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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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052











2015


Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

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 RD STE 203		B Telephone number (see instructions) (914) 242-0465	
City or town, state or province, country, and ZIP or foreign postal code MOUNT KISCO, NY 10549		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 239,476,193		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)			
	2	Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	158,992	158,992	
	4	Dividends and interest from securities	5,380,147	5,380,147	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	3,004,779		
	b	Gross sales price for all assets on line 6a 9,104,824			
	7	Capital gain net income (from Part IV, line 2)		3,004,779	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold			
	c	Gross profit or (loss) (attach schedule)			
	11	Other income (attach schedule)	5,016,508	5,016,508	
	12	Total.Add lines 1 through 11	13,560,426	13,560,426	
	13	Compensation of officers, directors, trustees, etc	446,000		446,000
	14	Other employee salaries and wages	141,333		141,333
	15	Pension plans, employee benefits	22,581		22,581
	16a	Legal fees (attach schedule).	9,138		9,138
	b	Accounting fees (attach schedule).	56,000	48,000	8,000
	c	Other professional fees (attach schedule)	575,511	544,920	30,591
	17	Interest			
	18	Taxes (attach schedule) (see instructions)	1,145,103	921,818	
	19	Depreciation (attach schedule) and depletion . . .	716,189	717,867	
	20	Occupancy	46,023		46,023
	21	Travel, conferences, and meetings.	9,578		9,578
	22	Printing and publications			
	23	Other expenses (attach schedule).	250,337	163,570	86,431
	24	Total operating and administrative expenses. Add lines 13 through 23	3,417,793	2,396,175	799,675
	25	Contributions, gifts, grants paid	11,699,387		11,699,387
	26	Total expenses and disbursements.Add lines 24 and 25	15,117,180	2,396,175	12,499,062
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	-1,556,754		
	b	Net investment income (if negative, enter -0-)		11,164,251	
	c	Adjusted net income(if negative, enter -0-)			

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		83,752	74,852	74,852
	2	Savings and temporary cash investments		3,177,947	2,736,356	2,736,356
	3	Accounts receivable ▶ <u>325,821</u>				
		Less allowance for doubtful accounts ▶ _____		571,293	325,821	325,821
	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)		3,999,130 	3,496,605	3,497,644
	b	Investments—corporate stock (attach schedule)		60,988,860 	61,607,454	197,059,548
	c	Investments—corporate bonds (attach schedule)		2,873,164 	2,573,190	2,780,911
	11	Investments—land, buildings, and equipment basis ▶ <u>5,233,149</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>464,469</u>		4,776,033 	4,768,680	5,133,888	
12	Investments—mortgage loans.					
13	Investments—other (attach schedule)		27,386,998 	26,673,799	27,386,998	
14	Land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)		 436,480 	 480,175 	 480,175	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)		104,293,657	102,736,932	239,476,193	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		23,544,303	21,818,849	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)		23,544,303	21,818,849	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		80,749,354	80,918,083	
	30	Total net assets or fund balances(see instructions)		80,749,354	80,918,083	
31	Total liabilities and net assets/fund balances(see instructions)		104,293,657	102,736,932		

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	80,749,354
2	Enter amount from Part I, line 27a	2	-1,556,754
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	1,725,483
4	Add lines 1, 2, and 3	4	80,918,083
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,918,083

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,004,779
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	-65,397

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	12,560,635	244,628,920	0 051346
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

2	Total of line 1, column (d).	2	0 318966
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 063793
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	241,775,850
5	Multiply line 4 by line 3.	5	15,423,607
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	111,643
7	Add lines 5 and 6.	7	15,535,250
8	Enter qualifying distributions from Part XII, line 4.	8	12,499,062

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)

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

223,285

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

223,285

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

344,221

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

344,221

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

10

120,936

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 120,936 Refunded

11

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

d

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?
If "Yes," attach a detailed description of the activities.

