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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## 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](http://www.irs.gov/form990pf).

2014

Open to Public  
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 checked="" type="checkbox"/> <input type="checkbox"/>
<b>G</b> 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		<b>D</b> 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 253,045,077</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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	194,112	194,112		
	4 Dividends and interest from securities.	5,151,713	5,151,713		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,669,103			
	b Gross sales price for all assets on line 6a 6,483,930				
	7 Capital gain net income (from Part IV, line 2)		2,669,103		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,515,840	10,515,840		
	<b>12 Total.</b> Add lines 1 through 11	18,530,768	18,530,768		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	478,505		478,505	
	14 Other employee salaries and wages	127,254		127,254	
	15 Pension plans, employee benefits	22,014		22,014	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	58,650	51,000	7,650	
	c Other professional fees (attach schedule)	565,509	551,609	13,900	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,744,944	1,448,874		
	19 Depreciation (attach schedule) and depletion	776,692	1,499,795		
	20 Occupancy	42,504		42,504	
	21 Travel, conferences, and meetings	13,667		13,667	
	22 Printing and publications				
	23 Other expenses (attach schedule)	284,739	175,987	108,688	
	<b>24 Total operating and administrative expenses.</b>	4,114,478	3,727,265	814,182	
	Add lines 13 through 23	11,746,453		11,746,453	
	<b>25 Contributions, gifts, grants paid.</b>	15,860,931	3,727,265	12,560,635	
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25				
	<b>27 Subtract line 26 from line 12</b>	2,669,837			
	<b>a Excess of revenue over expenses and disbursements</b>				
	<b>b Net investment income</b> (if negative, enter -0-)	14,803,503			
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Assets	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
	1 Cash—non-interest-bearing . . . . .		284,112	83,752	83,752
	2 Savings and temporary cash investments . . . . .		3,192,564	3,177,947	3,177,947
	3 Accounts receivable ► 571,293				
	Less allowance for doubtful accounts ►		814,901	571,293	571,293
	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 . . . . .				
	10a Investments—U S and state government obligations (attach schedule)		3,998,650	3,999,130	3,999,475
	b Investments—corporate stock (attach schedule) . . . . .		56,380,772	60,988,860	209,656,296
	c Investments—corporate bonds (attach schedule) . . . . .		3,671,627	2,873,164	2,956,803
	11 Investments—land, buildings, and equipment basis ► 5,227,922				
	Less accumulated depreciation (attach schedule) ► 451,889		4,399,368	4,776,033	4,776,033
	12 Investments—mortgage loans . . . . .				
	13 Investments—other (attach schedule) . . . . .		37,328,574	27,386,998	27,386,998
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► )		307,940	436,480	436,480
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		110,378,508	104,293,657	253,045,077
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .		19,329,212	23,544,303	
	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 ► )		11,223		
	23 Total liabilities (add lines 17 through 22) . . . . .		19,340,435	23,544,303	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ►</b>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ►</b>				
	<b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		91,038,073	80,749,354	
	30 Total net assets or fund balances (see instructions) . . . . .		91,038,073	80,749,354	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		110,378,508	104,293,657	

**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	91,038,073
2	Enter amount from Part I, line 27a . . . . .	2	2,669,837
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	93,707,910
5	Decreases not included in line 2 (itemize) ►	5	12,958,556
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,749,354

**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)
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>		
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	2,669,103
<b>3</b> 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		<b>3</b>	-25,167

**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 instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2013	12,707,081	230,234,337	0 055192
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
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 349377
<b>3</b> 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			<b>3</b> 0 069875
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			<b>4</b> 244,628,920
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 17,093,446
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 148,035
<b>7</b> Add lines 5 and 6.			<b>7</b> 17,241,481
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 12,560,635

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 ► and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	296,070
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2. . . . .	3	296,070
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	296,070
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	340,291
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	340,291
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	44,221
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ►	11	44,221 Refunded ►

**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	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .	1b	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			
d	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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>	2	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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	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>	5	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? . . . . .	6	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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY, TX	8b	Yes
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>		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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

11		No
12		No
13	Yes	

Website address ►MATHERSFOUNDATION.ORG

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►

16 At any time during calendar year 2014, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" 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)? ► Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . ► Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	1b	No
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .	1c	
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? . . . . . ► Yes <input checked="" type="checkbox"/> No	3b	
b If "Yes," did it have excess business holdings in 2014 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 2014). . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? . . . . .	4b	No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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 <b>any</b> 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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table 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 MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549	ADMINISTRATOR 40 00	127,254		
<b>Total</b> 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
MEYER HANDELMAN COMPANY	INVESTMENT ADVI	551,874
PO BOX 817		
PURCHASE, NY 105770817		
ANCHIN BLOCK & ANCHIN LLP	ACCOUNTING/AUDI	51,000
1375 BROADWAY		
NEW YORK, NY 10018		

**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	209,998,262
b	Average of monthly cash balances. . . . .	1b	5,185,165
c	Fair market value of all other assets (see instructions). . . . .	1c	33,170,806
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	248,354,233
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	248,354,233
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	3,725,313
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	244,628,920
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	12,231,446

**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	12,231,446
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	296,070
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	296,070
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	11,935,376
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	11,935,376
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	11,935,376

**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	12,560,635
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	12,560,635
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	12,560,635
	<b>Note:</b> 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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				11,935,376
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .	5,304,122			
<b>b</b> From 2010. . . . .	4,575,302			
<b>c</b> From 2011. . . . .	4,650,140			
<b>d</b> From 2012. . . . .	2,682,872			
<b>e</b> From 2013. . . . .	1,498,419			
<b>f Total of lines 3a through e. . . . .</b>	18,710,855			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 12,560,635				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				11,935,376
<b>e</b> Remaining amount distributed out of corpus	625,259			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	19,336,114			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	5,304,122			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	14,031,992			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .	4,575,302			
<b>b</b> Excess from 2011. . . . .	4,650,140			
<b>c</b> Excess from 2012. . . . .	2,682,872			
<b>d</b> Excess from 2013. . . . .	1,498,419			
<b>e</b> Excess from 2014. . . . .	625,259			

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . .	<input type="checkbox"/>			
<b>b</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)				
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. . . . .				
<b>b</b> 85% of line 2a. . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
(1) Value of all assets. . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .				
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .				
<b>c</b> "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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	11,746,453
<b>b Approved for future payment</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3b	23,544,303

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	
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	194,112	
<b>5</b> Net rental income or (loss) from real estate			14	5,151,713	
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property . . . . .					
<b>7</b> Other investment income. . . . .			15	10,371,812	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			1	2,669,103	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				18,530,768	
<b>13</b> Total Add line 12, columns (b), (d), and (e). . . . .					18,530,768

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

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 )

**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)	No
(2) Other assets. . . . .	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization. . . . .	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization. . . . .	1b(2)	No
(3) Rental of facilities, equipment, or other assets. . . . .	1b(3)	No
(4) Reimbursement arrangements. . . . .	1b(4)	No
(5) Loans or loan guarantees. . . . .	1b(5)	No
(6) Performance of services or membership or fundraising solicitations. . . . .	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	1c	No

**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.

**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

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.

