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Form 990-PF

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

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 or province, country, and ZIP or foreign postal code MOUNT KISCO, NY 10549		C If exemption application is pending, check here ► <input 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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 249,379,226		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	245,133	245,133		
	4 Dividends and interest from securities.	4,861,899	4,861,899		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,011,538			
	b Gross sales price for all assets on line 6a 5,090,145				
	7 Capital gain net income (from Part IV, line 2)		2,011,538		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	11,956,241	11,956,241		
	12 Total. Add lines 1 through 11	19,074,811	19,074,811		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	417,881		417,881	
	14 Other employee salaries and wages	123,789		123,789	
	15 Pension plans, employee benefits	21,374		21,374	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	54,555	46,905	7,650	
	c Other professional fees (attach schedule)	489,654	489,028	626	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,761,681	1,458,626		
	19 Depreciation (attach schedule) and depletion	803,500	1,756,980		
	20 Occupancy	43,653		43,653	
	21 Travel, conferences, and meetings	9,940		9,940	
	22 Printing and publications				
	23 Other expenses (attach schedule)	270,894	170,505	100,034	
	24 Total operating and administrative expenses.	3,996,921	3,922,044	724,947	
	Add lines 13 through 23	11,982,134		11,982,134	
	25 Contributions, gifts, grants paid	15,979,055	3,922,044	12,707,081	
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12	3,095,756			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)	15,152,767			
	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)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	113,584	284,112	284,112
2	Savings and temporary cash investments	807,383	3,192,564	3,192,564
3	Accounts receivable ► 814,901	685,200	814,901	814,901
4	Less allowance for doubtful accounts ►			
5	Pledges receivable ►			
6	Less allowance for doubtful accounts ►			
7	Grants receivable			
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
9	Other notes and loans receivable (attach schedule) ►			
10a	Less allowance for doubtful accounts ►			
b	Inventories for sale or use			
c	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	3,997,308	3,998,650	3,999,396
b	Investments—corporate stock (attach schedule)	53,468,520	56,380,772	191,660,109
c	Investments—corporate bonds (attach schedule)	5,482,058	3,671,627	4,114,243
11	Investments—land, buildings, and equipment basis ► 4,839,892	4,406,229	4,399,368	4,399,368
	Less accumulated depreciation (attach schedule) ► 440,524			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	38,132,074	37,328,574	40,606,593
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	292,202	307,940	307,940
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	107,384,558	110,378,508	249,379,226
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	18,049,093	19,329,212	
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 ►)	5,662	11,223	
23	Total liabilities (add lines 17 through 22)	18,054,755	19,340,435	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg , and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds	89,329,803	91,038,073	
	Total net assets or fund balances (see page 17 of the instructions)	89,329,803	91,038,073	
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	107,384,558	110,378,508	

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	89,329,803
2	Enter amount from Part I, line 27a	2	3,095,756
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	92,425,559
5	Decreases not included in line 2 (itemize) ►	5	1,387,486
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	91,038,073

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) 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)	3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

2	2,011,538
3	7,368

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))
2012	11,856,322	189,109,074	0 062696
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

2 Total of line 1, column (d).	2	0 369363
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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 073873
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4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	230,234,337
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5 Multiply line 4 by line 3.	5	17,008,101
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	151,528
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7 Add lines 5 and 6.	7	17,159,629
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8 Enter qualifying distributions from Part XII, line 4.	8	12,707,081
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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		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	303,055
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	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	303,055
3	Add lines 1 and 2.	4	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	303,055
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	303,346
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	303,346
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	291
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 291 Refunded <input type="checkbox"/> 11	11	

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c			
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> 2	<input type="checkbox"/> No
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>	<input type="checkbox"/> 3	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> 4a	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> 4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> 5	<input type="checkbox"/> No
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?	<input type="checkbox"/> 6	<input type="checkbox"/> Yes
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>	<input type="checkbox"/> 7	<input type="checkbox"/> 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>	<input type="checkbox"/> 8b	<input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> 9	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> 10	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ►MATHERSFOUNDATION.ORG

14	The books are in care of ►DONALD HANDELMAN Located at ►800 WESTCHESTER AVENUE RYE BROOK NY	Telephone no ►(914) 939-4060 ZIP +4 ►10573
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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
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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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.

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?			
	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 2013?			
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
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 2013?			

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 35 00	123,789		
MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549				
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		

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 182,974,403
b	Average of monthly cash balances.	1b 4,706,832
c	Fair market value of all other assets (see instructions).	1c 46,059,209
d	Total (add lines 1a, b, and c).	1d 233,740,444
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.	3 233,740,444
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 3,506,107
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 230,234,337
6	Minimum investment return. Enter 5% of line 5.	6 11,511,717

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 11,511,717
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 303,055
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 303,055
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 11,208,662
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 11,208,662
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 11,208,662

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 12,707,081
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 12,707,081
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 12,707,081

