EXTENSIONS ATTACHED

Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** **Open to Public Inspection**

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation S. LIVINGSTON MATHER CHARITABLE TRUST 4084-05-7/8

A Employer identification number 34-6505619

Number and street (or P.O. box number if mail is not delivered to street address) GLENMEDE TRUST COMPANY, 1650 MARKET STREET — Room/suite 1200

B Telephone number (see instructions) 215- 419-6000

City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ] 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,105,831.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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).)*

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	137,810.	142,032.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,320.			
	b Gross sales price for all assets on line 6a 1,745,460.				
	7 Capital gain net income (from Part IV, line 2)		108,320.		
	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)	-5,680.	-4,880.		STMT 1
	12 **Total.** Add lines 1 through 11	240,450.	245,472.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,915.	11,458.		11,457.
	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)	29,949.	29,949.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,239.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 2	235.	35.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,338.	41,442.		11,657.
	25 Contributions, gifts, grants paid	242,088.			242,088.
	26 **Total expenses and disbursements** Add lines 24 and 25	302,426.	41,442.		253,745.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-61,976.			
	b **Net investment income** (if negative, enter -0-)		204,030.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	146.	1,524.	1,524.
	2	Savings and temporary cash investments	391,243.	516,351.	515,757.
	3	Accounts receivable ▶ UNSETTLED TRADE			
		Less: allowance for doubtful accounts ▶		86,732.	86,732.
	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)	4,350,251.	4,075,061.	5,501,818.
	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)	4,741,640.	4,679,668.	6,105,831.
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)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	4,477,583.	4,315,768.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	264,057.	363,900.	
	30	**Total net assets or fund balances** (see instructions)	4,741,640.	4,679,668.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,741,640.	4,679,668.	

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	4,741,640.
2	Enter amount from Part I, line 27a	2	-61,976.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	4.
4	Add lines 1, 2, and 3	4	4,679,668.
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	4,679,668.

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				
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	1,745,460.		1,637,140.	108,320.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				108,320.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	108,320.
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))
2011	203,321.	5,654,596.	0.035957
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

2	**Total** of line 1, column (d)	2	0.263122
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	0.052624
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,989,910.
5	Multiply line 4 by line 3	5	315,213.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,040.
7	Add lines 5 and 6	7	317,253.
8	Enter qualifying distributions from Part XII, line 4	8	253,745.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,081.
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	4,081.
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	4,081.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8,008.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	8,008.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,927.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,927. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA & OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions		11		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)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 3 Telephone no. ▶				
	Located at ▶ ZIP+4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐				
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15	N/A		
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? TRUSTEE FEE ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
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.)	2b	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. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2012?	4b		X

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

		Yes	No
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? **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? **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 SCHEDULE ATTACHED		22,915.	-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

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 . . . ▶	

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	5,477,279.
b	Average of monthly cash balances	1b	603,848.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,081,127.
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	6,081,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,217.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,989,910.
6	**Minimum investment return.** Enter 5% of line 5	6	299,496.

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	299,496.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,081.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,081.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	295,415.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	295,415.
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	295,415.

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	253,745.
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	253,745.
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	253,745.

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					295,415.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				79,669.	
b Total for prior years: 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 253,745.					
a Applied to 2011, but not more than line 2a				79,669.	
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 2012 distributable amount					174,076.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					121,339.
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 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	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 2012, 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 4

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED				242,088.
Total ▶ 3a				242,088.
b Approved for future payment				
N/A				
Total ▶ 3b				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	137,810.	
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 &	211110	-800.	14	-4,880.	
8 Gain or (loss) from sales of assets other than inventory			18	108,320.	
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)		-800.		241,250.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 240,450.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