\* \* \* \* \*

2015-07-27

\* \* \* \* \*

**Signature of officer or trustee**

Date

### Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name NANCY G TADLER	Preparer's Signature	Date 2015-07-29	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00007340
	Firm's name ► NANCY G TADLER CPA			Firm's EIN ► 06-1458079	
	Firm's address ► 2 TADLER DRIVE MAHOPAC, NY 105411706			Phone no (845) 628-6050	

**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.)
1000 SH MCKESSON CORP	P	2009-06-18	2014-02-03
95 592 SH VERITIV CORP	P	2000-09-26	2014-07-24
667 SH CDK GLOBAL INC	P	2005-08-29	2014-10-10
BHP BILLITON LTD	P	2014-06-03	2014-09-11
HSBC HOLDINGS PLC	P	2014-01-07	2014-05-13
MELCO CROWN ENTMT LTD	P	2014-08-19	2014-11-18
ROLLS ROYCE PLC	P	2014-03-03	2014-11-18
TATA MTRS LTD SPD ADR	P	2013-07-31	2014-05-13
ABB LTD	P	2007-03-05	2014-08-19
BNP PARIBAS- ADR	P	2011-08-12	2014-11-18

**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)
173,997		41,800	132,197
3,597		2,062	1,535
19		10	9
10,336		10,674	-338
977		1,057	-80
15,793		19,315	-3,522
4,490		5,683	-1,193
823		507	316
19,325		14,170	5,155
24,688		32,820	-8,132

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			132,197
			1,535
			9
			-338
			-80
			-3,522
			-1,193
			316
			5,155
			-8,132

**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.)
ENI SPA SPONSORED ADR	P	2011-12-04	2014-09-11
KONINKLIJKE AHOLD NV	P	2007-03-27	2014-04-09
NOVARTIS AG ADR	P	2013-06-24	2014-11-18
SUMITOMO MITSUI FINL GROUP I	P	2013-06-25	2014-11-18
TRANSOCEAN INC	P	2012-08-20	2014-08-19
3000 SH HONEYWELL INTERNATIONAL	P	1987-11-11	2014-02-03
95 592 SH VERITIV CORP	P	2008-04-30	2014-07-24
300,000 VERIZON COMMUNICATIONS	P	2007-01-24	2014-11-24
BOC HONG KONG HLDGS LTD	P	2014-08-19	2014-11-18
HSBC HOLDINGS PLC	P	2014-01-07	2014-08-19

**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)
10,597		10,812	-215
5		3	2
51,873		32,592	19,281
16,975		20,544	-3,569
14,353		17,909	-3,556
270,632		23,741	246,891
3,597		1,869	1,728
318,897		300,000	18,897
23,385		22,043	1,342
3,068		3,172	-104

**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	
			-215
			2
			19,281
			-3,569
			-3,556
			246,891
			1,728
			18,897
			1,342
			-104

**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.)
MITSUBISHI ESTATE LTD	P	2014-06-03	2014-11-18
ROYAL DUTCH SHELL PLC	P	2014-09-11	2014-11-18
TELENOR ASA SPD ADR	P	2013-12-30	2014-05-13
ADIDAS AG	P	2011-08-10	2014-01-07
BAYER A G SPONS	P	2008-01-07	2014-01-07
FRESENIUS MEDICAL CARE- ADR	P	2007-01-10	2014-01-07
KONINKLIJKE AHOLD NV	P	2007-03-27	2014-11-18
NOVO NORDISK A S ADR	P	2012-06-25	2014-04-09
SYNGENTA AG-ADR	P	2010-10-25	2014-11-18
1/4 SHARE TEXAS ACREAGE	P	2019-01-01	2014-07-23

**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)
31,986		38,634	-6,648
15,535		17,259	-1,724
750		716	34
5,580		2,973	2,607
7,827		5,326	2,501
22,734		14,365	8,369
13,613		9,474	4,139
3,965		2,466	1,499
23,894		20,501	3,393
187			187

**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	
			-6,648
			-1,724
			34
			2,607
			2,501
			8,369
			4,139
			1,499
			3,393
			187

**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.)
440 SH KIMBERLY=CLARK CORP	P	1984-07-12	2014-02-03
191 184 SH VERITIV CORP	P	2008-10-27	2014-07-24
ALLIANZ AG-ADR	P	2014-01-07	2014-04-09
BRIDGESTONE CORP	P	2014-05-01	2014-11-18
HSBC HOLDINGS PLC	P	2014-01-07	2014-08-19
MITSUBISHI UFJ FINL GROUP APD ADR	P	2014-06-03	2014-11-18
SAFRAN S A	P	2014-06-03	2014-11-18
TELENOR ASA SPD ADR	P	2013-12-30	2014-11-18
ADIDAS AG	P	2011-08-10	2014-05-13
BAYER AG SPONS ADR	P	2008-01-07	2004-01-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
46,815		1,883	44,932
7,194		2,292	4,902
11,048		11,726	-678
32,101		34,950	-2,849
4,576		4,730	-154
14,852		15,855	-1,003
26,049		27,859	-1,810
26,981		27,626	-645
1,136		694	442
844		561	283

**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	
			44,932
			4,902
			-678
			-2,849
			-154
			-1,003
			-1,810
			-645
			442
			283

**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.)
GDF SUEZ SPONSORED ADR	P	2012-10-24	2014-11-18
KONINKLIJKE AHOLD NV	P	2007-03-27	2014-01-07
NOVO NORDISK A/S ADR	P	2012-06-25	2014-11-18
TAIWAN SEMICONDUCTOR SP ADR	P	2007-01-23	2014-05-01
ADDITIONAL FOREIGN GAIN-EXCHANGE DIF	P	2014-01-01	2014-12-31
2560 SH KIMBERLY-CLARK CORP	P	1984-05-29	2014-02-03
191 184 SH VERITIV CORP	P	2009-02-04	2014-07-24
ALLIANZ AG-ADR	P	2014-01-07	2014-06-10
BRITISH SKY BROADCASTING GROU	P	2014-06-03	2014-11-18
HSBC HOLDINGS PLC SPONS ADR	P	2014-01-07	2014-09-19

