUTER	493			493
DEPRECIATION	2,256	271		1,985
FARM PROCEEDS EXPENSES	23,328	23,328		
PASTURE RENT EXPENSES	9,428	9,428		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	21,792	21,792		
SUBSCRIPTIONS	22			22
OTHER FOREIGN INVESTMENT ACCO	16,402	16,402		
TELEPHONE	1,908			1,908
LEGAL	17,118			17,118
BANK FEES	859			859

TY 2011 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	11,063,085	11,063,085	
LEASE RENTAL- OIL & GAS	17,754	17,754	
LEASE BONUS- OIL & GAS	235,720	235,720	
SALE OF WATER	72	72	
FARM RENT CROP PROCEEDS	105,869	105,869	
CROP DAMAGES- OIL COMPANIES	5,625	5,625	
PASTURE RENTALS	26,789	26,789	
PASTURE RENT DAMAGE PROCEEDS	9,262	9,262	

TY 2011 Other Increases Schedule

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

Description	Amount
DECREASE IN GRANTS PAYABLE	1,763,830

TY 2011 Other Liabilities Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCHANGE DIFFERENCE-FOREIGN STOCK		5,521

TY 2011 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	422,100	422,100		
CONSULTING	21,112			21,112

TY 2011 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	761,167	761,167		
PRODUCTION TAX EXPENSE	426,075	426,075		
EXCISE TAX	135,227			
FOREIGN TAX	10,167	10,167		