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				11,208,662
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	4,700,213			
b From 2009.	5,304,122			
c From 2010.	4,575,302			
d From 2011.	4,650,140			
e From 2012.	2,682,872			
f Total of lines 3a through e.	21,912,649			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 12,707,081				
a Applied to 2012, 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 2013 distributable amount.				11,208,662
e Remaining amount distributed out of corpus	1,498,419			
5 Excess distributions carryover applied to 2013 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,411,068			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	4,700,213			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	18,710,855			
10 Analysis of line 9				
a Excess from 2009.	5,304,122			
b Excess from 2010.	4,575,302			
c Excess from 2011.	4,650,140			
d Excess from 2012.	2,682,872			
e Excess from 2013.	1,498,419			

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 2013, enter the date of the ruling.	<input type="checkbox"/>			
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
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 address of the person to whom applications should be addressed

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

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

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

c Any submission deadlines

NONE

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	11,982,134
b Approved for future payment See Additional Data Table				
Total			► 3b	19,329,212

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments.						
4 Dividends and interest from securities.				14	245,133	
5 Net rental income or (loss) from real estate				14	4,861,899	
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property.						
7 Other investment income.				15	11,760,965	
8 Gain or (loss) from sales of assets other than inventory.				18	2,011,538	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a See Additional Data Table						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					19,074,811	
13 Total. Add line 12, columns (b), (d), and (e).						19,074,811

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)
4382 SH PFIZER INC	P	2009-10-16	2013-01-24
960 159 SH FRONTIER COMMUNICATIONS C	P	1992-03-18	2013-02-21
25 SH MALLINKRODT PLC	P	2009-08-28	2013-07-10
801 SH MUNICH RE GROUP	P	2012-12-14	2013-08-20
72 SH BASF AKTIENGESELLSCHAFT	P	2010-11-12	2013-06-25
361 SH KEPPEL LTD	P	2010-06-18	2013-03-21
66 SH SYNGENTA AG ADR	P	2010-10-25	2013-09-27
2000 SH INGERSOLL-RAND PUBLIC LTD	P	2001-12-31	2013-01-24
19064 435 SH FRONTIER COMMUNICATIONS	P	1984-03-28	2013-02-21
200000 CREDIT SUISSE FIRST BOSTON	P	2004-05-27	2013-08-15
1961 SH NOMURA HLDGS INC ADR	P	2013-06-25	2013-12-27
279 SH BP PLC	P	2012-02-09	2013-02-13
234 SH KEPPEL LTD	P	2007-03-27	2013-04-10
1406 SH TESCO PLC SPONSORED ADR	P	2008-06-20	2013-08-20
1200 SH KIMBERLY-CLARK CORP	P	1984-01-31	2013-01-24
265000 MCKESSON CORP 2 569% 3/1/13	P	2010-03-16	2013-03-01
300000 OHIO POWER CO 2 95% 9/1/13	P	2009-12-07	2013-09-01
267 SH PERUSAHAN PERSEROAN PERSERO P	P	2013-08-20	2013-12-11
275 SH BAYERISCHE MOTOREN WERKE AG A	P	2011-05-02	2013-03-19
636 SH KEPPEL LTD	P	2007-03-27	2013-09-27
30 SH TOYOTA MTR CORP ADR 2	P	2012-03-27	2013-07-31
800 SH KIMBERLY-CLARK CORP	P	1984-07-11	2013-01-24
1200 SH KIMBERLY CLARK CORP	P	1984-07-11	2013-03-12
374 75 SH MALLINCKRODT PLC	P	2009-08-28	2013-10-01
SIEMENS AG SPONSORED ADR	P	2012-12-31	2013-07-29
107 SH BRITISH AMERICAN TOBACCO	P	2008-06-20	2013-12-11
426 SH KONINKLIJKE AHOLD NV	P	2007-04-12	2013-12-11
1313 SH UNILEVER NV NY	P	2011-08-10	2013-04-10
250000 WELLSFARGO & CO 2 333% 1/31/1	P	2010-03-16	2013-01-31
1800 SH KIMBERLY CLARK CORP	P	1984-07-12	2013-03-12

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.)
625 SH MALLINCKRODT INC	P	2008-12-23	2013-10-01
238 SH SMITH & NEPHEW PLC SPON ADR	P	2013-08-20	2013-12-11
53 SH BRITISH AMERICAN TOBACCO PLC A	P	2008-06-20	2013-12-27
5A8 SH KYOCERA CORP ADR	P	2007-04-24	2013-12-27
40 SH WESTPAC BKG CORP SPOMS ADR	P	2009-12-15	2013-06-25
200000 GENERAL ELECTRIC CO 5% 2/1/1	P	2003-01-23	2013-02-01
2000 SH PROCTER & GAMBLE CORP	P	1983-01-03	2013-03-12
62 562 SH MALLINCKRODT PLC	P	1996-10-31	2013-10-01
771 SH SWEDBANK A BADR	P	2012-12-14	2013-09-27
163 SH DIAGEO PLC	P	2011-05-02	2013-07-31
126 SH LVMH MOET HENNESSY LOUIS VUIT	P	2010-10-25	2013-02-11
4573 SH XSTRATA PLC	P	2011-08-04	2013-05-31
2000 SH COLGATE PALMOLIVE CO	P	1995-07-17	2013-02-21
2000 SH KELLOGG CO	P	1983-01-03	2013-03-12
1126 062 SH MALLINCKRODT PLC	P	1990-09-24	2013-10-01
115 SH TATA MTRS LTF	P	2013-09-27	2013-10-11
171 SH DIAGEO PLC	P	2010-06-21	2013-09-27
277 SH LVMH MOET HENNESSY LOUIS VUIT	P	2009-12-15	2013-08-20
171 SH YARA INTL ADA SPF ADR	P	2011-05-02	2013-06-24
10001 SH PFIZER INC	P	2009-10-16	2013-02-21
250000 PPG IND INC 2 724% 3/15/13	P	2009-12-04	2013-03-15
1319 625 SH MALLINCKRODT PLC	P	1998-09-23	2013-10-01
235 SH TATA MTRS LTD	P	2013-09-27	2013-11-20
153 SH ENI SPA SPONS ADR	P	2011-02-04	2013-03-19
285 SH LVMH MOET HENNESSY LOUIS VUIT	P	2009-12-15	2013-12-11
2000 SH KIMBERLY CLARK CORP	P	1984-07-11	2013-02-21
2000 SH KIMBERLY CLARK CORP	P	1984-07-12	2013-04-23
42 SH BAYER AG SPONS ADR	P	2013-06-24	2013-12-11
133 SH TOYOTA MTR CORP ADR	P	2013-03-20	2013-07-31
484 SH GLAXO SMITHKLINE ADR	P	2007-03-05	2013-08-20

