



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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
M L MASON MEM FUND 12-26-35

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 94651

City or town, state, and ZIP code
CLEVELAND, OH 44101

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) **\$** 30,624,892 **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				
4	Dividends and interest from securities.	625,628	625,628		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	1,103,556			
b	Gross sales price for all assets on line 6a \$ 6,047,372				
7	Capital gain net income (from Part IV, line 2)		1,103,556		
8	Net short-term capital gain			0	
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)				
12	Total. Add lines 1 through 11	1,729,184	1,729,184		

Revenue	13 Compensation of officers, directors, trustees, etc	97,069	48,535	48,535
	14 Other employee salaries and wages		0	0
	15 Pension plans, employee benefits		0	0
	16a Legal fees (attach schedule)			0
	b Accounting fees (attach schedule)	700	0	700
	c Other professional fees (attach schedule)			0
Operating and Administrative Expenses	17 Interest			0
	18 Taxes (attach schedule) (see page 14 of the instructions)	32,902	5,577	0
	19 Depreciation (attach schedule) and depletion	0	0	
	20 Occupancy			
	21 Travel, conferences, and meetings		0	0
	22 Printing and publications		0	0
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.	130,671	54,112	0
	Add lines 13 through 23			49,235
	25 Contributions, gifts, grants paid	1,315,001		1,315,001
	26 Total expenses and disbursements. Add lines 24 and 25	1,445,672	54,112	0
	27 Subtract line 26 from line 12	283,512		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		1,675,072	
	c Adjusted net income (if negative, enter -0-)			0

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments		551,787	463,304	463,304	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►			0	0	
	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 ►	0				
	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)		16,880,830	17,449,269	19,337,469	
	c Investments—corporate bonds (attach schedule)		10,206,814	10,018,899	10,824,119	
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)				0		
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)		27,639,431	27,931,472	30,624,892		
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		27,639,431	27,931,472		
	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)		27,639,431	27,931,472			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		27,639,431	27,931,472			

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	27,639,431
2	Enter amount from Part I, line 27a		2	283,512
3	Other increases not included in line 2 (itemize) ►		3	31,792
4	Add lines 1, 2, and 3		4	27,954,735
5	Decreases not included in line 2 (itemize) ►		5	23,263
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	27,931,472

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) FMV 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	1,103,556
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))
2010	1,616,177	29,140,260	0 055462
2009	1,329,208	27,332,886	0 04863
2008	1,452,488	25,475,601	0 057015
2007			
2006			

2 Total of line 1, column (d).	2	0 161107
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 053702
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	31,002,608
5 Multiply line 4 by line 3.	5	1,664,902
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	16,751
7 Add lines 5 and 6.	7	1,681,653
8 Enter qualifying distributions from Part XII, line 4.	8	1,364,236

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 type="checkbox"/> and enter "N/A" on line 1	1	33,501
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	33,501
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	33,501
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	33,501
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,972
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	22,972
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	10,529
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

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
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input 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	
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			
	● 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	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA			
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	
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 ► _____				
14	The books are in care of ► PNC BANK NA	Telephone no ► (216) 257-4699		
	Located at ► PO BOX 94651 CLEVELAND OH	ZIP +4 ► 441014651		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	No
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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	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 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____		
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	Yes
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	No

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK NA PO BOX 94651 CLEVELAND, OH 441014651	TRUSTEE 8	97,069		

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.				0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

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

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

1	
2	
All other program-related investments See page 24 of the instructions	
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	31,474,729
b	Average of monthly cash balances.	1b	0
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	31,474,729
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	31,474,729
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	472,121
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,002,608
6	Minimum investment return. Enter 5% of line 5.	6	1,550,130

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	1,550,130
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	33,501
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	33,501
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,516,629
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,516,629
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,516,629

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	1,364,236
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,364,236
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,364,236

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				1,516,629
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	0			
b From 2007.	0			
c From 2008.	167,203			
d From 2009.	0			
e From 2010.	189,704			
f Total of lines 3a through e.	356,907			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 1,364,236			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.			1,364,236	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	152,393			152,393
6 Enter the net total of each column as indicated below:	204,514			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	204,514			
10 Analysis of line 9				
a Excess from 2007.	0			
b Excess from 2008.	14,810			
c Excess from 2009.	0			
d Excess from 2010.	189,704			
e Excess from 2011.				