**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)
9,247		9,056	191
5,714		3,579	2,135
22,540		13,976	8,564
8,665		4,870	3,795
14,814			14,814
272,376		10,803	261,573
7,194		1,178	6,016
169		177	-8
20,920		22,209	-1,289
1,079		1,113	-34

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			191
			2,135
			8,564
			3,795
			14,814
			261,573
			6,016
			-8
			-1,289
			-34

**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.)
NESTLE S A SPON ADR	P	2013-06-24	2014-01-07
SERCO GROUP PLC	P	2014-02-11	2014-08-19
TOKIO MARINE HLDGS INC ADR	P	2014-06-03	2014-11-18
ADIDAS AG	P	2011-08-10	2014-05-22
BAYER AG SPONS ADR	P	2008-05-19	2014-11-18
HSBC HOLDINGS PLC- SPON ADR	P	2012-06-21	2014-11-18
KUBOTA LTD ADR	P	2013-03-20	2014-11-18
RECKITT BENCK GRP SPONSORED ADR	P	2013-08-20	2014-10-15
TAIWAN SEMICONDUCTOR SP ADR	P	2007-01-23	2014-05-13
2000 SH GILEAD SCIENCES INC	P	2010-03-11	2014-02-21

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
21,350		19,876	1,474
16,552		22,174	-5,622
5,321		5,342	-21
10,568		5,562	5,006
35,569		21,999	13,570
19,295		16,787	2,508
33,414		21,894	11,520
7,580		6,217	1,363
740		402	338
166,012		47,330	118,682

**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	
			1,474
			-5,622
			-21
			5,006
			13,570
			2,508
			11,520
			1,363
			338
			118,682

**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.)
286 777 SH VERITIV CORP	P	2009-04-08	2014-07-24
ALLIANZ AG-ADR	P	2014-01-07	2014-09-19
CNOOC LTD SPN ADR	P	2013-08-20	2014-05-13
HSBC HOLDINGS PLC	P	2014-01-07	2014-11-18
NIPPON TELEGRAPG & TELEPHONE CORP	P	2014-05-01	2014-08-19
SEVEN & I HLDGS CO LTD	P	2014-05-01	2014-11-18
TOYOTA MTR CORP ADR 2	P	2014-09-11	2014-11-18
ADIDAS AG ADR	P	2007-01-23	2014-11-18
BAYERISCHE MOTOREN WERKE A G ADR	P	2011-05-02	2014-05-13
HITACHI LIMITED ADR	P	2010-06-21	2014-05-01

**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)
10,791		1,520	9,271
1,333		1,330	3
848		993	-145
11,447		12,299	-852
2,679		2,291	388
27,024		27,715	-691
28,125		26,486	1,639
30,197		18,989	11,208
712		574	138
33,631		18,308	15,323

**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	
			9,271
			3
			-145
			-852
			388
			-691
			1,639
			11,208
			138
			15,323

**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.)
L'OREAL CO ADR	P	2013-09-27	2014-11-18
RECKITT BENCK GRP SPON ADR	P	2012-08-22	2014-11-18
TAIWAN SEMICONDUCTOR SP ADR	P	2007-04-24	2014-11-18
1000 SH MCKESSON CORP	P	2009-06-18	2014-02-21
1000 SH MCKESSON CORP	P	2009-06-18	2014-08-11
ALLIANZ AG-ADR	P	2014-01-07	2014-11-18
CNOOC LTD SPND ADR	P	2013-08-20	2014-08-19
INFOSYS TECHNOLOGIES SP ADR	P	2013-12-30	2014-06-10
NIPPON TELEGRAPH & TELEPHONE CORP	P	2014-05-01	2014-08-19
SIEMENS AG SPONSORED ADR	P	2014-02-11	2014-05-01

**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)
40,228		41,639	-1,411
23,148		15,931	7,217
27,608		13,541	14,067
177,049		41,800	135,249
190,235		41,800	148,435
9,424		10,023	-599
7,312		7,350	-38
1,676		1,808	-132
4,001		3,422	579
6,589		6,705	-116

**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	
			-1,411
			7,217
			14,067
			135,249
			148,435
			-599
			-38
			-132
			579
			-116

**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.)
VERIZON COMMUNICATIONS PAR 1	P	2014-02-25	2014-03-03
ALLIANZ AG ADR	P	2013-08-20	2014-11-18
BAYERISCHE MOTOREN WERKE AG ADR	P	2012-03-27	2014-11-18
ISHARES MSCI JAPAN INDEX FD	P	2012-09-14	2014-04-09
LUXOTTICA GROUP SPA SPON ADR	P	2007-08-14	2014-02-14
ROCHE HLDG LTD ADR	P	2013-02-11	2014-05-01
TATA MTRS LTD	P	2013-07-31	2014-09-11
2000 SH KIMBERLY CLARK CORP	P	1984-05-29	2014-02-21
250 25 SH ADT CORPORATION	P	1996-10-31	2014-08-11
ARCELORMITTAL - NY REGISTERE	P	2014-02-11	2014-11-18

**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)
9,786		9,960	-174
34,393		30,046	4,347
29,471		25,143	4,328
27,884		24,020	3,864
26,096		15,741	10,355
10,949		8,185	2,764
6,436		3,283	3,153
219,031		8,439	210,592
8,696		5,567	3,129
16,455		21,981	-5,526

**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	
			-174
			4,347
			4,328
			3,864
			10,355
			2,764
			3,153
			210,592
			3,129
			-5,526

**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.)
CNOOC LTD SPND ADR	P	2014-04-09	2014-11-18
INFOSYS TECHNOLOGIES SP ADR	P	2013-12-30	2014-10-15
NIPPON TELEGRAPH & TELEPHONE CORP SP	P	2014-05-01	2014-09-19
SIEMENS AG SPONSORED ADR	P	2014-02-11	2014-09-19
VERIZON COMMUNICATIONS PAR 1	P	2014-02-25	2014-03-05
ANHEUSER BUSCH INBEV SA/NV	P	2010-09-24	2014-05-13
BHP BILLITON LTD	P	2012-09-14	2014-09-11
ISHARES MSCI JAPAN INDEX FUND	P	2008-12-22	2014-10-15
LUXOTTICA GROUP SPA SPON ADR	P	2007-02-27	2014-11-18
ROCHE HLDG LTD ADR	P	2012-12-13	2014-05-13

**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)
10,472		12,087	-1,615
10,345		9,041	1,304
2,514		2,263	251
1,240		1,290	-50
24		24	
1,093		582	511
9,815		8,683	1,132
9,560		8,029	1,531
26,621		16,266	10,355
1,302		907	395

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,615
			1,304
			251
			-50
			511
			1,132
			1,531
			10,355
			395

