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

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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION		A Employer identification number 23-7441901			
Number and street (or P O box number if mail is not delivered to street address) 118 NORTH BEDFORD ROAD ROOM/SUITE STE203		B Telephone number (see instructions) (914) 242-0465			
City or town, state, and ZIP code MOUNT KISCO, NY 10549		C If exemption application is pending, check here <input checked="" type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 203,465,494		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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 type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	334,230	334,230		
4	Dividends and interest from securities.	4,109,104	4,109,104		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	2,748,798			
b	Gross sales price for all assets on line 6a 5,418,612				
7	Capital gain net income (from Part IV, line 2) . . .		2,748,798		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	10,366,650	10,366,650		
12	Total. Add lines 1 through 11	17,558,782	17,558,782		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	404,417			
14	Other employee salaries and wages	120,567			
15	Pension plans, employee benefits	20,425		20,425	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	58,650	51,000	7,650	
c	Other professional fees (attach schedule)	461,352	445,047	16,305	
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,576,558	1,294,554		
19	Depreciation (attach schedule) and depletion . . .	817,126	1,505,699		
20	Occupancy	37,020		37,020	
21	Travel, conferences, and meetings	7,302		7,302	
22	Printing and publications				
23	Other expenses (attach schedule)	257,375	162,280	95,055	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	3,760,792	3,458,580	183,760	
25	Contributions, gifts, grants paid.	11,672,561		11,672,561	
26	Total expenses and disbursements. Add lines 24 and 25	15,433,353	3,458,580	11,856,323	
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,125,429			
b	Net investment income (if negative, enter -0-) _____		14,100,202		
c	Adjusted net income (if negative, enter -0-) _____				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	130,864	113,584	113,584
2	Savings and temporary cash investments	1,542,690	807,383	807,383
3	Accounts receivable ► <u>685,200</u> Less allowance for doubtful accounts ► _____	870,275	685,200	685,200
4	Pledges receivable ► _____			
	Less allowance for doubtful accounts ► _____			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► _____ Less allowance for doubtful accounts ► _____			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	3,799,266	3,997,308	3,999,039
b	Investments—corporate stock (attach schedule)	48,491,019	53,468,520	150,545,608
c	Investments—corporate bonds (attach schedule)	6,736,179	5,482,058	6,000,744
11	Investments—land, buildings, and equipment basis ► <u>4,835,066</u> Less accumulated depreciation (attach schedule) ► <u>428,837</u>	4,433,675	4,406,229	428,837
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	38,941,821	38,132,074	40,592,897
14	Land, buildings, and equipment basis ► _____ Less accumulated depreciation (attach schedule) ► _____			
15	Other assets (describe ► _____)	313,199	292,202	292,202
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	105,258,988	107,384,558	203,465,494
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	18,686,301	18,049,093	
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 ► _____)	5,521	5,662	
23	Total liabilities (add lines 17 through 22)	18,691,822	18,054,755	
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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	86,567,166	89,329,803	
30	Total net assets or fund balances (see page 17 of the instructions)	86,567,166	89,329,803	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	105,258,988	107,384,558	

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	86,567,166
2	Enter amount from Part I, line 27a	2	2,125,429
3	Other increases not included in line 2 (itemize) ► _____	3	637,208
4	Add lines 1, 2, and 3	4	89,329,803
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	89,329,803

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
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1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	2,748,798
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	3	30,499
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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))
2011	13,248,249	177,371,252	0 074692
2010	13,080,273	174,310,492	0 075040
2009	13,069,440	159,857,073	0 081757
2008	12,911,683	171,749,166	0 075178
2007	11,399,709	190,795,081	0 059748

2 Total of line 1, column (d).	2	0 366415
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 073283
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	189,109,074
5 Multiply line 4 by line 3.	5	13,858,480
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	141,002
7 Add lines 5 and 6.	7	13,999,482
8 Enter qualifying distributions from Part XII, line 4.	8	11,856,322

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

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	282,004
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			
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	282,004
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	282,004
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	301,451	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	301,451	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	1,101	
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	18,346	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 18,346	11	Refunded <input type="checkbox"/>	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?		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	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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 instructions)			
	<input type="checkbox"/> NY, TX			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <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		No
12		No
13	Yes	

Website address ► MATHERSFOUNDATION.ORG

14	The books are in care of ► <u>DONALD HANDELMAN</u>	Telephone no ► <u>(914) 939-4060</u>
	Located at ► <u>800 WESTCHESTER AVENUE RYE BROOK NY</u>	ZIP +4 ► <u>10573</u>

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15
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16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	No
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See 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		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► 1c		No
1c	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 2012?		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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)		
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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 2012 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 2012).		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		No
4b			

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 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 instructions)?		5b	
	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?	<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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
BEVERLY CHEIKEN	ADMINISTRATOR	120,567		
MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549	35.00			
Total number of other employees paid over \$50,000.				►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3.


Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 143,180,782
b	Average of monthly cash balances.	1b 2,877,938
c	Fair market value of all other assets (see instructions).	1c 45,930,188
d	Total (add lines 1a, b, and c).	1d 191,988,908
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 191,988,908
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 2,879,834
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 189,109,074
6	Minimum investment return. Enter 5% of line 5.	6 9,455,454

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 9,455,454
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 282,004
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 282,004
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 9,173,450
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 9,173,450
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 9,173,450

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 11,856,322
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 11,856,322
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 11,856,322

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				9,173,450
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	2,104,859			
b From 2008.	4,700,213			
c From 2009.	5,304,122			
d From 2010.	4,575,302			
e From 2011.	4,650,140			
f Total of lines 3a through e.	21,334,636			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 11,856,322				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				9,173,450
e Remaining amount distributed out of corpus	2,682,872			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	24,017,508			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,104,859			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	21,912,649			
10 Analysis of line 9				
a Excess from 2008.	4,700,213			
b Excess from 2009.	5,304,122			
c Excess from 2010.	4,575,302			
d Excess from 2011.	4,650,140			
e Excess from 2012.	2,682,872			

Part XIV Private Operating Foundations (see 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 2012, 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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

MR JAMES H HANDELMAN EXECUTIVE D
118 NORTH BEDFORD ROAD
MOUNT KISCO, NY 105492555
(914) 242-0465

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

THERE IS NO FORMAL APPLICATION PROCEDURE. WHAT IS DESIRED, IS A CONCISE LETTER I) DESCRIBING THE INVESTIGATION TO BE PURSUED II) PLACING THE PROPOSED INVESTIGATION IN A CONTEXT OF THE CONTEMPORANEOUS OR HISTORICAL EFFORTS BY OTHER INVESTIGATORS ADDRESSING THE SITUATION TO BE PURSUED, III) INDICATING WHO SHALL BE CONDUCTING THE INVESTIGATION (WITH CREDENTIALS) IV) INDICATING WHETHER THE REQUEST HAS BEEN, OR IS BEING, SUBMITTED ELSEWHERE, AND, IF SO, STATUS, AND V) DETAILING THE FUNDS REQUIRED IN A SIMPLE BUDGET STATEMENT. APPLICATIONS ARE INITIALLY REVIEWED BY THE FOUNDATION'S EXECUTIVE DIRECTOR AND, SUBSEQUENTLY, BY THE FOUNDATION'S EXECUTIVE COMMITTEE. APPLICATIONS MAY ALSO BE EXAMINED BY OUTSIDE REVIEWERS. A RESPONSE, IN THE FORM OF APPROVAL, REJECTION, OR REQUEST FOR ADDITIONAL INFORMATION, CAN BE EXPECTED WITHIN 90 DAYS OF SUBMISSION OF A REQUEST. A REQUEST SHOULD RECITE THAT AN EARLIER RESPONSE IS DESIRED IF CIRCUMSTANCES SO REQUIRE

c Any submission deadlines

NONE

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

THE FOUNDATION MAKES GRANTS ONLY TO ORGANIZATIONS HAVING TAX EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND TO THOSE THAT ARE NOT PRIVATE FOUNDATIONS WITHIN THE MEANING OF 509(A) OF THE CODE, OR IN THE ABSENCE OF SUCH A DETERMINATION, TO A STATE OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF SECTION 170(C)(1) OF THE CODE, OR A STATE COLLEGE OR UNIVERSITY. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. THE FOUNDATION RARELY PROVIDES GRANTS FOR PERIODS LONGER THAN THREE YEARS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	11,672,561
b <i>Approved for future payment</i> See Additional Data Table				
Total			► 3b	18,049,093

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)
1304 ANGLO AMERN PLC	P		2012-05-16
818 JOHNSON MATTHEY PLC SPON ADR	P	2007-02-27	2012-08-14
19000 TEMPLE INLAND INC	P	2009-04-14	2012-02-14
4000 AVERY DENNISON CORP	P	1991-07-17	2012-10-31
1687 INFINEON TECHNOLOGIES ADR	P	2011-02-04	2012-08-20
201 KLONINKLIJKE AHOLD NV	P	2007-04-12	2012-12-12
300000 ATLANTIC RICHFIELD CO MTN 8	P	1992-05-18	2012-02-21
4000 AVERY DENNISON CORP	P	1991-08-20	2012-10-31
1125 BANCO BILBAO VIZCAYA ARGENTARIA	P	2010-09-24	2012-03-27
50 ROYAL DUTCH SHELL PLC SPD ADR	P		2012-08-21
300000 NY STATE EL & GAS 2 412%	P	2009-11-30	2012-02-27
2000 AVERY DENNISON CORP	P	1991-08-20	2012-10-31
393 HALLIBURTON CO	P	2011-02-04	2012-05-16
21 DIAGEO PLC SPONSORED ADR	P	2011-05-02	2012-12-12
2000 KIMBERLY-CLARK CORP	P	1983-08-16	2012-06-18
4000 AVERY DENNISON CORP	P	1991-12-23	2012-10-31
1774 AVIVA PLC ADR	P	2011-08-04	2012-06-21
163 KEPPEL LTD SPD ADR	P	2010-06-18	2012-12-13
2000 KIMBERLY CLARK CORP	P	1984-01-31	2012-07-24
4000 AVERY DENNISON CORP	P	1991-10-01	2012-10-31
462 CANON INC ADR REPSTG	P	2007-05-25	2012-02-09
184 TAIWAN SEMICONDUCTOR SP ADR	P	2007-01-23	2012-12-13
300000 FORD MOTOR CREDIT COMPANY 5%	P	2011-09-22	2012-09-20
60 45 ACR HOCKLEY CNTY LB 4 LG28	P	2019-01-01	2012-01-18
650 NATIONAL AUSTRALIA BK LTD ADR	P	2011-05-02	2012-06-21
109 ROYAL DUTCH SHELL PLC SPD ADR	P	2010-10-25	2012-02-08
275000 DOW CHEM CO 2 588%	P	2009-11-25	2012-10-01
138 47 ACR HOCKLEY LB21LG28&LB1LG29	P	2009-01-01	2012-12-11
1085 MITSUBISHI ELEC CORP	P		2012-02-09
110 ADIDAS AG ADR	P	2011-08-10	2012-12-12

