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990-PFForm
Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

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 , 2011, and ending , 20

Name of foundation S. LIVINGSTON MATHER CHARITABLE TRUST		A Employer identification number 34-6505619
4084-05-7/8		B Telephone number (see instructions) (215) 419-6000
Number and street (or P.O. box number if mail is not delivered to street address)		Room/suite
GLENMEDE TRUST COMPANY, 1650 MARKET STREET		1200
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,603,968.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	43.	4.	N/A	
	4 Dividends and interest from securities	159,665.	159,899.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	213,284.			
	b Gross sales price for all assets on line 6a	799,602.			
	7 Capital gain net income (from Part IV, line 2)		213,284.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-9,997.	-2,453.		STMT 1
	12 Total. Add lines 1 through 11	362,995.	370,734.		
	13 Compensation of officers, directors, trustees, etc.	21,844.	10,922.		10,922.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	29,218.	29,218.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,506.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT. 2	1,151.	35.		1,116.
	24 Total operating and administrative expenses. Add lines 13 through 23	61,719.	40,175.		12,038.
	25 Contributions, gifts, grants paid	191,283.			191,283.
	26 Total expenses and disbursements. Add lines 24 and 25	253,002.	40,175.		203,321.
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		109,993.			
b Net investment income (if negative, enter -0-)			330,559.		
c Adjusted net income (if negative, enter -0-)				N/A	

For Paperwork Reduction Act Notice, see Instructions.

JSA

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SCANNED OCT 11 2012
Operating and Administrative Expenses

6149

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.	146.	146.
	2 Savings and temporary cash investments	470,849.	391,243.	391,243.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	4,160,796.	4,350,251.	5,212,579.
	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)	4,631,647.	4,741,640.	5,603,968.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,347,395.	4,477,583.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	284,252.	264,057.	
	30 Total net assets or fund balances (see instructions)	4,631,647.	4,741,640.	
31 Total liabilities and net assets/fund balances (see instructions)	4,631,647.	4,741,640.		

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	4,631,647.
2 Enter amount from Part I, line 27a	2	109,993.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,741,640.
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	4,741,640.

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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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS		P	VARIOUS	VARIOUS
c SECTION 1250 RECAPTURE GAIN		P	VARIOUS	VARIOUS
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 791,237.		586,318.	204,919.
b 8,177.		-0-	8,177.
c 188.		-0-	188.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			204,919.
b			8,177.
c			188.
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	213,284.
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 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 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	166,574.	5,252,682.	0.031712
2009	220,901.	4,447,050.	0.049674
2008	322,410.	5,648,526.	0.057079
2007	562,269.	6,339,007.	0.088700
2006	150,331.	5,934,660.	0.025331

2 Total of line 1, column (d)	2	0.252496
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	0.050499
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,654,596.
5 Multiply line 4 by line 3	5	285,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,306.
7 Add lines 5 and 6	7	288,857.
8 Enter qualifying distributions from Part XII, line 4 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.	8	203,321.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,611.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	6,611.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,611.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,380.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	3,059.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,439.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,828.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 3,828. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ -0- (2) On foundation managers ▶ \$ -0-		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ -0-		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH & 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 3</u>	Telephone no. <u></u>		
	Located at <u></u>	ZIP + 4 <u></u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	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 <u></u>			

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 <u>TRUSTEE FEE</u>	<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 instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 <u></u>		
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 instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A

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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		21,844.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	5,252,788.
b	Average of monthly cash balances	1b	487,919.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,740,707.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,740,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,111.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,654,596.
6	Minimum investment return. Enter 5% of line 5	6	282,730.

Part XI Distributable Amount (see 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	282,730.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,611.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,611.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	276,119.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	276,119.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	276,119.

Part XII Qualifying Distributions (see 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	203,321.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	203,321.
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 instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,321.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				276,119.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			6,871.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 203,321.				
a Applied to 2010, but not more than line 2a . . .			6,871.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				196,450.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				79,669.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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).)

NONE

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.