**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.)
TATA MTRS LTD	P	2013-07-31	2014-11-18
200 SH HEWLETT PACKARD CO	P	2008-12-05	2014-03-01
2000 SH ADT CORPORATION	P	2009-08-28	2014-08-11
ASTELLAS PHARMA INC ADR	P	2013-07-31	2014-04-14
CAMECO CORP	P	2014-10-15	2014-11-18
INFOSYS TECHNOLOGIES SP ADR	P	2013-12-30	2014-11-18
NIPPON TELEGRAPH & TELEPHONE CORP SP	P	2014-05-01	2014-11-18
SIEMENS AG SPONSORED ADR	P	2014-02-11	2014-11-18
WALMART DE MEXICO SA	P	2013-08-20	2014-03-03
ANHEUSER BUSCH INBEV SA/NV	P	2010-09-24	2014-06-03

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
21,845		11,127	10,718
200,000		199,122	878
69,497		39,966	29,531
6		5	1
66,357		72,094	-5,737
21,144		17,744	3,400
19,750		19,826	-76
2,743		3,096	-353
8,285		10,456	-2,171
5,604		2,967	2,637

**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	
			10,718
			878
			29,531
			1
			-5,737
			3,400
			-76
			-353
			-2,171
			2,637

**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.)
BHP BILLITON LTD	P	2007-03-27	2014-11-18
ISHARES MSCI JAPAN INDEX FD	P	2008-12-12	2014-10-16
MELCO CROWN ENTMT LTD	P	2013-08-20	2014-11-18
ROCHE HLDG LTD ADR	P	2012-12-13	2014-11-18
TOYOTA MOTOR CORP ADR	P	2012-03-27	2014-11-18
1680 SH KIMBERLY-CLARK CORP	P	1984-05-29	2014-04-01
5000 SH ADT CORPORATION	P	2009-01-02	2014-08-11
ASTELLAS PHARMA INC ADR	P	2014-05-01	2014-11-18
CREDIT SUISSE GROUP SPONS ADR	P	2013-08-20	2014-05-13
KAO CORP SPD ADR REPSTG	P	2013-08-20	2014-05-27

**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)
22,827		19,262	3,565
2,161		1,799	362
17,173		18,316	-1,143
54,295		32,465	21,830
30,409		20,661	9,748
185,793		7,089	178,704
173,743		67,061	106,682
7,866		5,754	2,112
1,092		1,133	-41
19,438		15,409	4,029

**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	
			3,565
			362
			-1,143
			21,830
			9,748
			178,704
			106,682
			2,112
			-41
			4,029

**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.)
NOVO NORDISK A/S ADR	P	2013-06-25	2014-03-04
SOCIETE GENERALE FRANCE SPON ADR	P	2014-01-07	2014-05-13
YAHOO JAPAN CORP	P	2013-12-27	2014-03-04
ANHEUSER BUSCH INBEV SA/NV	P	2010-09-24	2014-11-18
BRITISH AMERICAN TOBACCO PLC ADR	P	2008-06-20	2014-06-03
ISHARES MSCI JAPAN INDEX FUND	P	2007-02-27	2014-11-18
MERCK KGAA	P	2011-05-02	2014-01-07
ROLLS ROYCE PLC	P	2013-06-25	2014-11-18
TOKIO MARINE HOLDINGS INC ADR	P	2011-08-10	2014-11-18
320 SH KIMBERLY CLARK CORP	P	1983-01-03	2014-04-01

**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)
5,572		3,575	1,997
846		838	8
5,490		5,032	458
41,878		21,875	20,003
11,231		6,447	4,784
24,951		19,246	5,705
11,381		6,838	4,543
18,488		24,005	-5,517
38,167		41,054	-2,887
35,389		1,028	34,361

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,997
			8
			458
			20,003
			4,784
			5,705
			4,543
			-5,517
			-2,887
			34,361

**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.)
5278 5 SH ADT CORPORATION	P	1998-09-23	2014-08-11
AUSTRALIA & NEW ZEALAND BKG GR	P	2014-04-09	2014-05-13
CREDIT SUISSE GROUP SPNS ADR	P	2013-12-11	2014-11-18
KUBOTA LTD ADR	P	2014-01-07	2014-05-13
NOVO NORDISK A S ADR	P	2013-06-25	2014-04-09
SOCIETE GENERALE FRANCE SPONS ADR	P	2014-01-07	2014-11-18
YAHOO JAPAN CORP	P	2014-06-03	2014-11-18
ASTELLAS PHARMA INC	P	2013-07-31	2014-11-18
BRITISH AMERICAN TOBACCO PLC ADR	P	2010-06-21	2014-11-18
JOHNSON MATTHEY PLC SPON ADR	P	2007-02-27	2014-11-18

**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)
183,421		59,909	123,512
1,232		1,272	-40
4,969		5,550	-581
796		967	-171
3,877		2,689	1,188
27,588		34,915	-7,327
26,404		39,592	-13,188
27,894		19,379	8,515
14,634		8,279	6,355
44,057		27,813	16,244

**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	
			123,512
			-40
			-581
			-171
			1,188
			-7,327
			-13,188
			8,515
			6,355
			16,244

**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.)
MERCK KGAA	P	2011-05-02	2014-11-18
ROYAL DUTCH SHELL PLC	P	2010-06-21	2014-11-18
VODAFONE GROUP PLC	P	2011-08-04	2014-03-05
699 SH VERITIV CORP	P	2000-06-16	2014-07-14
4504 25 SH ADT CORPORATION	P	1990-09-24	2014-08-11
AUSTRALIA & NEW ZEALAND BKG G	P	2014-04-09	2014-11-18
DBS GROUP HLDGS LTD	P	2014-01-07	2014-08-19
KUBOTA LTD ADR	P	2014-06-03	2014-11-18
PRUDENTIAL PLC ADR	P	2014-01-07	2014-05-13
SUMITOMO MITSUI FINL GROUP I	P	2014-10-15	2014-11-18

**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)
23,108		12,673	10,435
17,806		13,332	4,474
15		18	-3
25		17	8
156,517		26,222	130,295
11,324		12,287	-963
11,959		11,369	590
10,495		10,036	459
854		799	55
21,745		21,824	-79

**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	
			10,435
			4,474
			-3
			8
			130,295
			-963
			590
			459
			55
			-79