THE GLENMEDE TRUST COMPANY, N.A., TRUSTEE

BY [signature] 9/30/13 Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

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

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES			
	- DIVIDENDS & INTEREST	137,810	142,032	
LINE 11	OTHER INCOME			
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S	(4,880)	(4,880)	
	- PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T	(800)	0	
		(5,680)	(4,880)	
EXPENSES:				
LINE 16c	OTHER PROFESSIONAL FEES			
	- CARNEGIE INVESTMENT COUNSEL	29,949	29,949	0
LINE 18	TAXES			
	- FEDERAL EXCISE TAX PAYMENTS	7,239	0	0
LINE 23	OTHER EXPENSES			
	- TREASURER OF THE STATE OF OHIO ANNUAL FILING FEE	200	0	200
	- MISCELLANEOUS EXPENSE	35	35	0
		235	35	200

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
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 3.05% 11/13/2015 (06414QPM5)	25,000	25,000	0
25,000	BARCLAYS BANK DELAWARE CD DTD 10/14/2009 3.1912% 10/14/2014 (06740KCB1)	24,999	25,000	1
25,000	CAPMARK BANK CD DTD 6/17/2009 3.5% 6/17/2013 (1406533M6)	25,595	25,000	-595
440,757	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)	440,757	440,757	0
1,524	Cash	1,524	1,524	0
Cash & Reserves - Total		517,875	517,281	-594
Fixed Income				
Corporate Bonds - Industrial				
20,000	MORGAN STANLEY DTD 4/30/2012 7.9998% 4/30/2027 (617482K29)	20,000	24,091	4,091
	Total	20,000	24,091	4,091

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Corporate Bonds - Finance				
30,000	MORGAN STANLEY DTD 8/24/2010 7% 8/24/2030 (61745E4Q1)	29,850	29,775	-75
	Total	29,850	29,775	-75
Corporate Bonds - Foreign				
50,000	CONOCPHILLIPS CANADA DTD 10/13/2006 5.625% 10/15/2016 (20825TAA5)	58,250	58,633	383
	Total	58,250	58,633	383
Other Taxable Bond Mutual Funds				
1,500	ISHARES IBOXX INV GR CORP BD (LQD)	179,103	181,485	2,382
500	PIMCO ENHANCED SHORT MAT STRATEGY FD (MINT)	50,668	50,740	72
2,000	POWERSHARES BUILD AMERICA PO (73937B407)	55,455	60,480	5,025
2,000	POWERSHARES H/Y CORP BD	38,528	38,502	-26

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
	PORT (PHB)			
	Total	323,754	331,207	7,453
Taxable Municipal Bonds				
50,000	FLORIDA ST GOVERNMENTAL UTIL DTD 10/13/2010 6.348% 10/1/2030 (34281PLD3)	51,228	56,034	4,806
	Total	51,228	56,034	4,806
Preferred Stock				
40,000	ARISDYNE SYSTEMS INC SERIES B PFD	6,173	6,173	0
58,318	ARISDYNE SYSTEMS INC SERIES C PFD	9,000	9,000	0
187,030	CSA MEDICAL VOTING TRUST CERT CONV PFD PFD Ser A/B	217,940	187,030	-30,910
4,651+	ELECTROSONICS MEDICAL INC SER A CONV PFD	10,000	10,000	0
1,000	GOLDMAN SACHS GROUP INC 6.125% $1.53125 PFD (38145X111)	25,000	26,120	1,120
1,650	HSBC HOLDINGS 8.125%	40,101	41,861	1,760

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
	$2.031 PFD (404280703)			
102,105+	LOGICBAY CORP SERIES PFD Ser B	20,000	20,421	421
9,486+	OTOSONICS INC CONVERTIBLE 8% PFD Ser A	25,000	27,700	2,700
2,175	VORNADO REALTY TRUST 6.7500% PFD Ser F CALL 11/17/09 @ 25.00 929042703	40,165	54,767	14,602
	Total	393,379	383,072	-10,307
Fixed Income Total		876,461	882,812	6,351
Equities				
Basic Industries				
1,400	APPLIED INDUSTRIAL TECHNOLOGY (AIT)	49,259	58,814	9,555
900	BOEING CO. (BA)	57,423	67,824	10,401
700	CATERPILLAR INC. (CAT)	57,818	62,726	4,908
200	CLIFFS NATURAL RESOURCES INC (CLF)	96	7,714	7,618
2,500	CSX CORP. (CSX)	36,563	49,325	12,762