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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	1,315,001
b Approved for future payment				
Total			► 3b	

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						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate						
a Debt-financed property.				14	625,628	
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	1,103,556	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).						1,729,184
13 Total. Add line 12, columns (b), (d), and (e).				13		1,729,184
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

Part XVI-B Relationship of Activities to the Accomplishment of Exempt 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>*****</p> <p>Signature of officer or trustee</p>				
		2012-05-04	<p>*****</p> <p>Date</p> <p>Title</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>		Date	Check if self-employed <input type="checkbox"/>
	<p>Firm's name</p> <p>►</p> <p>_____</p>		Firm's EIN <input type="checkbox"/>	
	<p>Firm's address</p> <p>►</p> <p>_____</p>		Phone no	

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

Additional Data

Software ID:

Software Version:

EIN: 25-6020716

Name: M L MASON MEM FUND 12-26-35

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)
4340 AMERICAN ELEC PWR INC COM		2009-12-01	2011-01-14
1190 DOLBY LABORATORIES INC CLASS A		2009-06-01	2011-01-14
1160 DOLBY LABORATORIES INC CLASS A		2009-06-01	2011-01-18
490 47 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-01-18
493 32 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-01-31
5890 FORD MTR CO DEL COM PAR \$0 01		2010-08-04	2011-02-02
10400 FORD MTR CO DEL COM PAR \$0 01		2010-01-12	2011-02-02
4270 BROADCOM CORP CL A		2009-06-12	2011-02-15
8210 CISCO SYS INC COM		1997-03-20	2011-02-15
3693 PEPSICO INC COM		2000-06-08	2011-02-15
70 AT&T INC		2009-06-05	2011-02-23
30 ALLERGAN INC COM		2009-06-05	2011-02-23
10 AMAZON COM INC COM		2010-02-24	2011-02-23
30 AMERICAN EXPRESS CO COM		2009-11-18	2011-02-23
70 AMERISOURCEBERGEN CORP COM		2010-02-02	2011-02-23
50 AMERIPRISE FINANCIAL INC		2010-11-23	2011-02-23
10 APACHE CORP COM		2009-08-04	2011-02-23
20 APPLE COMPUTER INC COM		2009-03-05	2011-02-23
120 BANK OF AMER CORP COM		2010-05-12	2011-02-23
50 CAPITAL ONE FINANCIAL CORP COM		2010-05-12	2011-02-23
60 CELANESE CORP-SERIES A		2010-06-08	2011-02-23
40 CENTURYTEL INC COM		2010-05-24	2011-02-23
50 CHEVRONTEXACO CORP COM		2010-09-27	2011-02-23
40 CHUBB CORP COM		2010-11-23	2011-02-23
520 CITIGROUP INC COM		2010-05-04	2011-02-23
50 COACH INC COM		2010-02-24	2011-02-23
30 COCA COLA CO COM		2011-02-15	2011-02-23
20 CUMMINS ENGINE INC COM		2010-01-12	2011-02-23
30 DEERE & CO COM		2010-12-07	2011-02-23
40 DOLLAR TREE INC		2009-06-05	2011-02-23