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)
25000 DOW CHEM CO 2 588%	P	2009-11-25	2012-10-01
1408 ACR GARZA CNTY SECT1218&1224	P	2009-01-01	2012-12-11
728 BANCO SANTADER CENTRAL HISPANO S	P		2012-05-16
70 ANHEUSER BUSCH INBEV SA	P	2011-05-02	2012-12-12
898 PENTAIR LTD	P	1996-10-31	2012-10-10
1422 VINCI SA	P	2012-02-08	2012-08-28
137 FRESENIUS MEDICAL CARE ADR	P	2007-01-10	2012-12-12
2000 AVERY DENNISON CORP	P	1991-06-28	2012-10-30
256 TOTAL FINA ELF SA ADR	P		2012-08-20
467 KEPPEL LTD SPD ADR	P	2010-06-18	2012-02-09
6000 AVERY DENNISON CORP	P	1991-06-20	2012-10-30
420 BG GROUP PLC SPONS ADR	P		2012-12-12
5000 TEMPLE INLAND INC	P	2008-06-13	2012-02-14
2000 AVERY DENNISON CORP	P	1991-05-22	2012-10-30
175 NATIONAL AUSTRALIA BK LTD ADR	P	2011-08-12	2012-06-21
15000 TEMPLE INLAND INC	P	2008-05-05	2012-02-14
6000 AVERY DENNISON CORP	P	1991-05-22	2012-10-30
41 IMPERIAL TOBACCO PLC SP ADR	P	2007-08-14	2012-12-12
16000 TEMPLE INLAND INC	P	2003-04-10	2012-02-14
4000 AVERY DENNISON CORP	P	1991-05-21	2012-10-30
158 KOMATSU LTD SPONS ADR PAR 50	P		2012-08-21
15000 TEMPLE INLAND INC	P	2008-10-30	2012-02-14
2000 AVERY DENNISON CORP	P	1991-05-21	2012-10-31

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)
21,341		35,336	-13,995
57		53	4
608,000		103,360	504,640
128,733		47,300	81,433
11,938		18,539	-6,601
2,657		2,379	278
300,000		300,000	
128,733		44,780	83,953
9,077		15,666	-6,589
3,687		2,942	745
310,959		326,292	-15,333
64,479		22,390	42,089
11,947		18,003	-6,056
2,499		1,716	783
163,088		10,306	152,782
128,958		42,200	86,758
15,073		20,964	-5,891
2,897		1,890	1,007
171,996		10,306	161,690
128,958		42,030	86,928
20,641		26,668	-6,027
3,139		2,055	1,084
300,000		300,000	
52,894	2,190	15,919	39,165
14,921		19,399	-4,478
8,053		6,747	1,306
275,000		300,611	-25,611
69,235	7,024	22,438	53,821
18,748		22,975	-4,227
4,973		3,634	1,339

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)
25,000		27,328	-2,328
251		6,581	-6,330
4,164		8,154	-3,990
6,141		4,472	1,669
40		25	15
15,355		17,946	-2,591
4,762		3,014	1,748
64,473		24,620	39,853
12,763		13,762	-999
8,093		5,416	2,677
193,419		72,735	120,684
7,193		8,041	-848
160,000		62,343	97,657
64,473		24,120	40,353
4,017		4,201	-184
480,000		179,850	300,150
193,641		72,360	121,281
3,257		3,437	-180
512,000		187,950	324,050
129,094		48,240	80,854
3,428		3,575	-147
480,000		89,840	390,160
64,367		24,120	40,247

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-13,995
			4
			504,640
			81,433
			-6,601
			278
			83,953
			-6,589
			745
			-15,333
			42,089
			-6,056
			783
			152,782
			86,758
			-5,891
			1,007
			161,690
			86,928
			-6,027
			1,084
			39,165
			-4,478
			1,306
			-25,611
			53,821
			-4,227
			1,339

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-2,328
			-6,330
			-3,990
			1,669
			15
			-2,591
			1,748
			39,853
			-999
			2,677
			120,684
			-848
			97,657
			40,353
			-184
			300,150
			121,281
			-180
			324,050
			80,854
			-147
			390,160
			40,247