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
2,000	DOW CHEM CO. (DOW)	0	64,659	64,659
1,200	ECOLAB INC. (ECL)	61,098	86,280	25,182
1,500	GENESEE & WYOMING INC - CL A (GWR)	76,383	114,120	37,737
2,500	HEXCEL CORP (HXL)	57,428	67,400	9,972
1,800	LINCOLN ELECTRIC HOLDINGS (LECO)	55,190	87,624	32,434
750	PRAXAIR INC. (PX)	78,895	82,088	3,193
2,250	RAYONIER INC. (RYN)	67,208	116,618	49,410
4,000	RPM INC. (RPM)	80,549	117,440	36,891
900	STERICYCLE INC (SRCL)	20,844	83,952	63,108
	Total	698,754	1,066,584	367,830
Communication Services				
1,000	AT&T INC (T)	38,410	33,710	-4,700
1,000	VERIZON COMMUNICATIONS (VZ)	45,921	43,270	-2,651
	Total	84,331	76,980	-7,351
Consumer Discretionary				
1,800	WALT DISNEY CO. (DIS)	66,121	89,622	23,501
800	NIKE INC CL B (NKE)	22,987	41,280	18,293

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
2,800	TJX COS INC (TJX)	38,813	118,860	80,047
	Total	127,921	249,762	121,841
Consumer Staples				
1,000	CHURCH & DWIGHT INC DEL COM (CHD)	45,504	53,570	8,066
200	ELECTROSONICS MEDICAL INC	7,925	500	-7,425
1,000	MCCORMICK & CO. INC. (NON-VOTING) (MKC)	60,242	63,530	3,288
	Total	113,671	117,600	3,929
Energy				
1,200	NOBLE CORP (NE)	40,949	41,784	835
	Total	40,949	41,784	835
Financials				
4,000	ARES CAPITAL CORP (ARCC)	57,123	70,000	12,877
1,250	US BANCORP (USB)	41,827	39,925	-1,902
	Total	98,950	109,925	10,975

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Health Care				
1,500	BRISTOL MYERS SQUIBB CO. (BMY)	40,212	48,885	8,673
1,400	NEOGEN CORP (NEOG)	6,286	63,448	57,162
600	NOVO-NORDISK A/S (NVO)	63,791	97,926	34,135
2,700	RESMED INC (RMD)	57,371	112,239	54,868
1,000	SPDR S&P BIOTECH ETF (XBI)	91,329	87,910	-3,419
	Total	258,989	410,408	151,419
Reits				
1,925	DDR CORPORATION (DDR)	27,828	30,146	2,318
750	REALTY INCOME CORP (O)	28,371	30,158	1,787
741	VORNADO REALTY TRUST (VNO)	46,268	59,339	13,071
	Total	102,467	119,643	17,176
Technology				
100	APPLE INC. (AAPL)	24,615	53,217	28,602
175	GOOGLE INC-CL A (GOOG)	92,744	123,792	31,048
4,000	INTEL CORP. (INTC)	80,392	82,480	2,088
600	INTERNATIONAL BUSINESS	50,174	114,930	64,756

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
	MACHINES CORP. (IBM)			
100	MASTERCARD INC-CL A (MA)	42,700	49,128	6,428
3,800	MICROSOFT CORP. (MSFT)	99,374	101,497	2,123
1,000	QUALCOMM CORP. (QCOM)	58,124	61,860	3,736
3,400	SAFEGUARD SCIENTIFICS (SFE)	59,184	50,150	-9,034
2,400	TEXAS INSTRUMENTS INC. (TXN)	60,491	74,136	13,645
	Total	567,798	711,190	143,392
Utilities				
1,000	DOMINION RESOURCES INC VIRGINIA (D)	53,354	51,800	-1,554
	Total	53,354	51,800	-1,554
Other Assets				
5,000	CSA MEDICAL INC WARRANTS 6/20/2013	0	5	5
	Total	0	5	5
U S Mutual Funds				