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)
40 DOVER CORP COM		2010-10-05	2011-02-23
40 DU PONT E I DE NEMOURS & CO COM		2011-02-02	2011-02-23
110 EMC CORPORATION		2009-09-28	2011-02-23
20 EATON CORP COM		2010-12-07	2011-02-23
50 EBAY INC COM		2011-02-15	2011-02-23
30 EQUITY RESIDENTIAL PPTYS TR SBI		2010-05-28	2011-02-23
60 EXXON MOBIL CORP COM		2009-01-14	2011-02-23
120 GENERAL ELEC CO COM		2010-05-12	2011-02-23
70 GENERAL MILLS INC COM		2009-11-18	2011-02-23
10 GOOGLE INC CL A		2008-07-22	2011-02-23
50 HERSHEY FOODS CORP COM		2010-06-08	2011-02-23
30 HEWLETT PACKARD CO COM		2010-06-16	2011-02-23
80 INTEL CORP COM		2010-02-05	2011-02-23
20 INTERNATIONAL BUSINESS MACHS CORP COM		2009-09-28	2011-02-23
90 JP MORGAN CHASE & CO COM		2005-10-04	2011-02-23
30 JOHNSON & JOHNSON COM		2008-10-06	2011-02-23
80 LIMITED INC COM		2010-05-24	2011-02-23
90 MATTEL INC COM		2010-05-24	2011-02-23
40 MERCK & CO INC		2009-12-17	2011-02-23
140 MICROSOFT CORP COM		2009-11-02	2011-02-23
70 NATIONAL OIL-WELL INC COM		2010-09-27	2011-02-23
20 NEWFIELD EXPL CO COM		2010-11-24	2011-02-23
50 NORTHEAST UTILS COM		2011-01-18	2011-02-23
110 ORACLE CORP COM		2007-11-13	2011-02-23
20 PPG INDs INC COM		2010-03-10	2011-02-23
658 985 PNC INTERMEDIATE BOND FUND CLASS I		2002-06-27	2011-02-23
17150 454 PNC INTERMEDIATE BOND FUND CLASS I		2010-12-20	2011-02-23
15697 028 PNC LARGE CAP VALUE FUND CLASS I		2002-05-13	2011-02-23
180 PFIZER INC COM		2009-12-03	2011-02-23
40 PRICE T ROWE GROUP INC COM		2010-11-23	2011-02-23

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)
50 PROCTER & GAMBLE CO COM		2010-02-02	2011-02-23
50 QUALCOMM INC COM		2011-02-15	2011-02-23
30 SHIRE PHARMACEUTICAL GROUP SPONSORED ADR		2010-11-23	2011-02-23
30 SMUCKER J M CO COM NEW		2010-01-12	2011-02-23
80 STARBUCKS CORP COM		2011-02-02	2011-02-23
50 TEXAS INSTRS INC COM		2011-02-15	2011-02-23
40 TIFFANY & CO NEW COM		2011-02-02	2011-02-23
30 UNION PAC CORP COM		2010-05-12	2011-02-23
30 UNITED TECHNOLOGIES CORP COM		2009-09-01	2011-02-23
60 UNITEDHEALTH GROUP INC COM		2009-06-05	2011-02-23
50 VIACOM INC		2009-10-30	2011-02-23
40 WAL MART STORES INC COM		2008-09-16	2011-02-23
50 WALGREEN CO COM		2011-02-15	2011-02-23
90 WELLS FARGO & CO NEW COM		2009-08-13	2011-02-23
40 WISCONSIN ENERGY CORP COM		2009-06-05	2011-02-23
50 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2010-10-05	2011-02-23
50 COVIDIEN PLC EXCH 03/18/11		2010-01-26	2011-02-23
20 CORE LABORATORIES N V COM		2010-06-09	2011-02-23
496 2 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-02-28
1060 AT&T INC		2009-06-05	2011-03-10
989 AMAZON COM INC COM		2010-02-24	2011-03-10
100 NATIONAL OIL-WELL INC COM		2010-08-04	2011-03-10
940 NATIONAL OIL-WELL INC COM		2010-09-27	2011-03-10
2190 NEWFIELD EXPL CO COM		2010-11-23	2011-03-10
499 09 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-03-31
4272 COACH INC COM		2009-07-08	2011-04-07
5680 GENERAL MILLS INC COM		2008-12-22	2011-04-07
380 CORE LABORATORIES N V COM		2010-06-08	2011-04-11
1160 CORE LABORATORIES N V COM		2010-06-08	2011-04-12
502 01 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-04-30