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? If "Yes," attach a conformed copy of the changes

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 Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

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? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
NY, TX

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶MATHERSFOUNDATION.ORG	13	Yes	
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2015, 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 ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? <input type="checkbox"/>	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) <input type="checkbox"/>	3b		
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 2015?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6bNo

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data TableSee 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
BEVERLY CHEIKEN MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549	ASSOCIATE FD 35 00	141,333		

Total number of other employees paid over \$50,000.

Form 990-PF (2015)

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	544,920
PO BOX 817		
PURCHASE,NY 105770817		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

Part X

Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	209,040,826
b	Average of monthly cash balances.	1b	3,450,872
c	Fair market value of all other assets (see instructions).	1c	32,966,018
d	Total (add lines 1a, b, and c).	1d	245,457,716
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	245,457,716
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,681,866
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	241,775,850
6	Minimum investment return. Enter 5% of line 5.	6	12,088,793

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	12,088,793
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	223,285
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	223,285
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,865,508
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,865,508
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,865,508

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	12,499,062
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	12,499,062
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,499,062

Note:The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				11,865,508
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.	4,575,302			
b From 2011.	4,650,140			
c From 2012.	2,682,872			
d From 2013.	1,498,419			
e From 2014.	625,259			
f Total of lines 3a through e.	14,031,992			
4 Qualifying distributions for 2015 from Part XII, line 4	\$ 12,499,062			
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				11,865,508
e Remaining amount distributed out of corpus	633,554			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,665,546			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	4,575,302			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	10,090,244			
10 Analysis of line 9				
a Excess from 2011.	4,650,140			
b Excess from 2012.	2,682,872			
c Excess from 2013.	1,498,419			
d Excess from 2014.	625,259			
e Excess from 2015.	633,554			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

DR HOWARD CHESTER EXECUTIVE DIRECT
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

Form 990-PF (2015)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2015)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	158,992		
4 Dividends and interest from securities. . . .			14	5,380,147		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.			15	4,887,515		
8 Gain or (loss) from sales of assets other than inventory			18	3,004,779		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a <u>SALE OF WATER</u>			1	104		
b <u>FARM RENT CROP PROCEEDS</u>			16	87,925		
c <u>PASTURE RENTALS</u>			16	29,493		
d <u>PASTURE RENT DAMAGE PROCEEDS</u>			16	11,471		
e _____						
12 Subtotal Add columns (b), (d), and (e). . .				13,560,426		
13 Total. Add line 12, columns (b), (d), and (e).				13 13,560,426		13,560,426

[illegible]

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
SALE1289 TANK BATTERY/OIL WELL PASTR	P	2019-01-01	2014-07-23
5000 SH FREEPORT-MCMORAN INC	P	2011-06-20	2015-02-19
6200 SH HALYARD HEALTH INC	P	1983-01-03	2015-07-17
5000 SH CENOVUS ENERGY INC	P	2011-08-25	2015-11-24
200 SH PROCTER & GAMBLE CO	P	1983-01-03	2015-01-27
5000 SH FREEPORT MCMORAN INC	P	2011-05-19	2015-02-19
800 SH HALYARD HEALTH INC	P	1980-07-17	2015-07-17
5000 SH CENOVUS ENERGY INC	P	2011-08-11	2015-11-24
1000 SH KIMBERLY-CLARK CORP	P	1983-01-03	2015-01-27
1000 SH MCKESSON CORP	P	1999-11-11	2015-05-18

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)
3,588		236	3,352
100,896		244,185	-143,289
253,290		6,617	246,673
75,317		164,701	-89,384
183,162		7,286	175,876
100,896		239,635	-138,739
32,683		742	31,941
75,317		161,940	-86,623
118,908		3,080	115,828
232,926		19,903	213,023

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	
			3,352
			-143,289
			246,673
			-89,384
			175,876
			-138,739
			31,941
			-86,623
			115,828
			213,023