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
4,000	POWERSHARES ETF TRUST II SENIOR LN (BKLN)	99,406	99,920	514
	Total	99,406	99,920	514
International Mutual Funds				
2,000	ISHARES MSCI AUSTRALIA ETF (EWA)	49,125	50,280	1,155
1,800	ISHARES MSCI CANADA ETF (EWC)	53,112	51,120	-1,992
3,900	ISHARES MSCI EMERGING MKT IN (EEM)	162,616	172,965	10,349
1,250	ISHARES MSCI GERMANY INDEX FUND (EWG)	30,238	30,875	637
2,500	ISHARES MSCI SINGAPORE ETF (EWS)	34,486	34,225	-261
	Total	329,577	339,465	9,888
Equities Total		2,576,167	3,395,066	818,899
Other				

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
Alternative Assets				
13544+	PIMCO ALL ASSETS AUTH -IS (PAUIX)	150,275	150,198	-77
	Total	150,275	150,198	-77
Other Assets				
10,000	ELECTROSONICS MEDICAL INC CONV NOTE DTD 6/1/2012 $15 5/31/2013	10,000	10,000	0
	Total	10,000	10,000	0
Preferred Stock				
25,000	LOGICBAY CONV PFD Ser A	25,000	5,000	-20,000
	Total	25,000	5,000	-20,000
Other Assets				
25,000	5iTECH LLC PROMISSORY NOTE DTD 5/15/2012 12.00000% 12/31/2013	25,000	25,000	0
1,000	BUCKEYE PARTNERS LP UNIT	17,427	45,410	27,983

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
	LTD PART UTS (BPL)			
43,923	CAVITECH HOLDINGS LLC	0	43,923	43,923
51,493+	CAVITECH HOLDINGS LLC SERIES B PFD	4,083	5,000	917
3,000	CEDAR FAIR L.P. (FUN)	77,183	100,350	23,167
50,000	COMPASS VENTURE PARTNERS	5,554	3,150	-2,404
1,800	ENERGY TRANSFER PARTNERS LP (ETP)	27,530	77,274	49,744
1,600	ENTERPRISE PRODUCTS PARTNERS LP (EPD)	9,410	80,128	70,718
20,000	GCM DOLL	3,226	2,836	-390
100,000	GCM VENTURES 2000 LLC LP	28,359	29,965	1,606
28,951+	GCM-DOLL III LLC	4,857	12,127	7,270
50,000	GCM-INNOVATION LLC	20,097	26,207	6,110
40,000	GCM-PRIMUS V LLC	17,188	31,438	14,250
200	IMALUX CORP D1 PFD	10,000	8,000	-2,000
523	IMALUX CORP D2 PFD	19,999	20,010	11
5,000	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	31,252	215,950	184,698
3,600	PLAINS ALL AMERICAN PIPELINE LP (PAA)	45,888	162,864	116,976
3,400	ROSE ROCK MIDSTREAM LP (RRMS)	78,671	106,998	28,327
105+	SYRGIS PERFORMANCE PROD LLC MEMBER	1,431	49,821	48,390
0+	TERRA IMAGE USA LLC	2	2,000	1,998

COMBINED STATEMENT OF ASSETS
S. LIVINGSTON MATHER CHARITABLE TRUST
12/31/2012
4084-05-7/8

Shares/Par	Description of Assets	Tax Cost	Market Value	Unrealized Gain/Loss
	Total	427,157	1,048,451	621,294
Other Total		612,432	1,213,649	601,217
Reported At	Client Direction			
1,563+	GENSYN TECHNOLOGIES INC	1,563	1,563	0
58,187	ARISDYNE SYSTEMS INC SERIES A PFD	8,438	8,728	290
Reported At	Client Direction Total	10,001	10,291	290
86,732	Cash Receivable	86,732	86,732	0
Grand Total		4,679,668	6,105,831	1,426,163

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 12/31/2012

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	22,915	-0-	-0-
TOTAL			22,915	-0-	-0-

S LIVINGSTON MATHER CHARITABLE TRUST

ATTACHMENT PAGE 2, 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 Untied 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 Glenmede Trust Company