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)
2710 PFIZER INC COM		2009-10-28	2011-05-16
620 SHIRE PHARMACEUTICAL GROUP SPONSORED ADR		2010-03-04	2011-05-16
530 SHIRE PHARMACEUTICAL GROUP SPONSORED ADR		2010-11-23	2011-05-16
4960 STARBUCKS CORP COM		2010-05-12	2011-05-16
1400 STARBUCKS CORP COM		2011-02-02	2011-05-16
504 94 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-05-31
3020 HEWLETT PACKARD CO COM		2010-06-16	2011-06-03
640 PRICE T ROWE GROUP INC COM		2010-11-23	2011-06-03
2540 PRICE T ROWE GROUP INC COM		2009-06-01	2011-06-03
3800 WALGREEN CO COM		2011-02-15	2011-06-29
523 16 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-06-30
2190 DEERE & CO COM		2010-12-07	2011-07-18
1680 HESS CORPORATION		2011-03-10	2011-07-18
500 NATIONAL OIL-WELL INC COM		2010-08-04	2011-07-18
526 17 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-07-31
210 APPLE COMPUTER INC COM		2008-10-06	2011-08-05
1180 CELANESE CORP-SERIES A		2009-06-02	2011-08-05
3770 CENTURYTEL INC COM		2010-05-24	2011-08-05
2510 LIMITED INC COM		2010-05-24	2011-08-05
910 NATIONAL OIL-WELL INC COM		2010-08-04	2011-08-05
890 TIFFANY & CO NEW COM		2011-02-02	2011-08-05
4080 TEXAS INSTRS INC COM		2011-02-15	2011-08-19
1300 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2009-12-17	2011-08-19
950 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2010-10-05	2011-08-19
1800 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2009-12-17	2011-08-22
8741 259 PNC INTERMEDIATE BOND FUND CLASS I		2002-06-27	2011-08-30
513 98 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-08-31
1050 APACHE CORP COM		2009-08-04	2011-09-19
5220 DISNEY WALT CO COM		2011-04-07	2011-09-19
500 AMERISOURCEBERGEN CORP COM		2010-02-02	2011-09-29

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)
970 AMERISOURCEBERGEN CORP COM		2010-02-02	2011-09-29
934 UNITEDHEALTH GROUP INC COM		2009-06-05	2011-09-29
256 UNITEDHEALTH GROUP INC COM		2009-06-05	2011-09-29
516 99 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-09-30
340 VIACOM INC		2009-06-02	2011-10-12
3990 VIACOM INC		2009-06-02	2011-10-12
520 02 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-10-31
240 APPLE COMPUTER INC COM		2006-06-09	2011-11-11
1670 BAKER HUGHES INC COM		2011-04-11	2011-11-11
380 BAKER HUGHES INC COM		2011-06-03	2011-11-11
300 INTERNATIONAL BUSINESS MACHS CORP COM		2009-06-01	2011-11-11
530 BAKER HUGHES INC COM		2011-04-12	2011-11-14
1110 BAKER HUGHES INC COM		2011-09-19	2011-11-14
523 05 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-11-30
2120 TIFFANY & CO NEW COM		2011-02-02	2011-12-01
1852 PPG INDS INC COM		2010-03-10	2011-12-15
526 1 GOVT NATL MTG ASSN POOL #478039 DTD 05-01-98 6 5% DUE 05-15-13		2000-12-11	2011-12-31
CAPITAL GAIN DIVIDENDS	P		

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)
153,512		144,793	8,719
73,744		45,118	28,626
69,638		43,980	25,658
490		490	
493		492	1
91,114		77,134	13,980
160,881		123,258	37,623
181,252		112,468	68,784
153,269		56,243	97,026
236,127		157,505	78,622
1,967		1,721	246
2,205		1,365	840
1,779		1,191	588
1,306		1,244	62
2,586		1,991	595
3,173		2,569	604
1,201		873	328
6,859		1,783	5,076
1,706		2,054	-348
2,530		2,317	213
2,442		1,550	892
1,604		1,356	248
5,125		4,022	1,103
2,426		2,278	148
2,428		2,225	203
2,721		1,849	872
1,924		1,890	34
2,028		1,064	964
2,667		2,457	210
1,980		1,182	798