**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.)
ZURICH INSURANCE GROUP	P	2013-12-30	2014-05-13
ATLAS COPCO AB	P	2011-08-04	2014-11-18
CNOOC LTD SPON ADR	P	2013-08-20	2014-11-18
KAO CORP SPON ADR	P	2013-04-10	2014-05-01
MITSUBISHI ELEC CORP	P	2008-01-07	2014-11-18
SAP AG SPON ADR	P	2012-02-08	2014-11-18
VODAFONE GROUP PLC	P	2011-08-04	2014-11-18
300,000 BELLSOUTH CORP	P	2008-05-21	2014-07-16
1000 SH MCKESSON CORP	P	2009-06-18	2014-09-16
AXA F/K/A AXA SA SPONS-ADR	P	2014-09-11	2014-11-18

**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)
985		994	-9
21,226		13,893	7,333
9,292		12,515	-3,223
7,980		6,951	1,029
23,761		20,046	3,715
19,983		18,490	1,493
15,318		18,544	-3,226
330,636		299,367	31,269
193,219		41,800	151,419
25,623		27,205	-1,582

**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	
			-9
			7,333
			-3,223
			1,029
			3,715
			1,493
			-3,226
			31,269
			151,419
			-1,582

**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.)
FANUC CORPORATION	P	2014-09-11	2014-11-18
L'OREAL CO ADR	P	2013-09-27	2014-05-13
PRUDENTIAL PLC ADR	P	2014-01-07	2014-11-18
SWEDBANK A BADR	P	2014-01-07	2014-05-13
ZURICH INSURANCE GROUP	P	2014-01-07	2014-11-18
AUSTRALIA & NEW ZEALAND BKG GROUP LT	P	2009-05-12	2014-11-18
COMPASS GROUP PLC SPON ADR	P	2011-05-02	2014-03-04
KAO CORP SPON ADR	P	2013-04-10	2014-05-13
MITSUBISHI UFJ FINL GROUP APD ADR	P	2013-04-10	2014-11-18
SIEMENS AG SPON ADR	P	2010-06-18	2014-11-18

**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)
38,168		38,661	-493
1,143		1,143	
35,312		33,578	1,734
749		805	-56
41,639		39,645	1,994
32,102		22,694	9,408
6,748		4,202	2,546
799		698	101
18,908		33,030	-14,122
37,483		32,298	5,185

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-493
			1,734
			-56
			1,994
			9,408
			2,546
			101
			-14,122
			5,185

**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)
WPP 2012 PLC DR EACH REPR	P	2013-08-20	2014-09-19
190 485 SH VERITIV CORP	P	2000-06-16	2014-07-24
596 SH HONEYWELL INTERNATIONAL INC	P	1987-11-11	2014-09-16
BG GROUP PLC	P	2014-02-11	2014-11-18
GDF SUEZ SPONS ADR	P	2014-06-03	2014-10-16
L'OREAL CO ADR	P	2014-04-09	2014-11-18
RECKITT BENCK GRP SPONS ADR	P	2013-08-20	2014-01-07
SWEDBANK A BADR	P	2014-01-07	2014-11-18
UBS AG 090414	P	2014-04-09	2014-11-18
BASF AKTIENGESELLSCHAFT- LVL 1 PAR 5	P	2010-10-25	2014-05-13

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,101		1,831	270
7,168		4,701	2,467
56,374		4,717	51,657
5,109		5,520	-411
2,758		3,612	-854
7,880		7,805	75
11,237		10,280	957
30,813		33,070	-2,257
32,531		36,119	-3,588
1,031		669	362

**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	
			270
			2,467
			51,657
			-411
			-854
			75
			957
			-2,257
			-3,588
			362

**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.)
COMPASS PLC SPON ADR	P	2011-08-10	2014-06-03
KAO CORP SPON ADR	P	2013-04-10	2014-05-27
NESTLE S A SPON ADR	P	2008-09-29	2014-01-07
SMITH & NEPHEW PLC SPON ADR	P	2013-08-20	2014-11-18
WPP 2012 PLC DR EACH REPR	P	2013-08-20	2014-11-18
95 592 SH VERITIV CORP	P	2000-08-21	2014-07-24
404 SH HONEYWELL INTERNATIONAL INC	P	1989-01-25	2014-09-16
PARIBAS- ADR	P	2014-09-11	2014-11-18
GDF SUEZ SPONS ADR	P	2014-06-03	2014-11-18
MELCO CROWN ENTMT LTD	P	2013-09-27	2014-01-07

**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)
42,041		24,144	17,897
10,075		8,481	1,594
18,773		11,189	7,584
41,774		28,259	13,515
34,295		26,885	7,410
3,597		2,358	1,239
38,214		3,169	35,045
9,281		10,684	-1,403
21,677		23,545	-1,868
6,463		4,956	1,507

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,897
			1,594
			7,584
			13,515
			7,410
			1,239
			35,045
			-1,403
			-1,868
			1,507

**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)
RECKITT BENCK GRP SPONS ADR	P	2013-08-20	2014-05-13
TATA MTRS LTD SPD ADR	P	2013-09-27	2014-03-04
NXP SEMICONDUCTORS N V	P	2014-10-15	2014-11-18
BASF AKTIENGESELLSCHAFT LVL 1 PAR 5	P	2010-10-25	2014-11-18
CREDIT SUISSE GROUP SPONS	P	2013-09-27	2014-11-18
KEPPEL LTD SPD ADR	P	2007-01-10	2014-11-18
NESTLE S A SPON ADR	P	2009-06-12	2014-11-18
SUMITOMO CORP SPD ADR	P	2007-08-14	2014-05-01
WESTPAC BKG CORP SPON ADR	P	2009-12-15	2014-01-07
95 592 SH VERITIV CORP	P	2000-06-21	2014-07-24

**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)
705		611	94
4,444		3,216	1,228
29,069		26,497	2,572
28,255		18,480	9,775
35,969		41,687	-5,718
18,951		13,708	5,243
43,838		21,378	22,460
6,454		8,819	-2,365
33,700		19,639	14,061
3,597		2,264	1,333

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			94
			1,228
			2,572
			9,775
			-5,718
			5,243
			22,460
			-2,365
			14,061
			1,333

**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.)
1000 SH GILEAD SCIENCES INC	P	2010-03-11	2014-09-16
BAYER A G SPONS ADR	P	2013-06-24	2014-01-07
GRIFOLS S A	P	2014-10-09	2014-11-18
MELCO CROWN ENTMT LTD	P	2013-09-27	2014-05-05
ROCHE HLDG LTD ADR	P	2013-08-20	2014-01-07
TATA MTRS LTD SPD ADR	P	2013-07-31	2014-05-01
ABB LTD	P	2007-01-10	2014-06-03
BG GROUP PLC SPONS ADR	P	2007-02-14	2014-11-18
DBS GROUP HLDGS LTD-SPON ADR	P	2012-12-12	2014-08-19
KOMATSU LTD SPON ADR	P	2007-01-10	2014-01-07