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E HANDELMAN 	PRES/DIR 4 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN 	VP/ASST TR/D 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN 	ASST SECRETA 2 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL 	SECRETARY/DI 2 50	13,000	0	0
80 PINE STREET NEW YORK, NY 10005				
WILLIAM S MILLER 	DIRECTOR 2 00	18,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
JAMES HANDELMAN 	FOUNDTN MGR 40 00	301,417	0	0
MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO, NY 10549				
RICHARD HANDELMAN 	TREASURER 2 00	0	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
DAVID BOYLE 	DIRECTOR 2 00	18,000	0	0
158 ZACCHEUS MEAD LANE GREENWICH, CT 06831				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL 333 SOUTH STREET SHREWSBURY, MA 01544	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERS I	90,631
STANFORD UNIVERSITY PALO ALTO 326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC	NEURAL FUNCTION MOLECULES TO NETWORKS	500,000
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	275,000
DIRECT RELIEF INTERNATIONAL 27 S LA PATER LANE SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL SUPPORT	25,000
FRIENDS OF MONTECITO LIBRARY 1102 EAST MONTECITO ST SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA SUITE 100 SANTA BARBARA, CA 931031704	NONE	PUBLIC	GENERAL SUPPORT	20,000
SANTA BARBARA MEALS ON WHEELS PO BOX 6099 SANTA BARBARA, CA 931066099	NONE	PUBLIC	GENERAL SUPPORT	10,000
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RENEW MOLECULAR GLYCOCOLOGY RESEARCH	497,284
UNIVERSITY OF CALIFORNIA SAN DIEGO 9600 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	INTERACTIONS DROSOPHILIA BRAIN	348,592
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	JUMPING GENES IN NEURONS & EVOLUTION	200,000
SOUTHWEST FOUNDATION TEXAS BIOMEDICAL RESEARCH PO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	INSTINCTIVE BEHAVIOR & BASIC HOMEOST	300,000
ST LUKE'S ROOSEVELT HOSPITAL CENTER 1111 AMSTERDAM AVENUE NEW YORK, NY 10025	NONE	PUBLIC	RESEARCH IN STEROID HORMONES	55,000
UNIVERSITY OF UTAH HOWARD HUGHES MEDICAL INST 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS FOR MAMMALIAN DIVERS	150,000
UNIVERSITY OF ROCHESTER MEDICAL CENTER 601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	127,302
CAPROCK CULTURAL ASSOCIATION 109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTHROPOGENY 9500 GIMAN DRIVE MC0060 LA JOLLA, CA 92093	NONE	PUBLIC	GENERAL SUPPORT	1,000,001
GARZA COUNTY HISTORICAL MUSEUM 119 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	5,000
UNIVERSITY OF PENNSYLVANIA 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	INSIGHTS INTO PROTEIN ENSEMBLE	247,500
UNIVERSITY OF PENNSYLVANIA (ENGLANDER) 1013 STELLAR CHANCE LAB PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN FOLDONS A NEW PARADIGM	83,052
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE 3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION OF NOVEL HUMAN RNA'S	221,128
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	CONSCIOUSNESS MEDIAL TEMPORAL LOBE	333,334
COLUMBIA UNIVERSITY HAVEMEYER HALL 3000 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	VIS SYNAPTIC FUNC & PLASTICITY INDIV	281,984
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	TRACING EVOLUTION OF CONSERVED BEHAV	402,394
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	250,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIDEMIOLOGY OF TICK BORNE DISEASES	82,500
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	EPIGENETIC PROGRAMMING PIRNAS MAMMAL	586,666
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MECH COMM BETWEEN NUCLEUS & CYTOPLAS	322,409
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	CONNECT CHROMATIN-LUMEN MAKING PORES	322,409
VANDERBILT UNIVERSITY 301 WILSON HALL PMB 407817 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN CORTICAL AREAS/AWARENESS	271,773
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS THAT MEDIATE INF	320,184

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BURNHAM INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTO ANALYSIS COMPLEX 3D BIO MODELS	250,000
NEUROSCIENCE INSTITUTE 10640 JOHN JAY HOPKINS DR LA JOLLA, CA 92121	NONE	PUBLIC	MULTILEVEL MODELING MENTAL IMAGERY	157,197
UNIVERSITY OF KANSAS 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	CELLULAR & TISSUE MOVEMENTS FORMATIO	89,274
MD ANDERSON CANCER CTR 1515 HOLCOMBE BLVD HOUSTON, TX 770304009	NONE	PUBLIC	PROTEIN IN SIGNALING COMPLEXES	327,855
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	LONG RNG NEURON CIRC P M HUM BRAIN	101,960
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO, IL 60637	NONE	PUBLIC	MOUSE EMBRYONIC STEM CELLS	137,500
MASSACHUSETTS GENERAL HOS 149 THIRTEENTH STREET CHARLESTOWN, MA 021292000	NONE	PUBLIC	HLA-DR PEPTIDES-LYM ARTHRITIS/RHEU	110,000
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENOME ORGANIZATION IN 4 DIMENSIONS	275,000
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMAN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS NEMATODE NERVOUS SYSTEM	274,152
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	GLIA IN HUMAN LOGEVITY/BRAIN PLASTIC	32,341
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS NATURE	247,500
DANA FARBER CANCER INSTITUTE 44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	DOUBLING OF GENOMES (POLYPLOIDY)	180,000
HARVARD MEDICAL SCHOOL 220 LONGWOD AVE BOSTON, MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	342,698
JOHNS HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	EVOLUTION OF PROTEIN DOMAIN	69,874
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH NEURAL PLASTICITY IN HUMANS	165,722