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 12/31/2012

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTIONS -PAID-

NO.	Name of Organization	Purpose	AMOUNT
1	American Red Cross Of Clevèland Cleveland, OH	General Operating	50.00
2	Applewood Centers Inc Cleveland, OH	General Operating	100 00
3	Bay Area Mountain Rescue Unit Stanford, CA	Admin needs and purchase of truck	10,000.00
4	Beech Brook Cleveland, OH	General Operating	25 00
5	Bishop's Annual Appeal Episcopal Diocese of Ohio Cleveland, OH	General Operating	25 00
6	California College of The Arts Oakland, CA	For the Victor Carrasco Scholarship Fund	75,000 00
7	Case Western Reserve University Cleveland, OH	General Operating	500.00
8	Case Western Reserve University Cleveland, OH	Towards Flora Stone Mather College Women Oral History Project by Dr. Gladys Hadadd	5,600 00
9	Center for Families & Children Cleveland, OH	General Operating	100.00
10	Central School of Practical Nursing Cleveland, OH	General Operating	25.00

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NO.	Name of Organization	Purpose	AMOUNT
11	Cleveland Arts Prize Cleveland, OH	General Operating	25 00
12	Cleveland Botancial Gardens Cleveland, OH	General Operating	100.00
13	Cleveland Botancial Gardens Cleveland, OH	Support of Green Corps Urban Youth Program	10,000.00
14	Cleveland Institute of Art Cleveland, OH	General Operating	500.00
15	Cleveland International Piano Competition Cleveland, OH	General Operating	30 00
16	Cleveland International Piano Competition Cleveland, OH	General Operating	1,000.00
17	Cleveland Museum of Art Cleveland, OH	General Operating	5,000.00
18	Cleveland Museum of Art Cleveland, OH	For Friends of Photography	200 00
19	Cleveland Museum of Art Cleveland, OH	For the Photgraphy Purchase Fund	500.00
20	Cleveland Museum of Natural History Cleveland, OH	General Operating	3,000.00

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NO.	Name of Organization	Purpose	AMOUNT
21	Cleveland Museum of Natural History Cleveland, OH	For the Green City Blue Lake Project	100.00
22	Cleveland Museum of Natural History Cleveland, OH	For the Natural Areas Division of Cleveland Museum of Natural history	100 00
23	Cleveland Museum of Natural History Cleveland, OH	For the Capital Campaign	21,000.00
24	Free Medical Clinic of Greater Cleveland Cleveland, OH	General Operating	5,000.00
25	Geauga County Agricultural Society Natural Resources Area Chardon, OH	Memorial for Jay Reda	10,000.00
26	Greater Cleveland Community Shares Cleveland, OH	General Operating	50 00
27	Goodrich-Gannett Neighborhood Center Cleveland, OH	General Operating	50 00
28	Great Lakes Historical Society Cleveland, OH	General Operating	30 00
29	Great Lakes Science Center Cleveland, OH	General Operating	50 00
30	Greater Cleveland Neighborhood Centers Association Cleveland, OH	General Operating	25.00

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NO.	Name of Organization	Purpose	AMOUNT
31	Harvard Business School Boston MA	General Operating	50.00
32	Hathaway Brown School Office of Advancement Shaker Heights, OH	General Operating	100.00
33	Holden Arboretum Cleveland, OH	For The Woodlight Twilight Benefit	190.00
34	Holden Arboretum Cleveland, OH	For The New Leaf Campaign	5,000 00
35	Holden Arboretum Cleveland, OH	General Operating	150 00
36	Holden Arboretum Cleveland, OH	For the Capital Campaign	15,000 00
37	Holden Arboretum Cleveland, OH	For the Molly Offutt Walk	2,000 00
38	Hopewell Mesopotamia, Ohio	General Operating	50.00
39	Hunger Network of Greater Cleveland Cleveland, OH	General Operating	50.00
40	Island Heritage Trust Deer Isle, Maine	General Operating	25.00