NONE

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> SEE STATEMENT 6				191,283.
Total ► 3a				191,283.
b <i>Approved for future payment</i> N/A				
Total ► 3b				-0-

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions.)
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	43.		
4 Dividends and interest from securities			14	159,665.		
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	713110	-7,544.	14	-2,453.		
8 Gain or (loss) from sales of assets other than inventory	211110		18	213,284.		
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)		-7,544.		370,539.		
13 Total. Add line 12, columns (b), (d), and (e)					13	362,995.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

COLUMN A
REVENUE EXPENSES PER BOOKS

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

COLUMN
A

REVENUE:

LINE 3	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS		43
	- MONEY MARKET FUNDS	<u>43</u>	
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES		159,665
	- DIVIDENDS & INTEREST	<u>159,665</u>	
LINE 11	OTHER INCOME		-9,997
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S	-2,453	
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T	<u>-7,544</u>	

EXPENSES:

LINE 16c	OTHER PROFESSIONAL FEES		29,218
	- TOWER WEALTH MANAGEMENT	<u>29,218</u>	
LINE 18	TAXES		9,506
	- FEDERAL EXCISE TAX PAYMENTS	<u>9,506</u>	
LINE 23	OTHER EXPENSES		1,151
	- TRAVEL, CONFERENCES AND MEETINGS		
	FOUNDATION MEETING	856	
	- TREASURER OF THE STATE OF OHIO		
	ANNUAL FILING FEE	200	
	- SECRETARIAL WORK	60	
	- MISCELLANEOUS EXPENSE	<u>35</u>	

COLUMN B
NET INVESTMENT INCOME

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

COLUMN
B

REVENUE:

LINE 3	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS		4
	- MONEY MARKET FUNDS	<u>4</u>	
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES		159,899
	- DIVIDENDS & INTEREST	<u>159,899</u>	
LINE 11	OTHER INCOME		-2,453
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S	-2,453	
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T	<u>0</u>	

EXPENSES:

LINE 16c	OTHER PROFESSIONAL FEES		29,218
	- TOWER WEALTH MANAGEMENT	<u>29,218</u>	
LINE 18	TAXES		0
	- FEDERAL EXCISE TAX PAYMENTS	<u>0</u>	
LINE 23	OTHER EXPENSES		35
	- TRAVEL, CONFERENCES AND MEETINGS		
	FOUNDATION MEETING	0	
	- TREASURER OF THE STATE OF OHIO		
	ANNUAL FILING FEE	0	
	- SECRETARIAL WORK	0	
	- MISCELLANEOUS EXPENSE	<u>35</u>	

COLUMN D
DISBURSEMENTS FOR CHARITABLE PURPOSES

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

COLUMN
D

EXPENSES:

LINE 16c	OTHER PROFESSIONAL FEES		0
	- TOWER WEALTH MANAGEMENT	<u>0</u>	
LINE 18	TAXES		0
	- FEDERAL EXCISE TAX PAYMENTS	<u>0</u>	
LINE 23	OTHER EXPENSES		1,116
	- TRAVEL, CONFERENCES AND MEETINGS		
	FOUNDATION MEETING	856	
	- TREASURER OF THE STATE OF OHIO		
	ANNUAL FILING FEE	200	
	- SECRETARIAL WORK	60	
	- MISCELLANEOUS EXPENSE	<u>0</u>	

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Cash & Reserves				
25,000	BANK OF NORTH CAROLINA CD DTD 11/13/2009 3.10848% 11/13/2015	25,000	25,000	0
25,000	BARCLAYS BANK DELAWARE CD DTD 10/14/2009 3.2% 10/14/2014	24,999	25,000	1
25,000	CAPMARK BANK CD DTD 4/29/2009 3.05% 4/30/2012	25,328	25,000	-328
25,000	CAPMARK BANK CD DTD 6/17/2009 3.5% 6/17/2013	25,595	25,000	-595
290,321	GLENMEDE FUND INC-GOVT CASH PORTFOLIO	290,321	290,321	0
146	Cash	146	146	0
Cash & Reserves Total				
		391,389	390,467	-922
Fixed Income				
U S Government Mutual Funds				
875	CHINA FUND	30,302	17,946	-12,356

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Total		30,302	17,946	-12,356
Corporate Bonds - Finance				
50,000	PROLOGIS DTD 5/15/2006 5.625% 11/15/2015	50,625	53,178	2,553
30,000	MORGAN STANLEY DTD 8/24/2010 7% 8/24/2030	29,850	26,100	-3,750
Total		80,475	79,278	-1,197
Corporate Bonds - Foreign				
50,000	CONOCPHILLIPS CANADA DTD 10/13/2006 5.625% 10/15/2016	58,250	58,377	127
Total		58,250	58,377	127
Other Taxable Bond Mutual Funds				
1,000	POWERSHARES BUILD AMERICA PO	25,031	28,700	3,669
200	PROSHARES ULTRASHORT	7,851	3,614	-4,237