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
1000 SH HALYARD HEALTH INC	P	1979-11-12	2015-07-17
5000 SH CENOVUS ENERGY	P	2013-05-14	2015-11-24
1000 SH MCKESSON CORP	P	1999-11-11	2015-01-27
300000 GE CAPITAL INTERNOTES 5 1%	P	2008-05-08	2015-05-15
3000 SH KELLOGG CO	P	1983-01-03	2015-07-17
5000 SH CENOVUS ENERGY	P	2013-08-28	2013-11-24
5000 SH ALLEGION PUB LTD CO	P	2001-12-31	2015-01-27
1000 SH MCKESSON CORP	P	1994-11-21	2015-06-23
3000 SH KELLOGG CO	P	1983-01-03	2015-08-11
10000 SH CENOVUS ENERGY	P	2010-08-06	2015-11-24

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)
40,853		829	40,024
75,317		151,590	-76,273
218,219		19,902	198,317
300,000		300,000	
192,080		10,078	182,002
75,317		144,066	-68,749
271,424		47,079	224,345
236,067		9,456	226,611
206,232		10,078	196,154
150,634		286,800	-136,166

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	
			40,024
			-76,273
			198,317
			182,002
			-68,749
			224,345
			226,611
			196,154
			-136,166

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
2000 SH INGERSOLL-RAND PUBLIC CO	P	2001-12-31	2015-01-27
1000 SH MCKESSON CORP	P	1999-11-11	2015-06-23
1000 SH SYSCO CORP	P	1997-04-03	2015-09-24
5000 SH CENOVUS ENERGY	P	2013-04-23	2015-11-24
1934 SH COVIDIEN PLC	P	2013-10-01	2015-01-27
1000 SH CDK GLOBAL INC	P	2009-08-28	2015-06-23
1000 SH CHEMOURS CO	P	2005-08-11	2015-09-24
5000 SH CENOVUS ENERGY	P	2010-09-20	2015-11-24
3000 SH CIVIDIEN PLC	P	2009-09-02	2015-01-27
999 333 SH CDK GLOBAL INC	P	2005-08-29	2015-06-23

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)
129,247		24,628	104,619
236,067		19,903	216,164
39,815		8,357	31,458
75,317		141,148	-65,831
210,331		117,711	92,620
54,414		14,734	39,680
9,054		10,605	-1,551
75,317		137,248	-61,931
326,263		106,407	219,856
54,359		14,769	39,590

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	
			104,619
			216,164
			31,458
			-65,831
			92,620
			39,680
			-1,551
			-61,931
			219,856
			39,590

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
400 SH CHEMOURS CO	P	2009-12-15	2015-09-24
5000 SH CENOVUS ENERGY	P	2010-08-27	2015-11-24
5000 SH COVIDIEN PLC	P	2008-12-29	2015-01-27
1333 333 SH CDK GLOBAL INC	P	2005-06-14	2015-06-23
600 SH CHEMOURS CO	P	2009-08-28	2015-09-24
5000 SH FREEPORT-MCMORAN INC	P	2011-08-11	2015-12-28
500 5 SH COVIDIEN PLC	P	1996-10-31	2015-01-27
1333 334 SH CDK GLOBAL INC	P	2004-07-01	2015-06-23
1000 SH CHEMOURS CO	P	2008-11-28	2015-09-24
5000 SH FREEPORT-MCMORAN INC	P	2011-09-15	2015-12-28

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)
3,621		3,341	280
75,317		126,115	-50,798
543,771		162,198	381,573
72,534		19,460	53,074
5,432		5,008	424
31,841		212,743	-180,902
54,432		13,071	41,361
72,588		18,984	53,604
9,054		6,290	2,764
31,841		204,037	-172,196

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	
			280
			-50,798
			381,573
			53,074
			424
			-180,902
			41,361
			53,604
			2,764
			-172,196