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)
2,545		2,168	377
2,149		2,074	75
2,901		1,885	1,016
2,123		2,017	106
1,649		1,721	-72
1,604		1,362	242
5,230		4,526	704
2,446		2,214	232
2,606		2,357	249
6,126		4,735	1,391
2,550		2,504	46
1,303		1,431	-128
1,691		1,545	146
3,215		2,437	778
4,158		3,082	1,076
1,815		1,913	-98
2,541		2,000	541
2,232		1,949	283
1,284		1,500	-216
3,728		3,904	-176
5,596		3,069	2,527
1,364		1,351	13
1,672		1,628	44
3,536		2,222	1,314
1,732		1,272	460
7,400		6,893	507
192,600		192,771	-171
215,049		247,878	-32,829
3,385		3,377	8
2,658		2,293	365

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)
3,213		3,141	72
2,869		2,932	-63
2,438		2,193	245
2,027		1,875	152
2,550		2,570	-20
1,772		1,797	-25
2,399		2,337	62
2,777		2,305	472
2,483		1,765	718
2,577		1,618	959
2,196		1,380	816
2,128		2,510	-382
2,074		2,126	-52
2,844		2,505	339
2,336		1,627	709
3,167		2,489	678
2,522		2,545	-23
2,001		1,397	604
496		495	1
30,363		26,054	4,309
165,276		117,787	47,489
7,447		4,171	3,276
70,006		41,218	28,788
151,923		147,071	4,852
499		498	1
220,621		113,815	106,806
204,145		172,580	31,565
37,140		26,131	11,009
109,201		78,389	30,812
502		501	1

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)
56,850		49,616	7,234
58,359		41,388	16,971
49,888		38,750	11,138
175,096		137,659	37,437
49,422		44,972	4,450
505		504	1
109,285		144,077	-34,792
37,900		36,684	1,216
150,416		106,363	44,053
158,801		161,509	-2,708
523		522	1
174,244		179,307	-5,063
121,168		133,586	-12,418
38,903		20,857	18,046
526		525	1
78,466		18,695	59,771
51,812		29,156	22,656
127,409		127,845	-436
87,758		62,753	25,005
61,249		37,959	23,290
61,480		52,002	9,478
102,159		146,649	-44,490
54,843		54,618	225
40,077		47,286	-7,209
75,304		75,625	-321
100,000		91,434	8,566
514		513	1
99,670		91,671	7,999
168,795		219,099	-50,304
19,289		14,220	5,069

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)
36,698		27,587	9,111
43,338		25,181	18,157
12,135		6,902	5,233
517		516	1
14,866		8,694	6,172
172,603		93,755	78,848
520		519	1
92,031		19,049	72,982
97,039		114,967	-17,928
22,081		28,576	-6,495
56,219		33,751	22,468
30,312		35,665	-5,353
63,483		63,758	-275
523		522	1
141,280		123,870	17,410
148,383		117,773	30,610
526		525	1
			457

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))
			8,719
			28,626
			25,658
			1
			13,980
			37,623
			68,784
			97,026
			78,622
			246
			840
			588
			62
			595
			604
			328
			5,076
			-348
			213
			892
			248
			1,103
			148
			203
			872
			34
			964
			210
			798

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))
			377
			75
			1,016
			106
			-72
			242
			704
			232
			249
			1,391
			46
			-128
			146
			778
			1,076
			-98
			541
			283
			-216
			-176
			2,527
			13
			44
			1,314
			460
			507
			-171
			-32,829
			8
			365

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			72
			-63
			245
			152
			-20
			-25
			62
			472
			718
			959
			816
			-382
			-52
			339
			709
			678
			-23
			604
			1
			4,309
			47,489
			3,276
			28,788
			4,852
			1
			106,806
			31,565
			11,009
			30,812
			1