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
LEHMAN (TBT)				
Total		32,882	32,314	-568
Municipal Bonds				
50,000	PUERTO RICO COMWLTH GOVT DEV B DTD 7/29/2010 5.25% 8/1/2018	50,492	50,000	-492
50,000	SAN BERNARDINO CITY CA UNIF SC DTD 3/24/2011 8.253% 2/1/2026	60,092	61,252	1,160
Total		110,584	111,252	668
Taxable Municipal Bonds				
35,000	HARRIS CNTY-HOUSTON TEX SPORTS DTD 12/15/2001 6.5% 11/15/2016	35,579	34,872	-707
50,000	ARCADIA CALIF REDEV AGY TAX AL DTD 9/8/2010 6.25% 9/1/2023	50,859	51,785	926

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
50,000	NORTHEASTERN OHIO UNIVS DTD 11/17/2010 5.8% 12/1/2025	50,530	53,201	2,671
30,000	COLUMBUS-FRANKLIN CNTY OHIO DTD 5/27/2010 6.625% 8/15/2027	31,182	30,735	-447
25,000	VIRGIN ISLANDS WTR & PWR AUTH DTD 3/30/2010 6.65% 7/1/2028	27,181	28,065	884
50,000	FLORIDA ST GOVERNMENTAL UTIL DTD 10/13/2010 6.348% 10/1/2030	51,209	53,464	2,255
50,000	UNION CNTY ILL DTD 9/29/2010 7.25% 9/1/2040	52,490	52,296	-194
Total		299,030	304,418	5,388
Preferred Stock				
40,000	ARISDYNE SYSTEMS INC SERIES B PFD	6,173	6,173	0
1,850	BNY CAPITAL V \$0.0595 PFD	39,637	46,990	7,353
187,030	CSA MEDICAL VOTING TRUST CERT CONV PFD SER A/B	217,940	187,030	-30,910
1,000	GOLDMAN SACHS GROUP INC	25,000	24,770	-230

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
1,650	6.125% \$1.53125 PFD HSBC HOLDINGS 8.125% \$2.031 PFD	40,101	42,488	2,387
1,600	JPM CHASE CAPITAL XXVI \$0.08 PFD	39,854	41,440	1,586
102,105	LOGICBAY CORP SERIES PFD SER B	20,000	20,421	421
1,950	USB CAPITAL XII \$0.063 PFD	40,891	49,257	8,366
2,175	VORNADO REALTY TRUST 6.7500% PFD Ser F CALL 11/17/09 @ 25.00	40,165	55,180	15,015
Total		469,761	473,749	3,988
Fixed Income Total		1,081,284	1,077,334	-3,950
Equities				
Basic Industries				
1,400	APPLIED INDUSTRIAL TECHNOLOGY	49,259	49,238	-21
900	BOEING CO	57,423	66,015	8,592
750	CATERPILLAR INC.	61,948	67,950	6,002

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
200	CLIFFS NATURAL RESOURCES INC	96	12,470	12,374
1,000	COINSTAR INC	44,526	45,640	1,114
3,000	CSX CORP.	43,876	63,180	19,304
2,700	DOW CHEM CO.	0	77,652	77,652
700	ECOLAB INC.	27,521	40,467	12,946
800	FEDEX CORPORATION	84,884	66,808	-18,076
6,300	GENERAL ELECTRIC CO.	171,058	112,833	-58,225
1,500	GENESEE & WYOMING INC - CL A	76,383	90,870	14,487
2,500	HEXCEL CORP	57,428	60,525	3,097
2,000	LINCOLN ELECTRIC HOLDINGS	62,155	78,240	16,085
2,250	RAYONIER INC.	67,208	100,418	33,210
4,000	RPM INC.	80,549	98,200	17,651
1,000	STERICYCLE INC	23,160	77,920	54,760
1,750	SWIRE PACIFIC LTD-SP ADR A	18,187	21,124	2,937
1,000	TATA MOTORS LTD-SPON ADR	20,539	16,900	-3,639
<hr/>				
	Total	946,200	1,146,450	200,250
<hr/>				
Consumer Discretionary				
1,800	WALT DISNEY CO.	66,121	67,500	1,379
500	NIKE INC CL B	28,734	48,185	19,451
123	TESLA MOTORS INC	217	3,513	3,296
1,500	TJX COS INC	43,261	96,825	53,564