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.)
95 SH LUXOTTICA GROUP SPA SPONS ADR	P	2007-08-14	2013-08-20
10000 SH FRONTIER COMMUNICATIONS COR	P	2011-07-26	2013-02-21
1596 SH HONEYWELL INTERNATIONAL INC	P	1988-11-02	2013-05-14
1412 SH FANONE	P	2012-06-25	2013-02-11
728 SH UNILEVER PLC SPONS ADR	P	2013-04-11	2013-08-20
95 SH HSBC HOLDINGS PLC SPONS ADR	P	2012-06-21	2013-08-20
66 SH MITSUI & CO LTF ADR	P	2008-06-20	2013-06-24
959 611 SH FRONTIER COMMUNICATIONS C	P	1992-02-12	2013-02-21
404 SH HONEYWELL INTERNATIONAL INC	P	1987-11-11	2013-05-14
203 SH GLAXO SMITHKLINE ADR NEW	P	2013-06-24	2013-08-20
511 SH UNILEVER PLC SPONS ADR	P	2013-04-11	2013-12-11
1156 SH HEINEKEN NV SPON ADR	P	2011-05-02	2013-12-11
1528 SH NISSAN MTR LTD SPONS ADR	P	2011-08-10	2013-08-20
1440 238 SH FRONTIER COMMUNICATIONS	P	1992-02-12	2013-02-21
2000 SH KIMBERLY CLARK CORP	P	1984-07-12	2013-05-14
220 SH ICICI NK LTD SPD ADR	P	2012-12-13	2013-08-20
95 SH ANHEUSER BUSCH INBEV SA/MV	P	2011-05-02	2013-04-10
129 SH IMPERIAL TOBACCO PLC SP ADR	P	2007-08-14	2013-03-21
241 SH RIO TINTO PLC SPONS	P	2010-10-25	2013-06-24
960 159 SH FRONTIER COMMUNICATIONS C	P	1992-04-28	2013-02-21
5000 SH PFIZER INC	P	2009-10-16	2013-05-14
228 SH ITOCHU CORP	P	2013-03-21	2013-12-27
609 SH ATLAS COPCO AB	P	2011-08-12	2013-09-27
127 SH IMPERIAL TOBACCO PLC SP ADR	P	2007-08-14	2013-06-24
470 SH RIO TINTO PLC SPONS ADR	P	2012-09-14	2013-12-11
960 159 SH FRONTIER COMMUNICATIONS C	P	1992-02-21	2013-02-21
240,000 EATON CORP 2 484% 5/15/13	P	2009-12-04	2013-05-15
210 SH KONINKLIJKE AHOLD NV	P	2013-04-10	2013-12-11
301 SH AUSTRALIA & NEW ZEALAND BKG G	P	2007-01-23	2013-06-25
220 SH IMPERIAL TOBACCO PLC SP AFR	P	2010-06-21	2013-09-27

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
50 SH SAP AG SPONS ADR	P	2012-02-08	2013-03-20
1440 238 SH FRONTIER COMMUNICATIONS	P	1992-02-28	2013-02-21
45 SH FREEPORT-MCMORAN COPPER & GOL	P	1999-01-06	2013-06-05
158 SH LVMH MOET HENNESSY LOUIS VUIT	P	2012-03-27	2013-02-11
44 SH BADF AKTIENGESELLSCHAFT	P	2010-11-12	2013-03-19
1125 SH ITOCHU CORP	P	2012-02-08	2013-12-27
60 SH SIEMENS AG SPONSORED ADR	P	2008-06-20	2013-04-10