**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)
105,986		23,665	82,321
3,296		2,478	818
31,651		29,420	2,231
10,722		8,233	2,489
22,777		21,368	1,409
5,433		3,524	1,909
11,489		8,411	3,078
14,480		12,594	1,886
11,109		9,617	1,492
20,236		19,781	455

**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	
			82,321
			818
			2,231
			2,489
			1,409
			1,909
			3,078
			1,886
			1,492
			455

**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.)
NOVARTIS AG ADR	P	2013-06-24	2014-09-19
SUMITOMO CORP SPD ADR	P	2008-09-29	2014-09-11
YARA INTL ASA SPD ADR	P	2012-06-28	2014-01-07

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,818		2,057	761
22,137		27,833	-5,696
19,954		25,484	-5,530

**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	
			761
			-5,696
			-5,530

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
DONALD E HANDELMAN	PRES/DIR 4 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN	VP/ASST TR/D 2 50	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN	ASST SECRETA 2 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL	SECRETARY/DI 2 50	23,000	0	0
80 PINE STREET NEW YORK, NY 10005				
WILLIAM S MILLER	DIRECTOR 2 00	23,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
JAMES HANDELMAN	FOUNDTN MGR 4 00	317,505	0	0
MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO, NY 10549				
RICHARD HANDELMAN	TREASURER 2 50	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
DAVID BOYLE	DIRECTOR 2 00	23,000	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)				
<b>a Paid during the year</b>				
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	IMAGING MOLECULAR MECH TRANSCRIPTION	142,417
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	SPATIOTEMPORAL DYNAMIS OF HIPPOCAMPUS	334,960
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	141,136
CENTER FOR ACADEMIC RESEARCH & TRAINING FOR ANTHROPOGENY 9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA, CA 920930687	NONE	PUBLIC	ESTABLISH CENTER FOR ANTHROPOLOGY	333,333
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTHROPOGENY 9500 GILMAN DRIVE MC0060 LA JOLLA, CA 92093	NONE	PUBLIC	GENERAL SUPPORT	333,333
CHIDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC	UNDERSTANDING MITOCHONDRIAL MOVEMENT	165,368
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	MOUSE BRAIN ARCHITECTURE	330,000
COLUMBIA UNIVERSITY (SAMES) HAVEMEYER HALL 3000 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	VIS SYNAPTIC FUNC & PLASTICITY INDIV	283,202
COLUMBIA UNIVERSITY (K) HAVEMEYER HALL 300 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	RANDOM CIRCUITS BRAIN	267,500
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	339,788
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVE NORTH 15-200 SEATTLE, WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATION	200,000
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	7,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>11,746,453</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
HARVARD MEDICAL SCHOOL 220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	342,698
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC	PROTEIN DOMAIN	85,333
JOHN HOPKINS UNIVERSITY JENKINS HALL 3400 N CHARLES STREET BALTIMORE, MD 212182865	NONE	PUBLIC	REVERSE ENGINEERING NATURE MOLECULAR	351,298
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015	NONE	PUBLIC	RESEARCH-KINETIC PATHWAYS	113,334
LEVELLAND ISD FOUNDATION FOR EXCELLENCE 704 11TH STREET LEVELLAND, TX 79336	NONE	501(C)(3)	GENERAL SUPPORT	5,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PUBLIC	MEMORY OF A SMELL	150,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	137,500
NEUROSCIENCE INSTITUTE 10640 JOHN JAY HOPKINS DR LA JOLLA, CA 92121	NONE	PUBLIC	MULTILEVEL MODELING MENTAL IMAGERY	314,392
NYU LANGONE MEDICAL CENTER 550 1ST AVENUE NEW YORK, NY 10016	NONE	PUBLIC	HOW THE BRAIN CONTROLS BEHAVIOR	400,000
POST CITY FESTIVALS INC 216 EAST MAIN POST, TX 79356	NONE	PUBLIC	SILENT NIGHT VILLAGE MEMORIAL PARK	7,000
POST CITY FESTIVALS INC 216 EAST MAIN POST, TX 79356	NONE	PUBLIC	GENERAL SUPPORT	7,000
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 100216399	NONE	PUBLIC	TRACING EVOLUTION OF CONSERVED BEHAV	201,198
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	GENERATING NEURAL CELLS FROM PRIMATE	400,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MAMMALIAN ADAPTION	617,952
SANTA BARBARA MEALS ON WHEELS PO BOX 6099 SANTA BARBARA, CA 931066099	NONE	PUBLIC	GENERAL SUPPORT	10,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>11,746,453</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SOUTH PLAINS COLLEGE 1401 COLLEGE AVENUE BOX 5 LEVELLAND, TX 79336	NONE	PUBLIC	GENERAL SUPPORT	10,000
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	275,000
STANFORD UNIVERSITY BECKMAN CENTER 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	MEDICAL RESEARCH	500,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE 7620 NW LOOP 410 SAN ANTONIO, TX 78227	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	165,000
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS THAT MEDIATE INF	164,498
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	BIOELECTRIC SIGNALS	160,092
UNIVERSITY OF CALIFORNIA BERKELEY 5 DURANT HALL BERKELEY, CA 94720	NONE	PUBLIC	DISICCATION TOLERANCE	108,339
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	GLYCAN DIVERSITY AS AN EVOLUTIONARY	72,120
UNIVERSITY OF CALIFORNIA SAN DIEGO 9600 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	PERCEPTION IN DROSOPHILA BRAIN	174,295
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 920930687	NONE	PUBLIC	MOLECULAR GLYCOBIOLOGY	497,286
UNIVERSITY OF SOUTHERN CALIFORNIA HEALTH SCIENCES CAMPUS LOS ANGELES, CA 90033	NONE	PUBLIC	CELLULAR SUBSTRATE OF FEELINGS	481,334
UNIVERSITY OF KANSAS MEDICAL CENTER 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	EMERGENT PATTERN FORMATION EMBRYOS	175,152
UNIVERSITY OF MASSACHUSETTE MEDICAL SCHOOL 55 NORTH LAKE AVENUE WORCESTER, MA 01655	NONE	PUBLIC	INHERITANCE OF ACQUIRED CHARACTERS I	90,631
UNIVERSITY OF MASSACHUSETTS AMHERST 300 MASSACHUSETTS AVENUE AMHERST, MA 01003	NONE	PUBLIC	BUILDING A NEURON TOP TO BOTTOM	131,864
UNIVERSITY OF PENNSYLVANIA 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	INSIGHTS INTO PROTEIN ENSEMBLE	247,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>11,746,453</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
<b>a Paid during the year</b>				
UNIVERSITY OF PITTSBURGH SCHOOL OF MEDICINE 3550 TERRACE STREET PITTSBURGH, PA 15261	NONE	PUBLIC	EVOLUTION OF NOVEL HUMAN RNA'S	110,565
UNIVERSITY OF ROCHESTER 601 ELMWOOD AVE BOX 673 ROCHESTER, NY 14242	NONE	PUBLIC	ASTROCYTIC BASIS FOR HUMANITY	127,302
UNIVERSITY OF UTAH HOWARD HUGHES MEDICAL INSTITUTE 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY, UT 841125331	NONE	PUBLIC	MAMMALIAN DIVERSITY INNOVATION	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	NEURAL CIRCUITRY	323,333
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS IN THE WILD	330,000
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	LIPID DROPLET FORMATION	187,125
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	SNARE PROTEINS IN GLUCOSE HOMEOSTASI	240,928
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	NANO-PHYSICS TO EPIGENETICS	213,574
YALE UNIVERSITY SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	NANOSCALE OBSERVATION/MANIPULATION	187,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>11,746,453</b>