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NO.	Name of Organization	Purpose	AMOUNT
41	Lake County Historical Society Painesville Twp, OH	General Operating	25.00
42	Lake Erie College Painesville, OH	For the Lake Erie Scholarship Fund	17,000.00
43	Laurel School Shaker Hts., OH	General Operating	50.00
44	Maine Coast Heitage Trust Topsham, ME	General Operating	25 00
45	North Union Farmers Market Cleveland, OH	General Operating	25 00
46	Ohio Citizens for the Arts Columbus, Ohio	General Operating	30.00
47	Ohio Ecological Food and Farm Assn Columbus, Ohio	General Operating	50.00
48	Ohio Environmental Council Columbus, Ohio	General Operating	50.00
49	OLCV Education Fund Gahanna, OH	General Operating	50.00
50	Opera House Arts Stonington, MA	General Operating	50.00

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NO.	Name of Organization	Purpose	AMOUNT
51	Planned Parenthood of NE Ohio Cleveland, OH	General Operating	50 00
52	Princeton Association of Northern Ohio Cleveland, OH	General Operating	30.00
53	Princeton University Princeton, NJ	General Operating	50.00
54	Princeton University New York, New York	Class of 1960	30.00
55	Rails to Trails Conservancy Washington DC	General Operating	25.00
56	Rusty Knight Wildflower Garden Shaker Hts , OH	General Operating	100.00
57	Shaker Lake Garden Club Shaker Hts , OH	General Operating	175 00
58	SLGC Centennial Celebration Project Gates Mills, OH	For The Orchid Level Support of The SLGC centennial Celebration Project	500.00
59	Smith College Club Cleveland Cleveland Hts., OH	General Operating	60.00
60	Smith Fund Boston, MA	General Operating	30.00

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NO.	Name of Organization	Purpose	AMOUNT
61	St. Hubert's Episcopal Church Kirtland Hills, OH	General Operating	1,000.00
62	Summer of the Cuyahoga Shaker Hts., OH	General Operating	25 00
63	The Singers' Club of Cleveland Cleveland, OH	For the Mather Scholarship	1,000.00
64	Trust for Public Land Cleveland, OH	To Support Genral Operating Expenses and Mission to Conserve Land for People to Enjoy	6,000.00
65	The Rowfant Club Cleveland, OH	General Operating	200 00
66	Trout Unlimited Arlington, OH	For the Legacy Fund	3,333.00
67	University Circle, Inc Cleveland, OH	General Operating	100 00
68	University Circle, Inc Cleveland, OH	For The Discovery Program	3,000 00
69	University Hospitals of Cleveland Department of Development Cleveland, OH	General Operating	1,000.00

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NO.	Name of Organization	Purpose	AMOUNT
70	University School Alumni Assoc. Hunting Valley, OH	General Operating	25.00
71	United Way of Greater Cleveland Cleveland, OH	General Operating	500.00
72	Vocational Guidance Services Cleveland, OH	For the Earning While Learning Program	3,000.00
73	Western Reserve Historical Society Crawford Auto and Aviation Museum Novelty, OH	General Operating	250 00
74	Western Reserve Land Conservancy Novelty, OH	General Operating	350.00
75	Western Reserve Land Conservancy Novelty, OH	For the Reserve Land Conservancy	1,000.00
76	Women's Council of CMA Cleveland, OH	General Operating	100.00
77	Womensafe-Geauga County Chardon, OH	General Operating	2,000.00
78	WVIZ 90.3 Ideastream Cleveland, OH	General Operating	350.00
79	WVIZ PBS Ideastream Cleveland, OH	General Operating	500 00

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NO.	Name of Organization	Purpose	AMOUNT
80	WVIZ PBS Ideastream Cleveland, OH	General Operating	150.00
81	WVIZ PBS Ideastream Cleveland, OH	General Operating	5,000 00
82	Yellowstone Association Yellowstone National Park, WY	For the Protection of Absaroka Beartooth Front	3,000.00
83	Yellowstone Park Foundation Bozeman, MT	For the Restoration of Haynes Photo Shop	15,000 00
84	Yellowstone Park Foundation Bozeman, MT	General Operating	3,000.00
85	YMCA Geauga County Chardon OH	For the Youth Program	3,000 00
	TOTAL 2012 CASH CONTRIBUTIONS		242,088 00