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)
115,814		76,751	39,063
3,822		4,177	-355
11		7	4
15,253		14,256	997
6,546		5,482	1,064
6,570		4,150	2,420
5,447		3,828	1,619
101,119		30,905	70,214
75,886		19,802	56,084
200,000		199,910	90
15,130		14,665	465
11,842		13,129	-1,287
4,271		2,681	1,590
24,153		35,553	-11,400
103,709		6,184	97,525
265,000		265,000	
300,000		300,000	
9,174		10,415	-1,241
8,118		8,766	-648
10,622		6,543	4,079
3,660		2,568	1,092
69,139		3,935	65,204
112,850		5,902	106,948
16,565		10,556	6,009
1,019			1,019
11,104		7,339	3,765
7,428		4,894	2,534
54,481		41,831	12,650
250,000		250,000	
169,275		7,702	161,573

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)
27,626		16,102	11,524
16,448		14,656	1,792
5,682		3,635	2,047
25,618		23,896	1,722
5,135		4,310	825
200,000		199,252	748
153,817		7,286	146,531
2,765		1,298	1,467
17,870		14,449	3,421
20,322		11,906	8,416
4,412		4,091	321
14,573		16,326	-1,753
219,841		34,188	185,653
122,877		6,719	116,158
49,774		14,432	35,342
3,662		3,121	541
21,793		11,258	10,535
10,371		6,124	4,247
6,601		10,065	-3,464
271,734		175,167	96,567
250,000		250,000	
58,330		14,298	44,032
7,219		6,377	842
7,067		7,554	-487
10,101		6,301	3,800
181,902		9,836	172,066
202,124		8,558	193,566
5,531		4,337	1,194
16,228		13,998	2,230
25,088		26,821	-1,733

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)
5,202		3,309	1,893
39,805		74,525	-34,720
123,744		12,859	110,885
19,103		16,559	2,544
29,022		31,279	-2,257
5,247		4,132	1,115
16,217		33,374	-17,157
3,820		4,583	-763
31,324		3,197	28,127
10,522		9,997	525
20,414		21,956	-1,542
38,174		29,952	8,222
31,494		29,562	1,932
5,733		6,879	-1,146
207,127		8,558	198,569
6,126		9,426	-3,300
9,654		5,872	3,782
9,071		10,814	-1,743
9,739		14,717	-4,978
3,822		4,422	-600
142,247		87,575	54,672
5,559		5,803	-244
16,090		11,365	4,725
8,922		10,499	-1,577
24,566		26,045	-1,479
3,822		4,420	-598
240,000		240,000	
3,662		3,303	359
7,665		6,883	782
16,289		15,504	785

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)
4,159		3,177	982
5,733		6,539	-806
14		8	6
5,533		5,510	23
4,142		3,371	771
27,427		21,606	5,821
6,436		7,735	-1,299

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			39,063
			-355
			4
			997
			1,064
			2,420
			1,619
			70,214
			56,084
			90
			465
			-1,287
			1,590
			-11,400
			97,525
			-1,241
			-648
			4,079
			1,092
			65,204
			106,948
			6,009
			1,019
			3,765
			2,534
			12,650
			161,573

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	
			11,524
			1,792
			2,047
			1,722
			825
			748
			146,531
			1,467
			3,421
			8,416
			321
			-1,753
			185,653
			116,158
			35,342
			541
			10,535
			4,247
			-3,464
			96,567
			44,032
			842
			-487
			3,800
			172,066
			193,566
			1,194
			2,230
			-1,733

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	
			1,893
			-34,720
			110,885
			2,544
			-2,257
			1,115
			-17,157
			-763
			28,127
			525
			-1,542
			8,222
			1,932
			-1,146
			198,569
			-3,300
			3,782
			-1,743
			-4,978
			-600
			54,672
			-244
			4,725
			-1,577
			-1,479
			-598
			359
			782
			785

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	
			982
			-806
			6
			23
			771
			5,821
			-1,299

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E HANDELMAN 	PRES/DIR 4 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN 	VP/ASST TR/D 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN 	ASST SECRETA 2 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL 	SECRETARY/DI 2 50	18,000	0	0
80 PINE STREET NEW YORK, NY 10005				
WILLIAM S MILLER 	DIRECTOR 2 00	18,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
JAMES HANDELMAN 	FOUNDTN MGR 40 00	309,881	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				
BETH ISRAEL DEACONESS MEDICAL CTR 330 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC	COMPLEX PATTERNS RESEARCH	123,750
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	IMAGING MOLECULAR MECH TRANSCRIPTION	71,209
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	IMAGING MOLECULAR MECH TRANSCRIPTION	71,209
BURNHAM INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC	AUTOMSTED ANAL COMPLEX 3D BIO MODEL	125,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	CONSCIOUSNESS MEDIAL TEMPORAL LOBE	167,480
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	NEURON ACTIVITY IN HUMAN BRAIN	333,334
CAPROCK CULTURAL ASSOCIATION 109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	10,000
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIAL	70,310
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTHROPOGENY 9500 GIMAN DRIVE MC0060 LA JOLLA, CA 92093	NONE	PUBLIC	GENERAL SUPPORT	666,666
CHIDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC	UNDERSTANDING MITOCHONDRIAL MOVEMENT	165,368
COLD SPRING HARBOR LABORATORY ONE BUNGLOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	NEURONAL CIRCUITS POSTMORTEM HUMAN B	203,920
COLUMBIA UNIVERSITY (SAMES) HAVEMEYER HALL 3000 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	VIS SYNAPTIC FUNC & PLASTICITY INDIV	283,204
DANA-FARBER CANCER INSTITUTE 44 BINNEY STREET MAYER 663 BOSTON, MA 021156084	NONE	PUBLIC	POLYPLOIDY IMPACT ON EVOLUTION	90,000
DIRECT RELIEF INTERNATIONAL 27 S LA PATER LANE SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL SUPPORT	25,000
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	137,076
Total			► 3a	11,982,134