**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		<b>(e)</b> Related or exempt function income (See the instructions )
<b>11</b> Other revenue	<b>(a)</b> Business code	<b>(b)</b> Amount	<b>(c)</b> Exclusion code	<b>(d)</b> Amount	
<b>a</b> SEE STATEMENT 20				144,028	
<b>b</b> SALE OF WATER			1	65	
<b>c</b> FARM RENT CROP PROCEEDS			16	103,225	
<b>d</b> CROP DAMAGES- OIL COMPANIES			16	1,583	
<b>e</b> PASTURE RENTALS			16	33,220	
<b>f</b> PASTURE RENT DAMAGE PROCEED			16	5,935	

## TY 2014 Accounting Fees Schedule

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

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2014 Depreciation Schedule

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

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DEPRECIATION						3,346			

## TY 2014 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%		
300000 GE CAPITAL INTERNOTES 5.85%	300,000	304,183
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	26,069
300000 VERIZON COMMUNICATIONS 5.55%		
300000 BELLSOUTH CORP 5.25		
300000 DUPONT EI DENEMOURS 5.25%	298,020	324,436
300000 GENERAL MLS INC 5.7%	296,745	327,749
300000 AT&T INC 5.5%	297,300	331,168
300000 PEPSICO INC 5.0%	298,458	331,714
300000 ALCOA INC 6.75%	295,745	337,002
300000 INGERSOLL-RAND GLBL 6.875%	290,340	348,260
300000 BANK OF AMERICA CORP 5.49%	298,383	331,954
250000 CONSOLIDATED EDISON 6.65%	249,803	294,268

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** THE G HAROLD & LEILA Y MATHERS