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BETH ISRAEL DEACONESS MEDICAL CTR 330 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	NEURAL NETWORK FOR WAKEFUL CONSCIOUS	171,688
CARNEGIE INSTITUTION OF WASHINGTON 115 WUNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIATED CELLS	140,620
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	GLYCAN DIV AS AN EVOLUTIONARY FORCE	144,240
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATIO	75,000
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVENUE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTH- EXPLAIN SPECIATION	100,000
UNIVERSITY OF CALIFORNIA BERKELEY STANLEY HALL 320 BERKELEY, CA 947203220	NONE	PUBLIC	MICROFLUIDIC APPROACHES	147,905
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONSAL CIRCUIT FACTORY	188,438
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS IN EVOLUTION AND MEMORY	135,000
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	DNA REPLICATION	141,666
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	IMAGING MOLECULAR MECH TRANSCRIPTION	142,418
CHIDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC	UNDERSTANDING MITOCHONDRIAL MOVEMENT	165,370
Total			► 3a	11,672,561

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b Approved for future payment				
CENTER FOR ACADEMIC RESEARCH TRAINING9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA, CA 920930687	NONE	PUBLIC	ESTABLISH CENTER FOR ANTHROPOLOGY	999,999
BETH ISRAEL DEACONESS MEDICAL CTR30 BROOKLINE AVE BOSTON, MA 02125	NONE	PUBLIC	COMPLEX PATTERNS RESEARCH	123,750
BURNHAM INSTITUTE10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTOMSTED ANAL COMPLEX 3D BIO MODEL	125,000
CALIFORNIA INSTITUTE OF TECHNOLOGY1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	NEURON ACTIVITY IN HUMAN BRAIN	333,334
CARNEGIE INSTITUTION OF WASHINGTON115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIAL	70,310
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RESEARCH	994,570
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RESEARCH	697,180
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	RESEARCH	216,360
COLD SPRING HARBOR LABORATORYONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	NEURONAL CIRCUITS POSTMORTEM HUMAN B	203,920
COLUMBIA UNIVERSITY HAVEMEYER HALL 300 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	SYNAPTIC FUNCTION AND PLASTICITY	849,608
DANA-FARBER CANCER CTR44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	POLYPLOIDY IMPACT ON EVOLUTION	90,000
EINSTEIN COLLEGE OF MEDICINE1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	137,076
EMORY UNIVERSITY201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	BRAIN PLASTICITY	64,680
FRED HUTCHINSON CANCER CENTER1110 FAIRVIEW AVENUE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	RESEARCH	500,000
HARVARD MEDICAL CENTER220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	CIRCADIAN CLOCKS	685,396
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182685	NONE	PUBLIC	PROTEIN DOMAIN	170,665
LEHIGH UNIVERSITY27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015	NONE	PUBLIC	RESEARCH	340,000
MEMORIAL SLOAN-KETTERING CANCER CENTER1275 YORK AVE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL SUPPORT	250,000
NEUROSCIENCE INSTITUTE10640 JOHN JAY HOPKINS DR LA JOLLA, CA 92121	NONE	PUBLIC	MENTAL IMAGERY	785,981
NORTHWESTERN UNIVERSITY633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH NEURAL PLASTICITY IN HUMANS	165,721
ROCKEFELLER UNIVERSITY1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	EVOLUTION OF CONSERVED BEHAVIOR	603,594
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	GENE RESEARCH	1,000,000
SOUTHWESTERN FOUNDATION TEXAS BIOMEDICAL RESEARCHPO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	300,000
STANFORD UNIVERSITY318 CAMPUS DRIVE STANFORD, CA 943055437	NONE	PUBLIC	SYNAPTIC PLASTICITY	687,500
STANFORD UNIVERSITY BECKMAN CENTER318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	MEDICAL RESEARCH	1,000,000
TUFTS UNIVERSITY419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS	480,276
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL55 NORTH LAKE AVENUE WORCESTER, MA 01655	NONE	PUBLIC	MEDICAL RESEARCH	271,893
UNIVERSITY OF ROCHESTER601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	127,302
UNIVERSITY OF PA338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	PROTEIN ENSEMBLE	742,500
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION NOVEL HUMAN RNAs	331,693

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b Approved for future payment				
UNIVERSITY OF UTAH 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS	150,000
VANDERBILT UNIVERSITY PMB 407817301 WILSON HALL 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN THE CORTICAL AREA	543,546
WHITEHEAD INSTITUTE CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	MEDICAL RESEARCH	990,000
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENOME ORGANIZATION IN FOUR DIMENSIO	275,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MEDICAL RESEARCH	1,540,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MEDICAL RESEARCH	586,668
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	RESEARCH	284,835
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC	UNDERSTANDING MITCHONDRIA	330,736
Total			► 3b	18,049,093

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a SALE OF WATER			1	87	
b FARM RENT CROP PROCEEDS			16	115,379	
c GRANT REFUND			16	19,239	
d CROP DAMAGES- OIL COMPANIES			1	2,147	
e PASTURE RENTALS			16	14,346	
f PASTURE RENT DAMAGE PROCEED			16	3,376	