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))
			7,234
			16,971
			11,138
			37,437
			4,450
			1
			-34,792
			1,216
			44,053
			-2,708
			1
			-5,063
			-12,418
			18,046
			1
			59,771
			22,656
			-436
			25,005
			23,290
			9,478
			-44,490
			225
			-7,209
			-321
			8,566
			1
			7,999
			-50,304
			5,069

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))
			9,111
			18,157
			5,233
			1
			6,172
			78,848
			1
			72,982
			-17,928
			-6,495
			22,468
			-5,353
			-275
			1
			17,410
			30,610
			1

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				
PASSAVANT MEMORIAL HOSPITAL FOR THE CARE OF EPILEPTICS ROCHESTER, PA 15074	NONE	PUBLIC	GENERAL SUPPORT	-3,974
ST BARNABAS NURSING HOME 5827 MERIDIAN ROAD GIBSONIA, PA 15044	NONE	PUBLIC	GENERAL SUPPORT	26,432
YOUNG MENS CHRISTIAN ASSN OF PITTSBURGH 330 BLVD OF THE ALLIES PITTSBURGH, PA 15222	NONE	PUBLIC	GENERAL SUPPORT	26,432
THE SALVATION ARMY EASTERN TERRITORIAL HQ RTPO BOX C-635 PITTSBURGH, PA 15219	NONE	PUBLIC	GENERAL SUPPORT	13,216
TRAVELER'S AID SOCIETY 103 SMITHFIELD STREET PITTSBURGH, PA 15222	NONE	PUBLIC	GENERAL SUPPORT	6,608
AMERICAN HUMANE ASSOCIATION 63 INVERNESS DRIVE EAST ENGLEWOOD, CO 80112	NONE	PUBLIC	GENERAL SUPPORT	6,608
AGH NON-PATIENT PAYMENTS TWO ALLEGHENY CENTER - 11TH FLOOR PITTSBURGH, PA 15212	NONE	PUBLIC	GENERAL SUPPORT	792,967
WESTMINSTER COLLEGES MARKET ST NEW WILMINGTON, PA 16142	NONE	PUBLIC	GENERAL SUPPORT	19,824
EASTMINSTER PRESBY CHURCH OF PITTSBURGH 250 NORTH HIGHLAND MALL PITTSBURGH, PA 15206	NONE	PUBLIC	GENERAL SUPPORT	39,648
CHILDRENS HOSPITAL OF PITTSBURGH 1251 WATERFRONT PLACE - 5TH FLOOR PITTSBURGH, PA 15222	NONE	PUBLIC	GENERAL SUPPORT	19,824
PITTSBURGH VISION SERVICES 1800 WEST STREET PITTSBURGH, PA 15213 33791	NONE	PUBLIC	GENERAL SUPPORT	6,608
FORBES REGIONAL HOSPITAL ATTN BOB YOUNG CFO 2570 HAYMAKER ROAD MONROEVILLE, PA 15146	NONE	PUBLIC	GENERAL SUPPORT	26,432
FAMILY SERVICES OF WESTERN PA 3230 WILLIAM PITT WAY PITTSBURGH, PA 15222	NONE	PUBLIC	GENERAL SUPPORT	13,216
YMCA OF PITTSBURGH 420 FT DUQUESNE BLVD SUITE 625 PITTSBURGH, PA 15219	NONE	PUBLIC	GENERAL SUPPORT	13,216
WEST PENN HOSPITAL FDN ATTN SANDY DUFFY 4818 LIBERTY AVENUE PITTSBURGH, PA 15224	NONE	PUBLIC	GENERAL SUPPORT	13,216
PRESBYTERIAN CHURCH IN THE US BOARD OF PENSIONS PCUSA 2000 MARKET STREET PHILADELPHIA, PA 19103 3231	NONE	PUBLIC	GENERAL SUPPORT	6,608