CHARITABLE FOUNDATION

**EIN:** 23-7441901

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
63000 SH BP PLC SPONS ADR	615,538	2,401,560
55000 SH CENOVUS ENERGY INC	1,652,319	1,134,100
93000 SH INGERSOLL RAND CO	1,145,200	5,895,270
30066 SH TE CONNECTIVITY LTD	467,703	1,901,674
35200 SH 3M COMPANY	344,696	5,784,064
17,033 SH ADT CORPORATION		
10,000 SH AIR PRODUCTS & CHEMICALS I	775,558	1,442,300
90000 SH ALCOA INC	707,620	1,421,100
31000 SH ALLEGION PUB LTD	291,892	1,719,260
40080 SH ALLSTATE CORP	348,499	2,815,620
25000 SH AMGEN INC	1,730,709	3,982,250
24,500 SH APPLE INC	1,768,135	2,704,310
3200 SH APPLE INC		
38000 SH AUTOMATIC DATA PROCESSING	1,163,892	3,168,060
48076 SH BAXTER INTL INC	316,276	3,523,490
70000 SH BRISTOL MYERS SQUIBB CO	267,955	4,132,100
30000 SH CATERPILLAR INC	123,917	2,745,900
12666 CDK GLOBAL INC	168,392	516,266
72000 SH COLGATE PALMOLIVE CORP	503,700	4,981,680
80000 SH CONAGRA FOODS INC	1,832,306	2,902,400
75000 SH CONAGRA FOODS INC		
120000 SH CORNING INC	782,318	2,751,600
30000 SH COVIDIEN PLC	688,797	3,068,400
35,000 SH DEVON ENERGY CORP		
40000 SH DEVON ENERGY	2,415,711	2,448,400
70000 SH DOW CHEMICAL CO	611,586	3,192,700
90000 SH DUKE ENERGY	1,432,874	2,506,200
45000 SH E I DUPONT DE NEMOURS & CO	903,055	3,327,300
48000 SH EMERSON ELECTRIC CO	1,287,420	2,963,040
33000 SH ENTERGY CORPORATION NEW	714,370	2,886,840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
14366 SH FREEPORT-MCMORAN COPPER & G	4,248,961	3,355,921
135000 SH GENERAL ELECTRIC CO	235,143	3,411,450
67000 SH GILEAD SCIENCES INC	1,406,869	6,315,420
35000 SH GILEAD SCIENCES INC		
75000 SH HALLIBURTON CORP		
80000 SH HALLIBURTON CO	744,088	3,146,400
8000 SH HALYARD HEALTH INC	8,188	363,760
40000 SH HOME DEPOT INC	1,210,999	4,198,800
79000 SH HONEYWELL INTL INC	487,042	7,893,680
83000 SH HONEYWELL INTL INC		
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	3,314,500
10000 SH INTEL CORP	2,326,133	3,629,000
65000 SH INTERNATIONAL PAPER CO	1,258,977	3,482,700
25000 SH INTERNATIONAL BUSINESS MACH	467,189	4,011,000
103000 SH KELLOGG CORP	346,016	6,740,320
71000 SH KIMBERLY CLARK CORP		
64000 SH KIMBERLY CLARK CORP	189,005	7,394,560
95000 SH MARATHON OIL CORP	591,393	2,687,550
50000 SH MARATHON PETROLEUM CORP	484,400	4,513,000
22000 MCDONALDS CORP	1,221,194	2,061,400
36000 MCKESSON CORP	382,198	7,472,880
40000 SH MCKESSON CORP		
82000 SH MERCK & CO INC	178,561	4,656,780
40000 SH METLIFE INC	1,997,415	2,163,600
75000 SH MICROSOFT CORP	1,910,389	3,483,750
45000 SH NEWMONT MINING CORP		
5000 SH NEWMONT MINING CORP	961,505	945,000
50000 SH NEXTERA ENERGY INC	778,157	5,314,500
15000 SH PENTAIR LTD	482,842	996,300
18000 SH PEPSICO INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
24000 SH PEPSICO INC	1,676,463	2,269,440
195000 SH PFIZER INC	1,338,787	6,074,250
82000 SH PROCTER & GAMBLE CO	275,505	7,469,380
20000 SH QUALCOMM INC	1,464,807	1,486,600
80000 SPECTRA ENERGY CORP	1,631,346	2,904,000
31875 SH STANLEY BLACK & DECKER INC	628,730	3,062,550
104000 SH SYSCO CORP	703,740	4,127,760
40000 TYCO INTERNATIONAL LTD	471,496	1,754,400
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	2,875,000
6000 SH VANGUARD INTL EQUITY IDX FTS	238,000	240,120
6000 SH VANGUARD TAX MNGD I FTSE DEV	231,900	227,280
107422 SH VERIZON COMMUNICATIONS	1,111,319	5,025,201
30000 SH WAL-MART STORES INC		
32000 SH WALMART STORES INC	1,676,833	2,748,160
20000 SH WALGREEN BOOTS ALLIANCE INC	1,249,586	1,524,000
1348 SH ABB LTD		
1073 SH ADIDAS AG ADR		
2062 SH ALLIANZ SE ADR		
437 SH ANHEUSER BUSCH INBEV SPONS		
1450 SH ASTELLAS PHARMA INC		
789 SH ATLAS COPCO AB SPONH		
1151 SH AUSTRALIA & NEW ZEALAND		
324 SH BASF SE		
337 SH BAYER AG SPON ADR		
890 SH BG GROUP PLC SPON ADR		
548 SH BHP BILLITON LTD		
851 SH BMW UNSPONSORED ADR		
814 SH BNP PARIBAS SPON ADR		
220 SH BRITISH AMERICAN TOBACCO		
105 SH CNOOC LTD CPON ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2953 SH COMPASS GROUP PLC ASR		
1586 SH CREDIT SUISSE GROUP ADR		
219 SH ENI SPA SPONS ADR		
486 SH DBS GROUP HLDG LTD SP ADR		
653 SH FRESENIUS MEDICAL CARE		
395 SH GDF SUEX-EUR		
462 SH HITACHI LTD ADR		
592 SH HSBC HLDG PLC		
506 SH INFOSYS LTD		
444 SH JOHNSON MATTHEY PLC		
977 SH KAO CORP JPY		
1346 SH KEPPEL LTD SPONS ADR		
1022 SH KOMATSU LTD ADR		
1160 SH KONINKLIJKE AHOLD NV		
433 SH KUBOTA LTD ADR		
1248 SH L'OREAL CO ADR		
1011 SH LUXOTTICA GROUP SPA SP ADR		
1129 SH MELCO CROWN ENTERTAINMENT		
545 SH MERCK KGAA ADR		
980 SH MITSUBISHI ELEC CORP		
1144 SH MITSUBISHI EST CO LTD		
5058 SH MITSUBISHI UFJ FINANCIAL		
1131 SH NESTLE SA SPONS ADR		
573 SH NOVARTIS AG ADR		
161 SH NOVO-NORDISK A S ADR		
2654 SH RECKITT BENCKISER GROUP PLC		
1219 SH ROCHE HOLDINGS LTD SPONS		
280 SH ROLLS ROYCE HOLDINGS PLC		
243 SH ROYAL DUTCH SHELL PLC ADR		
291 SH SAP AG SPONS ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
328 SH SIEMENS AG SPONS ADR		
494 SH SMITH & NEPHEW PLC CP ADR		
2255 SH SUMITOMO CORP SPD ADR		
2217 SH SUMITOMO MITSUI FINL GROUP		
366 SH SYNGENTA AG ADR		
1727 SH TAIWAN SEMICONDUCTOR MFG		
892 SH TATA MOTORS LTD		
396 SH TELEOR ASA		
1198 SH TOKIO MARINE HLDGS INC		
253 SH TOYOTA MOTOR CORP ADR		
363 SH TRANSOCEAN LTD SWITZERLAND		
789 SH VODAPHONE GROUP PLC SPONS		
396 SH WALMART DEMEXICO SA DE		
1165 SH WESTPAC BKG LTD SPONS ADR		
360 SH WPP PLC		
3548 SH YAHOO JAPAN CORP		
479 SH YARA INTL ASA		
1196 SH ZURICH INSURANCEGROUP		

## TY 2014 Investments Government Obligations Schedule

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

**US Government Securities - End of  
Year Book Value:** 3,999,130

**US Government Securities - End of  
Year Fair Market Value:** 3,999,475

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

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

## TY 2014 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
	5,227,922	451,889	4,776,033	4,776,033

## TY 2014 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	26,968,000	26,968,000
LYNN COUNTY ROYALTY PROPERTY	FMV	418,998	418,998
INT'L ACCT-5418 SH ISHARES FD JAPAN	AT COST		

## TY 2014 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	291	44,221	44,221
OTHER ASSETS	2,810	4,482	4,482
ACCRUED INTEREST	304,839	387,777	387,777

## TY 2014 Other Decreases Schedule

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

Description	Amount
INCREASE IN GRANTS PAYABLE	4,215,091
BOOK ADJ FOR ASSET VALUATION	8,743,465

## TY 2014 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	90,725	90,661		
INSURANCE	72,176			72,176
OFFICE EXPENSE	5,473			5,473
COMPUTER	1,664			1,664
FARM PROCEEDS EXPENSES	24,622	24,622		
PASTURE RENT EXPENSES	13,700	13,700		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	22,132	22,132		
SUBSCRIPTIONS	24			24
OTHER FOREIGN INVESTMENT ACCO	24,705	24,705		
TELEPHONE	2,564			2,564
LEGAL	24,722			24,722
BANK FEES	565			565
INVESTMENT DEPRECIATION	167	167		

## TY 2014 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- TEXAS	9,558,602	9,558,602	
OIL & GAS ROYALTIES	440,028	440,028	
LEASE RENTAL- OIL & GAS	253,343	253,343	
LEASE BONUS- OIL & GAS	119,839	119,839	
SALE OF WATER	65	65	
FARM RENT CROP PROCEEDS	103,225	103,225	
CROP DAMAGES- OIL COMPANIES	1,583	1,583	
PASTURE RENTALS	33,220	33,220	
PASTURE RENT DAMAGE PROCEEDS	5,935	5,935	

## TY 2014 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	11,223	

## TY 2014 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	551,609	551,609		
CONSULTING	13,900			13,900

## TY 2014 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	1,046,165	1,046,165		
PRODUCTION TAX EXPENSE	380,557	380,557		
EXCISE TAX	296,070			
FOREIGN TAX	22,152	22,152		