TY 2012 Accounting Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	51,000	51,000		
TAX PREPARATION	7,650			7,650

TY 2012 Compensation Explanation

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

Person Name	Explanation
DONALD E HANDELMAN	
WILLIAM HANDELMAN	
JOSEPH HANDELMAN	
JOHN YOUNG CAHILL GORDON REINDEL	
WILLIAM S MILLER	
JAMES HANDELMAN	
RICHARD HANDELMAN	
DAVID BOYLE	

TY 2012 Employee Compensation Explanation

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

Employee	Explanation
BEVERLY CHEIKEN	

**TY 2012 Investments Corporate
Bonds Schedule**

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300000 MCDONALDS CORP MED TERM 6%		
25000 GENERAL ELECTRIC CAP CORP 5.5		
250000 EL PASO CORP 7.00%		
300000 HSBC FIN CORP 5.45%		
300000 ATLANTIC RICHFIELD CO MTN 8.		
PEPCO HOLDING INC 2.683%		
300000 DOW CHEMICAL 2.588%		
300000 NY STATE ELEC & GAS 2.412%		
250000 WELLS FARGO & CO 2.33%	264,097	250,743
200000 GENERAL ELECTRIC CO 5.0%	199,252	200,762
265000 MCKESSON CORP 2.569%	285,111	266,974
250000 PPG INDS INC 2.724%	273,577	252,590
240000 EATON CORP 2.484%	259,044	243,888
200000 CREDIT SUISSE FIRST BST 5.5%	199,910	206,307
300000 OHIO PWR CO 2.95%	329,472	310,364
200000 HEWLETT PACKARD CO 6.125%	199,122	210,243
300000 GE CAPITAL INTERNOTES 5.85%	300,000	322,373
300000 DOW CHEMICAL CO SR INTR 5.1%		
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	277,754
300000 VERIZON COMMUNICATIONS 5.55%	300,000	341,621
300000 FORD MOTOR CREDIT CO 5%		
300000 BELLSOUTH CORP 5.25	299,367	344,080
300000 DUPONT EI DENEMOURS 5.25%	298,020	346,533
300000 GENERAL MLS INC 5.7%	296,745	352,529
300000 AT&T INC 5.5%	297,300	357,387
300000 PEPSICO INC 5.0%	298,458	355,813
300000 ALCOA INC 6.75%	295,745	342,725
300000 INGERSOLL-RAND GLBL 6.875%	290,340	366,327
300000 BANK OF AMERICA CORP 5.49%	298,383	333,245
250000 CONSOLIDATED EDISON 6.65%	249,745	318,486