PRESBYTERIAN SENIORCARE FOUNDATION ATTN JANET A BARLETT EXEC DIRECTOR 1215 HULTON RD OAKMONT, PA 15139 1196	NONE	PUBLIC	GENERAL SUPPORT	26,432
YWCA GREATER PITTSBURGH ATTN VALERIE H WHEATLEY 305 WOOD ST PITTSBURGH, PA 15222 1982	NONE	PUBLIC	GENERAL SUPPORT	52,864
UPMC PRESBYTERIAN HOSPITAL 200 LOTHROP ST - ROOM 10028 PITTSBURGH, PA 15213 2582	NONE	PUBLIC	GENERAL SUPPORT	6,608
WESTERN PA HUMANE SOCIETY ATTN DONNAL BUCEK 1101 WESTERN AVENUE PITTSBURGH, PA 15233 2084	NONE	PUBLIC	GENERAL SUPPORT	39,648
WESTERN PA SCHOOL FOR THE BLIND 201 BELLEFIELD AVE PITTSBURGH, PA 15213	NONE	PUBLIC	GENERAL SUPPORT	6,608
MARS HOME FOR YOUTH FDN C/O MARTIN HARRIS 521 ROUTE 228 MARS, PA 16046 3123	NONE	PUBLIC	GENERAL SUPPORT	6,608
SEWICKLEY VALLEY HOSPITAL HERITAGE VALLEY HEALTH SYSTEM 420 ROUSER ROAD STE 201 MOON TOWNSHIP, PA 15108	NONE	PUBLIC	GENERAL SUPPORT	6,608
MARTHA MASON MEMORIAL FUND PNC BANK TRUSTEE PO BOX 94651 CLEVELAND, OH 44101	NONE	PUBLIC	GENERAL SUPPORT	13,216
HEALTH HOPE NETWORK TWO PARKWAY CTR STE 101 PITTSBURGH, PA 15220	NONE	PUBLIC	GENERAL SUPPORT	6,608
HEALTHY LUNGS PENNSYLVANIA ATTN CHRISTINE R WEAVER EXEC DIR CRANBERRY TOWNSHIP, PA 16066 4130	NONE	PUBLIC	GENERAL SUPPORT	13,216
UPMC MERCY ATTN ILENE TOBIAS STE 8084 3600 FORBES AVE AT MEYRAN PITTSBURGH, PA 15213	NONE	PUBLIC	GENERAL SUPPORT	13,216
PASSAVANT MEMORIAL HOMES 163 THORN HILL ROAD WARRENTON, PA 15086	NONE	PUBLIC	GENERAL SUPPORT	17,191
FAMILY RESOURCES 141 SOUTH HIGHLAND AVENUE PITTSBURGH, PA 15206 3931	NONE	PUBLIC	GENERAL SUPPORT	13,216
KINGSLEY ASSOCIATION INC 6435 FRANKSTONE AVENUE PITTSBURGH, PA 15206 4007	NONE	PUBLIC	GENERAL SUPPORT	66,081
Total				1,315,001

TY 2011 Accounting Fees Schedule

Name: M L MASON MEM FUND 12-26-35

EIN: 25-6020716

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC BANK, NA	700			700

TY 2011 Other Decreases Schedule

Name: M L MASON MEM FUND 12-26-35**EIN:** 25-6020716

Description	Amount
POSTED IN SUBSEQ YR FOR CURR YR	23,253
ROUNDING ADJUSTMENT	9
LATE TRADE/SETTLEMENT ADJUSTMENT	1

TY 2011 Other Increases Schedule

Name: M L MASON MEM FUND 12-26-35

EIN: 25-6020716

Description	Amount
POSTED IN CURR YR FOR PRIOR YR	31,792

TY 2011 Taxes Schedule

Name: M L MASON MEM FUND 12-26-35**EIN:** 25-6020716

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	59	59		0
FEDERAL TAX PAYMENT - PRIOR YE	19,625	0		0
FEDERAL ESTIMATES - PRINCIPAL	7,700	0		0
FOREIGN TAXES ON QUALIFIED FOR	5,333	5,333		0
FOREIGN TAXES ON NONQUALIFIED	185	185		0