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				
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMAN 703 BRONX, NY 10461	NONE	PUBLIC	MEDICAL RESEARCH	339,787
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	GLIA IN HUMAN LOGEVITY/BRAIN PLASTIC	32,340
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	PUBLIC	BRAIN PLASTICITY	32,340
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATIO	100,000
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVENUE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTH- EXPLAIN SPECIATION	100,000
FRIENDS OF MONTECITO LIBRARY 1102 EAST MONTECITO ST SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
GARZA COUNTY HISTORICAL MUSEUM 119 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	5,000
HARVARD MEDICAL SCHOOL 220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	342,698
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA SUITE 100 SANTA BARBARA, CA 931031704	NONE	PUBLIC	GENERAL SUPPORT	20,000
JOHNS HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC	EVOLUTION OF PROTEIN DOMAIN	85,332
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182865	NONE	PUBLIC	MEDICAL RESEARCH	175,648
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015	NONE	PUBLIC	RESEARCH	113,334
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PUBLIC	MEDICAL RESEARCH	150,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	250,000
NEUROSCIENCE INSTITUTE 10640 JOHN JAY HOPKINS DR LA JOLLA, CA 92121	NONE	PUBLIC	MULTILEVEL MODELING MENTAL IMAGERY	314,393
Total			► 3a	11,982,134

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				
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE	PUBLIC	RESEARCH NEURAL PLASTICITY IN HUMANS	165,721
POST CITY FESTIVALSINC 216 EAST MAIN POST, TX 79356	NONE	PUBLIC	GENERAL SUPPORT	25,000
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	TRACING EVOLUTION OF CONSERVED BEHAV	402,396
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MEDICAL RESEARCH	249,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	JUMPING GENES IN NEURONS & EVOLUTION	400,000
SANTA BARBARA MEALS ON WHEELS PO BOX 6099 SANTA BARBARA, CA 931066099	NONE	PUBLIC	GENERAL SUPPORT	10,000
SOUTHWEST FOUNDATION TEXAS BIOMEDICAL RESEARCH PO BOX 760549 SAN ANTONIO, TX 782450549	NONE	PUBLIC	INSTINCTIVE BEHAVIOR & BASIC HOMEOST	300,000
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	MEDICAL RESEARCH	275,000
STANFORD UNIVERSITY BECKMAN CENTER 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	MEDICAL RESEARCH	500,000
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS THAT MEDIATE INF	320,184
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	MEDICAL RESEARCH	144,240
UNIVERSITY OF CALIFORNIA SAN DIEGO 9600 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	MEDICAL RESEARCH	497,284
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	MEDICAL RESEARCH	348,590
UNIVERSITY OF SOUTHERN CALIFORNIA HEALTH SCIENCES CAMPUS LOS ANGELES, CA 90033	NONE	PUBLIC	MEDICAL RESEARCH	240,667
UNIVERSITY OF KANSAS MEDICAL CENTER 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	CELLULAR & TISSUE MOVEMENTS FORMATIO	87,576
Total			► 3a	11,982,134

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 55 NORTH LAKE AVENUE WORCESTER, MA 01655	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERS I	181,262
UNIVERSITY OF MASSACHUSETTS AMHERST 300 MASSACHUSETTS AVENUE AMHERST, MA 01003	NONE	PUBLIC	MEDICAL RESEARCH	65,932
UNIVERSITY OF PENNSYLVANIA 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	INSIGHTS INTO PROTEIN ENSEMBLE	247,500
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE 3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION OF NOVEL HUMAN RNA'S	221,128
UNIVERSITY OF UTAH HOWARD HUGHES MEDICAL INSTITUTE 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	GENETIC FACTORS	150,000
VANDERBILT UNIVERSITY PMB 407817 301 WILSON HALL 111 21ST AVE S NASHVILLE, TN 37240	NONE	PUBLIC	NEURONS IN CORTICAL AREAS/AWARENESS	271,773
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURONSAL CIRCUIT FACTORY	161,666
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	MEDICAL RESEARCH	330,000
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	MEDICAL RESEARCH	298,332
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENOME ORGANIZATION IN 4 DIMENSIONS	275,000
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MEDICAL RESEARCH	361,890
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MEDICAL RESEARCH	586,668
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	MEDICAL RESEARCH	240,927
Total			► 3a	11,982,134

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	51	
b FARM RENT CROP PROCEEDS			16	102,523	
c CROP DAMAGES- OIL COMPANIES			16	4,000	
d PASTURE RENTALS			16	37,095	
e PASTURE RENT DAMAGE PROCEED			16	9,409	
f INCOME FROM GEOSURVEY			1	42,198	

TY 2013 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	46,905	46,905		
TAX PREPARATION	7,650			7,650

TY 2013 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 2013 Employee Compensation Explanation