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST

12/31/11

4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
800	UNITED ARMOUR INC - CLASS A	56,349	57,432	1,083
<hr/>				
	Total	194,682	273,455	78,773
<hr/>				
Consumer Staples				
5,000	ELECTROSONICS MEDICAL INC (BIOMEC)	7,925	12,500	4,575
800	PROCTER & GAMBLE CO.	13,613	53,368	39,755
<hr/>				
	Total	21,538	65,868	44,330
<hr/>				
Energy				
800	APACHE CORP	78,508	72,464	-6,044
2,000	ENERPLUS RESOURCES FUND	43,627	50,640	7,013
1,300	NOBLE CORP	44,533	39,286	-5,247
<hr/>				
	Total	166,668	162,390	-4,278
<hr/>				
Financials				
4,000	ARES CAPITAL CORP	57,123	61,800	4,677

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
<hr/>				
Total		57,123	61,800	4,677
<hr/>				
Health Care				
1,500	BRISTOL MYERS SQUIBB CO.	40,212	52,860	12,648
1,000	MEDTRONIC INC.	43,705	38,250	-5,455
2,100	NEOGEN CORP	9,437	64,344	54,907
600	NOVO-NORDISK A/S	63,791	69,156	5,365
2,700	RESMED INC	57,371	68,580	11,209
<hr/>				
Total		214,516	293,190	78,674
<hr/>				
Reits				
4,000	ANNALY CAPITAL MANAGEMENT	78,205	63,840	-14,365
4,000	FIRST POTOMAC REALTY TRUST	70,964	52,200	-18,764
516	VORNADO REALTY TRUST	27,699	39,660	11,961
<hr/>				
Total		176,868	155,700	-21,168
<hr/>				
Technology				

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
125	APPLE INC.	30,768	50,625	19,857
175	GOOGLE INC-CL A	92,744	113,033	20,289
4,000	INTEL CORP.	80,392	97,000	16,608
700	INTERNATIONAL BUSINESS MACHINES CORP.	58,606	128,716	70,110
3,800	MICROSOFT CORP.	99,374	98,648	-726
2,000	ORACLE CORP	63,391	51,300	-12,091
1,000	QUALCOMM CORP	58,124	54,700	-3,424
3,400	SAFEGUARD SCIENTIFICS	59,184	53,686	-5,498
2,500	TEXAS INSTRUMENTS INC.	63,011	72,775	9,764
Total		605,594	720,483	114,889
Utilities				
14,425	HONG KONG & CHINA GAS-SP	9,941	33,437	23,496
Total		9,941	33,437	23,496
Other Assets				
5,000	CSA MEDICAL INC WARRANTS 6/20/13	0	0	0
2,000	HUTCHISON WHAMPOA ADR	28,445	33,502	5057

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
<hr/>				
	Total	28,445	33,502	5,057
<hr/>				
U S Mutual	Funds			
1,100	IQ CANADA SMALL CAP ETF	33,960	27,863	-6,097
2,204	NEW FRONTIERS KC INDIA FUND	22,397	14,660	-7,737
<hr/>				
	Total	56,357	42,523	-13,834
<hr/>				
International Mutual Funds				
575	ISHARES FTSE CHINA INDEX FUND	29,919	23,799	-6,120
3,000	ISHARES MSCI AUSTRALIA INDEX	73,688	64,320	-9,368
1,800	ISHARES MSCI CANADA	53,112	47,880	-5,232
3,900	ISHARES MSCI EMERGING MKT IN	162,616	147,966	-14,650
1,250	ISHARES MSCI GERMANY INDEX FUND	30,238	24,025	-6,213
2,500	ISHARES MSCI SINGAPORE INDEX FUND	34,486	27,075	-7,411
<hr/>				