**TY 2012 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
63000 SH BP PLC SPONS ADR	615,538	2,623,320
40000 SH CENOVUS ENERGY INC	1,215,515	1,341,600
35000 SH CENOVUS ENERGY INC		
95000 SH INGERSOLL-RAND CO	1,467,997	4,556,200
30066 SH TE CONNECTIVITY LTD	467,703	1,116,050
34066 SH TYCO INTL LTD CHF		
35200 SH 3M COMPANY	344,696	3,268,320
17,033 SH ADT CORPORATION	205,112	791,864
10,000 SH AIR PRODUCTS & CHEMICALS I	775,558	840,200
90000 SH ALCOA INC	707,620	781,200
40080 SH ALLSTSTE CORP	348,499	1,610,014
25000 SH AMGEN INC	1,730,709	2,155,000
1,500 SH APPLE INC	858,613	798,259
38000 SH AUTOMATIC DATA PROCESSING	1,332,294	2,163,340
40000 SH AVERY DENNISON CORP		
48076 SH BAXTER INTL INC	316,276	3,204,746
70000 SH BRISTOL MYERS SQUIBB CO	267,955	2,281,300
30000 SH CATERPILLAR INC	123,917	2,688,270
38000 SH COLGATE PALMOLIVE CORP	537,887	3,972,520
70000 SH CONSGRA FOODS INC	1,533,288	2,065,000
90000 SH CORNING INC	352,168	1,135,800
28,066 SH COVIDIEN PLC	627,780	1,620,531
35,000 SH DEVON ENERGY CORP	2,114,569	1,821,400
70000 SH DOW CHEMICAL CO	611,586	2,263,058
90000 SH DUKE ENERGY	1,432,874	1,914,000
45000 SH E I DUPONT DE NEMOURS & CO	903,055	2,024,055
48000 SH EMERSON ELECTRIC CO	1,287,420	2,542,080
33000 SH ENTERGY CORPORATION NEW	714,370	2,103,750
40000 SH FREEPORT-MCMORAN COPPER & G		
0000 SH FREEPORT-MCMORAN COPPER & G	2,404,848	2,052,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
35785 SH FRONTIER COMMUNICATIONS COR	125,344	153,160
135000 SH GENERAL ELECTRIC CO	235,143	2,833,650
25000 SH GILEAD SCIENCES INC		
35000 SH GILEAD SCIENCES INC	1,477,864	2,570,750
75000 SH HALLIBURTON CORP	542,669	2,601,750
40000 SH HOME DEPOT INC	1,210,999	2,474,000
85000 SH HONEYWELL INTL INC	534,725	5,394,950
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	2,128,350
90000 SH INTEL CORP	2,107,601	1,855,800
65000 SH INTERNATIONAL PAPER CO	1,277,237	2,589,600
25000 SH INTERNATIONAL BUSINESS MACH	467,189	4,788,750
105000 SH KELLOGG CO	352,734	5,864,250
82000 SH KIMBERLY CLARK CORP	277,108	6,923,260
86000 SH KIMBERLY CLARK CORP		
95000 SH MARATHON OIL CORP	591,393	2,912,700
50000 SH MARATHON PETROLEUM CORP	484,400	3,150,000
22000 MCDONALDS CORP	1,221,194	1,940,620
40000 MCKESSON CORP	551,252	3,878,400
82000 SH MERCK & CO INC	178,561	3,357,080
70000 MICROSOFT CORP	1,755,450	1,869,700
29969 SH NEWMONT MINING CORP	325,031	1,391,760
50000 SH NEXTERA ENERGY INC	778,157	3,459,500
8173 SH PENTAIR LTD	121,391	401,703
15000 SH PEPSICO INC	944,985	1,026,450
214383 SH PFIZER INC	1,678,280	5,376,511
55000 SHPLAINS EXPL & PRODTN	1,677,720	2,581,700
84000 SH PROCTER & GAMBLE	282,791	5,702,760
80000 SPECTRA ENERGY CORP	1,631,346	2,190,400
31875 SH STANLEY BLACK & DECKER INC	628,730	2,357,794
104000 SH SYSCO CORP	703,740	3,292,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
70000 SH TEMPLE INLAND INC		
40000 SH TYCO INTERNATIONAL LTD	473,213	1,170,000
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	2,050,250
107422 SH VERIZON COMMUNICATIONS	1,111,319	4,648,150
30000 SH WAL-MART STORES INC	1,526,014	2,046,900
1348 SH ABB LTD	22,581	27,859
1073 SH ADIDAS AG ADR	28,218	48,070
1183 SH ADIDAS AG ADR		
1304 SH ANGLO AMERN PLC		
532 SH ANHEUSER BUSCH INBEV SPONS	31,296	46,502
602 SH ANHEUSER BUSCH INBEV SPONS		
1398 SH ATLAS COPCO AB SPONS ADR	25,258	34,628
1452 SH AUSTRALIA & NEW ZEALAND BKG	29,577	38,275
1774 SH AVIVA PLC ADR		
1125 SH BANCO BILBAO VIZCAYA		
717 SH BANCO SANTADER SA		
440 SH BASF SE	28,002	41,800
313 SH BAYER AG	27,885	30,023
262 BG GROUP PLC		
497 SH BHP BILLITON LTD		
1005 SH BMW UNSPONSORED ADR		
814 SH BNP PARIBAS SPON ADR	32,820	23,777
380 SH BRITISH AMERICAN TOBACCO	25,700	38,475
2953 SH COMPASS GROUP PLC ASR	28,346	35,377
462 SH CANON INC PLC		
2953 SH COMPASS GROUP PLC ADR		
1412 SH DANONE SPONS ADR	16,559	18,907
355 SH DIAGO PLC SPON		
372 SH ENI SPA SPONSORED ADR	18,366	18,280
486 SH DBS GROUP HLDG LTD SP ADR	9,617	9,616