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

Employee	Explanation
BEVERLY CHEIKEN	

TY 2013 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
200000 HEWLETT PACKARD CO 6.125%	199,122	201,694
300000 GE CAPITAL INTERNOTES 5.85%	300,000	312,772
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	270,178
300000 VERIZON COMMUNICATIONS 5.55%	300,000	328,087
300000 BELLSOUTH CORP 5.25	299,367	331,595
300000 DUPONT EI DENEMOURS 5.25%	298,020	336,555
300000 GENERAL MLS INC 5.7%	296,745	336,405
300000 AT&T INC 5.5%	297,300	337,704
300000 PEPSICO INC 5.0%	298,458	336,517
300000 ALCOA INC 6.75%	295,745	338,046
300000 INGERSOLL-RAND GLBL 6.875%	290,340	353,068
300000 BANK OF AMERICA CORP 5.49%	298,383	332,107
250000 CONSOLIDATED EDISON 6.65%	249,777	299,515
250000 WELLS FARGO & CO 2.33%		
200000 GENERAL ELECTRIC CO 5%		
265000 MCKESSON CORP 2.569%		
250000 PPG INDs INC 2.724%		
240000 EATON CORP 2.484%		
200000 CREDIT SUISSE FIRST BOSTON 5		
300000 OHIO PWR CO 2.95%		

**TY 2013 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	3,062,430
40000 SH CENOVUS ENERGY INC		
55000 SH CENOVUS ENERGY INC	1,652,319	1,575,750
95000 SH INGERSOLL-RAND CO		
93000 SH INGERSOLL RAND CO	1,145,200	5,728,800
30066 SH TE CONNECTIVITY LTD	467,703	1,656,937
34066 SH TYCO INTL LTD CHF		
35200 SH 3M COMPANY	344,696	4,936,800
17,033 SH ADT CORPORATION	205,112	689,326
10,000 SH AIR PRODUCTS & CHEMICALS I	775,558	1,117,800
90000 SH ALCOA INC	707,620	956,700
31000 SH ALLEGION PUB LTD	291,892	1,369,890
40080 SH ALLSTATE CORP	348,499	2,185,963
25000 SH AMGEN INC	1,730,709	2,852,000
1,500 SH APPLE INC		
3200 SH APPLE INC	1,617,004	1,795,264
38000 SH AUTOMATIC DATA PROCESSING	1,332,294	3,070,362
48076 SH BAXTER INTL INC	316,276	3,343,686
70000 SH BRISTOL MYERS SQUIBB CO	267,955	3,720,500
30000 SH CATERPILLAR INC	123,917	2,724,300
72000 SH COLGATE PALMOLIVE CORP	503,700	4,695,120
38000 SH COLGATE PALMOLIVE CORP		
70000 SH CONAGRA FOODS INC		
75000 SH CONAGRA FOODS INC	1,685,581	2,527,500
90000 CORNING INC		
120000 SH CORNING INC	782,318	2,138,400
28,066 SH COVIDIEN PLC		
30000 SH COVIDIEN PLC	688,797	2,043,000
35,000 SH DEVON ENERGY CORP	2,114,569	2,165,450
70000 SH DOW CHEMICAL CO	611,586	3,108,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90000 SH DUKE ENERGY	1,432,874	2,070,300
45000 SH E I DUPONT DE NEMOURS & CO	903,055	2,923,650
48000 SH EMERSON ELECTRIC CO	1,287,420	3,368,640
33000 SH ENTERGY CORPORATION NEW	714,370	2,087,910
14366 SH FREEPORT-MCMORAN COPPER & G	4,248,961	5,421,766
0000 SH FREEPORT-MCMORAN COPPER & G		
35785 SH FRONTIER COMMUNICATIONS COR		
135000 SH GENERAL ELECTRIC CO	235,143	3,784,050
25000 SH GILEAD SCIENCES INC		
35000 SH GILEAD SCIENCES INC	1,477,864	5,257,000
75000 SH HALLIBURTON CORP	542,669	3,806,250
40000 SH HOME DEPOT INC	1,210,999	3,293,600
85000 SH HONEYWELL INTL INC		
83000 SH HONEYWELL INTL INC	518,669	7,583,710
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	2,942,800
10000 SH INTEL CORP	2,326,133	2,595,500
90000 SH INTEL CORP		
65000 SH INTERNATIONAL PAPER CO	1,277,237	3,186,950
25000 SH INTERNATIONAL BUSINESS MACH	467,189	4,689,250
103000 SH KELLOGG CORP	346,016	6,290,210
105000 SH KELLOGG CO		
71000 SH KIMBERLY CLARK CORP	226,435	7,416,660
82000 SH KIMBERLY CLARK CORP		
95000 SH MARATHON OIL CORP	591,393	3,353,500
50000 SH MARATHON PETROLEUM CORP	484,400	4,586,500
22000 MCDONALDS CORP	1,221,194	2,134,660
40000 MCKESSON CORP		
40000 SH MCKESSON CORP	549,398	6,456,000
82000 SH MERCK & CO INC	178,561	4,104,100
70000 MICROSOFT CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
75000 SH MICROSOFT CORP	1,910,389	2,805,750
45000 SH NEWMONT MINING CORP	837,354	1,036,350
29969 SH NEWMONT MINING CORP		
50000 SH NEXTERA ENERGY INC	778,157	4,281,000
15000 SH PENTAIR LTD	482,842	1,165,050
8173 SH PENTAIR LTD		
18000 SH PEPSICO INC	1,183,895	1,492,920
15000 SH PEPSICO INC		
195000 SH PFIZER INC	1,338,787	5,972,850
214383 SH PFIZER INC		
55000 SH PLAINS EXPL & PRODTN		
84000 SH PROCTER & GAMBLE CO		
82000 SH PROCTER & GAMBLE CO	275,505	6,675,620
80000 SPECTRA ENERGY CORP	1,631,346	2,849,600
31875 SH STANLEY BLACK & DECKER INC	628,730	2,571,994
104000 SH SYSCO CORP	703,740	3,754,400
40000 SH TYCO INTERNATIONAL LTD		
40000 TYCO INTERNATIONAL LTD	471,496	1,641,600
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	2,845,000
107422 SH VERIZON COMMUNICATIONS	1,111,319	5,278,717
30000 SH WAL-MART STORES INC	1,526,014	2,360,700
1348 SH ABB LTD	22,581	35,590
1073 SH ADIDAS AG ADR	28,218	68,486
2062 SH ALLIANZ SE ADR	30,046	37,037
532 SH ANHEUSER BUSCH INBEV SPONS		
437 SH ANHEUSER BUSCH INBEV SPONS	25,424	46,523
1450 SH ASTELLAS PHARMA INC	19,384	21,487
1398 SH ATLAS COPCO AB SPONS ADR		
789 SH ATLAS COPCO AB SPONH	13,892	20,049
1452 SH AUSTRALIA & NEW ZEALAND BKG		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1151 SH AUSTRALIA & NEW ZEALAND	22,694	33,189
440 SH BASF SE		
324 SH BASF SE	19,149	34,596
313 SH BAYER AG		
337 SH BAYER AG SPON ADR	30,363	47,342
890 SH BG GROUP PLC SPON ADR	12,594	19,126
548 SH BHP BILLITON LTD	27,946	37,374
851 SH BMW UNSPONSORED ADR	25,716	33,310
814 SH BNP PARIBAS SPON ADR	32,820	31,771
380 SH BRITISH AMERICAN TOBACCO		
220 SH BRITISH AMERICAN TOBACCO	14,726	23,632
105 SH CNOOC LTD CPON ADR	20,858	19,704
2953 SH COMPASS GROUP PLC ASR	28,346	47,344
1586 SH CREDIT SUISSE GROUP ADR	48,370	49,229
1412 SH DANONE SPONS ADR		
372 SH ENI SPA SPONSORED ADR		
219 SH ENI SPA SPONS ADR	10,812	10,619
486 SH DBS GROUP HLDG LTD SP ADR	9,617	10,618
653 SH FRESENIUS MEDICAL CARE	14,365	23,234
395 SH GDF SUEX-EUR	9,056	9,305
484 SH GLAXO SMITHKLINE PLC SP ADR		
1156 SH HEINEKEN NV		
462 SH HITACHI LTD ADR	18,308	34,989
592 SH HSBC HLDG PLC	27,806	32,637
481 SH HSBC HLDG PLC		
220 SH ICICI BANK LTD		
476 SH IMPERIAL TOBACCO GROUP PLC		
506 SH INFOSYS LTD	28,593	28,640
1125 SH ITOCHI CORP ADR		
444 SH JOHNSON MATTHEY PLC	27,813	48,241