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Total		384,059	335,065	-48,994
Equities Total		2,861,991	3,323,863	461,872
Other				
Preferred Stock				
25,000	LOGICBAY CONV PFD Ser A	25,000	4,965	-20,035
4,651	ELECTROSONICS MEDICAL INC SER A CONV PFD	10,000	100	-9,900
Total		35,000	5,065	-29,935
Other Assets				
1,000	BUCKEYE PARTNERS LP UNIT LTD PART UTS	21,223	63,980	42,757
43,923	CAVITECH HOLDINGS LLC	0	43,923	43,923
51,493	CAVITECH HOLDINGS LLC SERIES B PFD	5,000	5,000	0
50,000	COMPASS VENTURE PARTNERS	5,569	3,025	-2,544

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
25,000	EAGLE ROTARY SYSTEMS SECURED PROM NOTE DTD 6/16/2008 14.00000%	24,858	3	-24,855
	6/16/2011			
1,800	ENERGY TRANSFER PARTNERS LP	38,634	82,530	43,896
1,600	ENTERPRISE PRODUCTS PARTNERS LP	13,261	74,208	60,947
20,000	GCM DOLL	5,595	3,905	-1,690
100,000	GCM VENTURES 2000 LLC LP	27,596	30,120	2,524
28,951+	GCM-DOLL III LLC	6,372	13,084	6,712
50,000	GCM-INNOVATION LLC	23,892	32,672	8,780
40,000	GCM-PRIMUS V LLC	19,343	31,199	11,856
200	IMALUX CORP D1 PFD	10,000	10,000	0
523	IMALUX CORP D2 PFD	19,999	20,010	11
2,500	MAGELLAN MIDSTREAM PARTNERS LP	33,451	172,200	138,749
25,000	OTOSONICS INC CONVERTIBLE NOTE DTD 5/14/2010	25,000	25,000	0
	8.00000% 9/1/2011			
1,800	PLAINS ALL AMERICAN PIPELINE LP	51,784	132,210	80,426
100	ROSE ROCK MIDSTREAM LP	1,994	2,058	64
105+	SYRGIS PERFORMANCE PROD LLC MEMBER	28,402	49,821	21,419
0+	TERRA IMAGE USA LLC	2	2,000	1,998

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/11
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
<hr/>				
Total		361,975	796,948	434,973
<hr/>				
Other Total		396,975	802,013	405,038
<hr/>				
Reported At Client Direction				
1,563+ 58,187	GENSYN TECHNOLOGIES INC ARISDYNE SYSTEMS INC SERIES A PFD	1,563 8,438	1,563 8,728	0 290
<hr/>				
Reported At Client Direction Total		10,001	10,291	290
<hr/>				
Grand Total		4,741,640	5,603,968	862,328