Name of Stock	End of Year Book Value	End of Year Fair Market Value
395 SH FRESENIUS MEDICAL CARE		
653 SH FRESENIUS MEDICAL CARE	14,365	22,398
395 SH GDF SUEX-EUR	9,056	8,311
632 SH GLAXO SMITHKLINE		
484 SH GLAXO SMITHKLINE PLC SP ADR	26,821	21,039
393 SH HALLIBURTON CO HOLDINGS CO		
1190 SH HEINEKEN NV		
1156 SH HEINEKEN NV	29,952	38,807
2866 SH HENNES & MARITZ AB ADR		
462 SH HITACHI LTD ADR	18,308	27,226
607 SH HONDA MTR LTD ADR		
481 SH HSBC HLDG PLC	20,919	25,527
220 SH ICICI BANK LTD	9,426	9,594
517 SH IMPERIAL TOB GROUP PLC		
476 SH IMPERIAL TOBACCO GROUP PLC	36,817	36,885
1687 SH INFINEON TECHNOLOGIES ADR		
825 SH ITOCHU CORP ADR		
1125 SH ITOCHI CORP ADR	21,606	23,839
465 SH JOHNSON MATTHEY PLC		
444 SH JOHNSON MATTHEY PLC	27,813	34,854
3207 SH KEPPEL LTD SPONSORED ADR		
2577 SH KEPPEL LTD	27,082	47,056
295 SH KOMATSU LTD		
1022 SH KOMATSU LTD ADR	19,781	26,276
1586 SH KONINKLIJKE AHOLD NV	17,950	21,570
17870SH KONINKLIJKE AHOLD NV		
374 SH KUBOTA LTD ADR	17,829	21,550
259 SH KYOCERA CORP	23,896	23,660
1106 SH LUXOTTICA GROUP SPA SPA ADR	35,316	45,733
688 SH LVMH MOET HENNESSY LOUIS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
846 SH LVMH MOET HENNESSY LOUIS	22,026	31,886
545 SH MERCK KGAA ADR	19,511	23,953
413 SH MITSUBISHI ELEC CORP		
980 SH MITSUBISHI ELEC CORP	20,046	16,650
2082 SH MITSUBISHI UFJ FINL GROUP AP	25,319	11,284
66 SH MITSUI & CO LTD ADR	33,374	19,833
801 SH MUNICH RE GROUP UNSPON ADR	14,256	14,442
825 SH NATIONAL AUSTRALIA BK LTD		
841 SH NESTLE SA SPON ADR	32,566	54,808
1528 SH NISSAN NTR LTD SPONS ADR	29,562	29,170
456 SH NOVARTIS AG SPONS ADR	26,626	28,865
120 SH NOVO-NORDISK A S ADR	16,442	19,585
1575 SH RECKITT BENCKISER GROUP	17,658	20,192
711 SH RIO TINTO PLC	40,762	41,302
625 SH RIO TINTO PLC		
612 SH ROCHE HOLDINGS LTD SPONS		
751 ROCHE HLDG LTD	33,750	37,926
402 SH ROYAL DUTCH SHELL PLC ADR		
243 SH ROYAL DUTCH SHELL PLC ADR	13,332	17,226
341 SH SAP AG SPONS ADR	21,668	27,410
388 SH SIEMENS AG	40,035	42,474
477 SH SMITH & NEPHEW PLC	27,212	26,426
2255 SH SUMITOMO CORP SPD ADR	36,652	28,999
771 SH SWEDBANK AB ADR	14,449	15,266
432 SH SYNGENTA AG ADR	24,329	34,906
1911 SH TAIWAN SEMICONDUCTOR		
1727 SH TAIWAN SEMICONDUCTOR MFG	18,813	29,635
1406 SH TESCO PLC SPONS ADR	35,553	23,311
1198 SH TOKIO MARINE HLDGS INC	41,054	33,352
256 SH TOTAL SA		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
283 SH TOYOTA MOTOR CORP	23,229	26,390
363 SH TRANSOCEAN LTD SWITZERLAND	17,909	16,212
1313 SH UNILEVER NV NY SHS	41,831	50,288
789 SH VODAPHONE GROUP PLC SPONS	18,562	19,875
273 SH WESTPAC BKG CORP	23,949	37,649
139 SH WPP PLC ADR	9,020	10,133
4573 SH XSTRA PLC ADR	16,326	15,640
492 SH YARA INTL ASA		
650 SH YARA INTL ASA	35,549	32,331
890 BG GROUP PC	12,594	14,872
548 SH BHP BILLITON LTD	27,946	42,974
1126 SH BMW UNSPONSORED ADR	34,482	36,708
279 SH BP PLC SPONS ADR	13,129	11,618
334 SH DIAGEO PLC SPON ADR	23,164	38,938

TY 2012 Investments Government Obligations Schedule

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

**US Government Securities - End of
Year Book Value:** 3,997,308

**US Government Securities - End of
Year Fair Market Value:** 3,999,039

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

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

TY 2012 Investments - Land Schedule

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

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	4,835,066	428,837	4,406,229	428,837

TY 2012 Investments - Other Schedule

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

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES	FMV	37,618,980	40,077,000
LYNN COUNTY ROALTY PROPERTY	FMV	460,000	460,000
INT'L ACCT-5418 SH ISHARES FD JAPAN	AT COST	53,094	55,897

TY 2012 Other Assets Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXCISE TAX	1,558	19,447	19,447
OTHER ASSETS	187	28	28
ACCRUED INTEREST	311,454	272,727	272,727

TY 2012 Other Expenses Schedule

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OIL & GAS EXPENSE	88,299	88,263		
INSURANCE	65,884			65,884
OFFICE EXPENSE	16,116			16,116
COMPUTER	431			431
DEPRECIATION	3,076	271		2,805
FARM PROCEEDS EXPENSES	26,414	26,414		
PASTURE RENT EXPENSES	13,220	13,220		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	21,528	21,528		
SUBSCRIPTIONS	22			22
OTHER FOREIGN INVESTMENT ACCO	12,584	12,584		
TELEPHONE	2,248			2,248
LEGAL	5,632			5,632
BANK FEES	421			421

TY 2012 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	10,037,994	10,037,994	
LEASE RENTAL- OIL & GAS	114,332	114,332	
LEASE BONUS- OIL & GAS	59,750	59,750	
SALE OF WATER	87	87	
FARM RENT CROP PROCEEDS	115,379	115,379	
GRANT REFUND	19,239	19,239	
CROP DAMAGES- OIL COMPANIES	2,147	2,147	
PASTURE RENTALS	14,346	14,346	
PASTURE RENT DAMAGE PROCEEDS	3,376	3,376	

TY 2012 Other Increases Schedule

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

Description	Amount
DECREASE IN GRANTS PAYABLE	637,208

TY 2012 Other Liabilities Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCHANGE DIFFERENCE-FOREIGN STOCK	5,521	5,662

TY 2012 Other Professional Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	445,047	445,047		
CONSULTING	16,305			16,305

TY 2012 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	927,239	927,239		
PRODUCTION TAX EXPENSE	355,710	355,710		
EXCISE TAX	282,004			
FOREIGN TAX	11,605	11,605		