Name of Stock	End of Year Book Value	End of Year Fair Market Value
977 SH KAO CORP JPY	31,540	30,768
2577 SH KEPPEL LTD		
1346 SH KEPPEL LTD SPONS ADR	13,708	23,858
1022 SH KOMATSU LTD ADR	19,781	20,779
1586 SH KONINKLIJKE AHOLD NV		
1160 SH KONINKLIJKE AHOLD NV	13,056	20,859
374 SH KUBOTA LTD ADR		
433 SH KUBOTA LTD ADR	21,894	35,821
259 SH KYOCERA		
1248 SH L'OREAL CO ADR	42,783	43,920
1011 SH LUXOTTICA GROUP SPA SP ADR	32,007	54,513
1106 SH LUXOTTICA GROUP SPA SPA ADR		
846 SH LVMH MOET HENNESSY LOUIS		
1129 SH MELCO CROWN ENTERTAINMENT	31,504	44,279
545 SH MERCK KGAA ADR	19,511	32,605
980 SH MITSUBISHI ELEC CORP	20,046	24,615
1144 SH MITSUBISHI EST CO LTD	33,885	34,231
2082 SH MITSUBISHI UFJ FINL GROUP AP		
5058 SH MITSUBISHI UFJ FINANCIAL	44,124	33,787
66 SH MITSUI & CO LTD ADR		
801 SH MUNICH RE GROUP UNSPON ADR		
841 SH NESTLE SA SPON ADR		
1131 SH NESTLE SA SPONS ADR	52,443	83,043
1528 SH NISSAN NTR LTD SPONS ADR		
573 SH NOVARTIS AG ADR	34,650	46,058
456 SH NOVARTIS AG SPONS ADR		
161 SH NOVO-NORDISK A S ADR	22,706	29,746
120 SH NOVO-NORDISK A S ADR		
2654 SH RECKITT BENCKISER GROUP PLC	33,039	42,137
1575 SH RECKITT BENCKISER GROUP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
711 SH RIO TINTO PLC		
1219 SH ROCHE HOLDINGS LTD SPONS	62,925	85,392
751 ROCHE HLDG LTD		
280 SH ROLLS ROYCE HOLDINGS PLC	24,005	29,564
243 SH ROYAL DUTCH SHELL PLC ADR	13,332	18,252
341 SH SAP AG SPONS ADR		
291 SH SAP AG SPONS ADR	18,490	25,358
328 SH SIEMENS AG SPONS ADR	32,298	45,431
388 SH SIEMENS AG		
477 SH SMITH & NEPHEW PLC		
494 SH SMITH & NEPHEW PLC CP ADR	28,259	35,440
2255 SH SUMITOMO CORP SPD ADR	36,652	28,342
2217 SH SUMITOMO MITSUI FINL GROUP	20,544	23,256
771 SH SWEDBANK AB ADR		
366 SH SYNGENTA AG ADR	20,501	29,258
432 SH SYNGENTA AG ADR		
1727 SH TAIWAN SEMICONDUCTOR MFG	18,813	30,119
892 SH TATA MOTORS LTD	21,657	27,474
396 SH TELEOR ASA	28,342	28,315
1406 SH TESCO PLC SPONS ADR		
1198 SH TOKIO MARINE HLDGS INC	41,054	40,064
283 SH TOYOTA MOTOR CORP		
253 SH TOYOTA MOTOR CORP ADR	20,661	30,846
363 SH TRANSOCEAN LTD SWITZERLAND	17,909	17,939
1313 SH UNILEVER NV NY SHS		
789 SH VODAPHONE GROUP PLC SPONS	18,562	31,016
396 SH WALMART DEMEXICO SA DE	10,456	10,359
273 SH WESTPAC BKG CORP		
1165 SH WESTPAC BKG LTD SPONS ADR	19,639	33,843
139 SH WPP PLC ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
360 SH WPP PLC	28,716	41,350
4573 SH XSTRA PLC ADR		
3548 SH YAHOO JAPAN CORP	39,677	39,495
479 SH YARA INTL ASA	25,484	20,607
650 SH YARA INTL ASA		
1196 SH ZURICH INSURANCEGROUP	34,979	34,763
890 BG GROUP PC		
548 SH BHP BILLITON LTD		
1126 SH BMW UNSPONSORED ADR		
279 SH BP PLC SPONS ADR		
334 SH DIAGEO PLC SPON ADR		