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					5.	
8,172.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					8,172.	
16,912.00		50. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 12,307.00					04/19/2010	03/21/2011
40,671.00		125. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 30,768.00					04/19/2010	06/13/2011
14,491.00		200. CSX CORP. PROPERTY TYPE: SECURITIES 8,775.00					08/12/2009	03/01/2011
17,916.00		900. CSX CORP. PROPERTY TYPE: SECURITIES 13,163.00					08/12/2009	09/27/2011
154,696.00		1600. CLIFFS NATURAL RESOURCES INC PROPERTY TYPE: SECURITIES 463.00					12/15/1998	03/01/2011
10,734.00		250. WALT DISNEY CO. PROPERTY TYPE: SECURITIES 9,183.00					04/23/2010	04/28/2011
26,282.00		500. ECOLAB INC. PROPERTY TYPE: SECURITIES 17,667.00					01/17/2006	04/28/2011
50,000.00		50000. GENERAL ELEC CAP CORP DTD 11/15/2 PROPERTY TYPE: SECURITIES 51,280.00					10/18/2010	11/15/2011
10,467.00		257. HSBC HOLDINGS PLC-SPONS ADR PROPERTY TYPE: SECURITIES 11,461.00					VAR	09/27/2011
5,000.00		5000. HARRIS CNTY-HOUSTON TEX SPORTS DTD PROPERTY TYPE: SECURITIES 5,000.00					10/15/2010	11/15/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1.00		.4 HONG KONG & CHINA GAS-SP ADR PROPERTY TYPE: SECURITIES					03/27/1997 1.00	06/14/2011
17,074.00		100. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 9,474.00					VAR 7,600.00	04/28/2011
85,000.00		85000. INTL LEASE FINANCE CORP DTD 1/29/ PROPERTY TYPE: SECURITIES 85,128.00					08/10/2010 -128.00	02/01/2011
19,741.00		700. ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 17,194.00					11/19/2010 2,547.00	04/28/2011
12,369.00		250. ISHARES MSCI EMERGING MKT IN PROPERTY TYPE: SECURITIES 6,801.00					10/06/2005 5,568.00	04/28/2011
52,488.00		1500. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 77,960.00					VAR -25,472.00	09/27/2011
38,592.00		1000. NEOGEN CORP PROPERTY TYPE: SECURITIES 4,519.00					08/16/2002 34,073.00	02/14/2011
36,726.00		1000. NEOGEN CORP PROPERTY TYPE: SECURITIES 4,512.00					VAR 32,214.00	03/01/2011
21,165.00		500. NEOGEN CORP PROPERTY TYPE: SECURITIES 2,251.00					08/21/2002 18,914.00	04/28/2011
21,196.00		500. NEOGEN CORP PROPERTY TYPE: SECURITIES 2,251.00					08/21/2002 18,945.00	06/21/2011
35,067.00		400. NIKE INC CL B PROPERTY TYPE: SECURITIES 22,987.00					06/08/2009 12,080.00	03/01/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
42,257.00		500. NIKE INC CL B PROPERTY TYPE: SECURITIES 28,734.00					06/08/2009 13,523.00	06/21/2011
39,995.00		800. STRYKER CORP. PROPERTY TYPE: SECURITIES 49,676.00					03/21/2011 -9,681.00	09/27/2011
13,438.00		600. TATA MOTORS LTD-SPON ADR PROPERTY TYPE: SECURITIES 12,323.00					12/27/2006 1,115.00	07/19/2011
8,959.00		400. TATA MOTORS LTD-SPON ADR PROPERTY TYPE: SECURITIES 11,797.00					12/14/2010 -2,838.00	07/19/2011
		6500. FIVE STAR TECHNOLOGIES SUB CONV PR PROPERTY TYPE: SECURITIES 6,500.00					-6,500.00	08/30/2011
		31747. FIVE STAR TECHNOLOGIES INC SERIES PROPERTY TYPE: SECURITIES 15,000.00					03/08/2010 -15,000.00	08/30/2011
		15815. FIVE STAR TECHNOLOGIES WTS EXP 3/ PROPERTY TYPE: SECURITIES					03/08/2010	08/30/2011
188.00		. GAIN/LOSS SHORT-TERM, LONG-TERM AND 12 PROPERTY TYPE: SECURITIES 69,144.00					-69,144.00	12/31/2011
		1250 RECAPTURE GAIN					188.00	
TOTAL GAIN(LOSS)					213,284. =====	
SUMMARY OF GAIN/LOSS =====								
799,602.00 =====		586,318.00 =====	-0- =====	-0- =====	-0- =====		213,284. =====	

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENMEDE TRUST CO., N.A.,

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/2011

ATTACHMENTS PAGE 6 FORM 990-PF
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. THE GLENMEDE TRUST COMPANY 1650 MARKET STREET SUITE 1200 PHILADELPHIA, PA 19103-7391	TRUSTEE	FULL TIME	21,844	-0-	-0-
TOTAL			21,844	-0-	-0-

S LIVINGSTON MATHER CHARITABLE TRUST

**ATTACHMENT PAGE A, FORM 990-PF, PART XV, SUPPLEMENTARY INFORMATION
GRANT APPLICATION PROCEDURES**

Broad Purposes:

Primarily local giving, with emphasis on education, child welfare, youth programs, mental health, social services, cultural programs, and environment and natural resources.

Grants are made for operating support, building funds, and special purposes, but ordinarily not for scientific and medical programs and research or in areas appropriately supported by the government and the United Way. The Trust has a policy not to entertain applications and appeals which readily generate broad public support, especially in the health area. Grants usually range in size from \$500 to \$10,000. **NO GRANTS ARE MADE TO INDIVIDUALS, NOR IN RESPONSE TO MASS MAILING SOLICITATIONS.**

The Trust does not provide application forms and requires only one copy of the proposal. As a first step it is suggested that a statement be submitted which should define the purposes, their significance to the community, sponsorship, the budget for the project, other sources of support in hand and solicited, and the staffing.

Applications may be submitted at any time. The Distribution Committee meets as needed, at least four times during the year.

Applications should be directed as follows:

S. Livingston Mather Charitable Trust
The Glenmade Trust Company
JANET HAVENER
One Corporate Exchange
25825 Science Park Drive
Suite 110
Beachwood, OH. 44122

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/2011

PART XV, FORM 990-PF, PAGE 11
2011 GRANTS AND CONTRIBUTIONS -PAID-

<u>NO.</u>	<u>Name of Organization</u>	<u>Purpose</u>	<u>AMOUNT</u>
1	Bay Area Mountain Rescue Unit Stanford, CA	General Operating	10,000.00
2	California College of The Arts Oakland, CA	For the Carrasco Scholarship Fund	35,000.00
3	Case Western Reserve University Cleveland, OH	Towards Flora Stone Mather College Women Oral History Project by Dr. Gladys Hadadd	5,000.00
4	Cleveland Institute of Art Cleveland, OH	For Campaign for a New College of Art & Design	15,000.00
5	Cleveland International Piano Competition Cleveland, OH	General Operating	1,000.00
6	Cleveland Museum of Natural History Cleveland, OH	For the Campaign for Hall of Conservation and Sustainability	20,000.00
7	Cleveland Museum of Natural History Cleveland, OH	Saphire Nights Fundraiser	500.00
8	Cleveland Botanical Gardens Cleveland, OH	For the Green Corps Scholarship	15,000.00
9	Free Medical Clinic of Greater Cleveland Cleveland, OH	General Operating	5,000.00
10	Geauga County Agricultural Society Natural Resources Area Chardon, OH	General Operating	10,000.00

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/2011

PART XV, FORM 990-PF, PAGE 11
2011 GRANTS AND CONTRIBUTIONS -PAID-

<u>NO.</u>	<u>Name of Organization</u>	<u>Purpose</u>	<u>AMOUNT</u>
11	Great Lakes Science Center Cleveland, OH	For WG Mather Maritime Museum Programs	4,000.00
12	Hathaway Brown School Office of Advancement Shaker Heights, OH	For New Artists Underwriting Giving Level	250.00
13	Heritage Heights Home & Garden Tour Cleveland, OH	34th Heights Heritage Home & Garden Tour	200.00
14	Holden Arboretum Cleveland, OH	For The Molly Offutt Boardwalk	1,000.00
15	Old Stone Education Center Cleveland, OH	General Operating	2,000.00
16	ParkWorks Cleveland, OH	General Operating	2,000.00
17	The Singers' Club of Cleveland Cleveland, OH	General Operating	1,000.00
18	Trust for Public Land Cleveland, OH	To Support Genral Operating Expenses and Mission to Conserve Land for People to Enjoy	1,000.00
19	Trust for Public Land Cleveland, OH	To Support Genral Operating Expenses and Mission to Conserve Land for People to Enjoy	6,000.00
20	Trout Unlimited Arlington, OH	For the Legacy Fund	3,333.34

S. LIVINGSTON MATHER CHARITABLE TRUST
ACCOUNT #4084-05-7/8
EIN: 34-6505619
TAX YEAR ENDING 12/31/2011

PART XV, FORM 990-PF, PAGE 11
2011 GRANTS AND CONTRIBUTIONS -PAID-

<u>NO.</u>	<u>Name of Organization</u>	<u>Purpose</u>	<u>AMOUNT</u>
21	University Circle, Inc Cleveland, OH	To Support Your Field Visits Program Linking Education Education and Discovery	5,000.00
22	University Hospitals of Cleveland Department of Development Cleveland, OH	For the Mood Disorders Chair, Department of Psychology at University Hospitals	6,000.00
23	Vocational Guidance Services Cleveland, OH	General Operating	3,000.00
24	Western Reserve Land Conservancy Novelty, OH	General Operating	5,000.00
25	WVIZ 90.3 Ideastream Cleveland, OH	General Operating	5,000.00
26	Yellowstone Association Yellowstone National Park, WY	For the purchase of Historic Structure to House Museum, Headquarter & Bookshop Storage	15,000.00
27	Yellowstone Park Foundation Bozeman, MT	For the Restoration of Haynes Photo Shop	15,000.00
TOTAL 2011 CASH CONTRIBUTIONS			<u>191,283.34</u>