TY 2013 Investments Government Obligations Schedule

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

**US Government Securities - End of
Year Book Value:** 3,998,650

**US Government Securities - End of
Year Fair Market Value:** 3,999,396

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

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

TY 2013 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
	4,839,892	440,524	4,399,368	4,399,368

TY 2013 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	36,815,480	40,077,000
LYNN COUNTY ROYALTY PROPERTY	FMV	460,000	460,000
INT'L ACCT-5418 SH ISHARES FD JAPAN	AT COST	53,094	69,593

TY 2013 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	19,447	291	291
OTHER ASSETS	28	2,810	2,810
ACCRUED INTEREST	272,727	304,839	304,839

TY 2013 Other Decreases Schedule

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

Description	Amount
INCREASE IN GRANTS PAYABLE	1,280,119
BOND ACCRETION RECORDED ON BOOKS	106,266
PRIOR YEAR PENALTY	1,101

TY 2013 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	90,008	89,973		
INSURANCE	81,338			81,338
OFFICE EXPENSE	10,083			10,083
COMPUTER	844			844
DEPRECIATION	3,054	249		2,805
FARM PROCEEDS EXPENSES	26,977	26,977		
PASTURE RENT EXPENSES	12,004	12,004		
FILING FEES	1,505			1,505
CUSTODIAN FEES ON INVESTMENTS	21,871	21,871		
SUBSCRIPTIONS	22			22
OTHER FOREIGN INVESTMENT ACCO	19,431	19,431		
TELEPHONE	2,645			2,645
LEGAL	338			338
BANK FEES	454			454
PEMALTY	320			

TY 2013 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	11,713,201	11,713,201	
LEASE RENTAL- OIL & GAS	75	75	
LEASE BONUS- OIL & GAS	47,689	47,689	
SALE OF WATER	51	51	
FARM RENT CROP PROCEEDS	102,523	102,523	
CROP DAMAGES- OIL COMPANIES	4,000	4,000	
PASTURE RENTALS	37,095	37,095	
PASTURE RENT DAMAGE PROCEEDS	9,409	9,409	
INCOME FROM GEOSURVEY	42,198	42,198	

TY 2013 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	5,662	11,223

TY 2013 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	489,028	489,028		
CONSULTING	626			626

TY 2013 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	1,005,854	1,005,854		
PRODUCTION TAX EXPENSE	429,559	429,559		
EXCISE TAX	303,055			
FOREIGN TAX	23,213	23,213		