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
9008 5 SH COVIDIEN PLC	P	1990-09-24	2015-01-27
333 333 SH CDK GLOBAL INC	P	2004-07-01	2015-07-17
1200 SH CHEMOURS CO	P	1988-10-18	2015-09-24
5000 SH FREEPORT MCMOORAN INC	P	2011-10-21	2015-12-28
10557 SH COVIDIEN PLC	P	1998-09-23	2015-01-27
1666 667 SH CDK GLOBAL INC	P	2004-03-23	2015-07-17
2400 SH CHEMOURS CO	P	1988-08-15	2015-09-24
5000 SH FREEPORT MCMORAN INC	P	2012-07-24	2015-12-28
2000 SH HONEYWELL INTERNATIONAL INC	P	1989-01-25	2015-02-19
1666 667 SH CDK GLOBAL INC	P	2004-07-09	2015-07-17

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)
979,712		145,383	834,329
17,702		4,746	12,956
10,864		4,173	6,691
31,841		173,248	-141,407
1,148,118		144,027	1,004,091
88,509		23,333	65,176
21,729		8,327	13,402
31,841		170,651	-138,810
208,340		15,689	192,651
88,509		23,077	65,432

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	
			834,329
			12,956
			6,691
			-141,407
			1,004,091
			65,176
			13,402
			-138,810
			192,651
			65,432

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
2400 SH CHEMOURS CO	P	1988-03-28	2015-09-24
10000 SH DEVON ENERGY CORP	P	2012-05-14	2015-12-28
1000 SH MCKESSON CORP	P	1999-11-11	2015-02-19
1000 SH CDK GLOBAL INC	P	2004-09-01	2015-07-17
5000 SH CENOVUS ENERGY INC	P	2011-06-20	2015-11-24
10000 SH DEVON ENERGY CORP	P	2012-05-25	2015-12-28
10000 SH FREEPORT-MCMORAN INC	P	2011-04-21	2015-02-19
3333 334 SH CDK GLOBAL INC	P	2003-04-11	2015-07-17
5000 SH CENOVUS ENERGY	P	2012-07-24	2015-11-24

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)
21,729		8,175	13,554
297,712		644,769	-347,057
224,217		19,903	204,314
53,105		13,666	39,439
75,317		173,700	-98,383
297,712		624,724	-327,012
201,792		506,860	-305,068
177,017		35,623	141,394
75,317		165,011	-89,694

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	
			13,554
			-347,057
			204,314
			39,439
			-98,383
			-327,012
			-305,068
			141,394
			-89,694

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DONALD E HANDELMAN	PRES/DIR 4 00	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK,NY 10573				
WILLIAM HANDELMAN	VP/ASST TR/D 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK,NY 10573				
JOSEPH HANDELMAN	ASST SECRETA 2 00	13,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK,NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL	SECRETARY/DI 2 50	18,000	0	0
80 PINE STREET NEW YORK,NY 10005				
WILLIAM S MILLER	DIRECTOR 2 00	18,000	0	0
50 POPHAM ROAD SCARSDALE,NY 10583				
JAMES HANDELMAN	EXECUTIVE DI 40 00	325,000	0	0
MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO,NY 10549				
RICHARD HANDELMAN	TREASURER 2 50	18,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK,NY 10573				
DAVID BOYLE	DIRECTOR 2 00	18,000	0	0
158 ZACCHEUS MEAD LANE GREENWICH,CT 06831				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM,MA 02453	NONE	PUBLIC	SINGLE MOLECULAR IMAGING	74,393
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA,CA 91125	NONE	PUBLIC	SPATIOTEMPORAL DYNAMIS OC HIPPOCAMPA	334,958
CAPROCK CULTURAL ASSOCIATION 109 N AVENUE N POST,TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	11,000
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE,MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIAL	70,568
CENTER FOR ACADEMIC RESEARCH & TRAING IN ANTHROPOGENY 9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA,CA 920930687	NONE	PUBLIC	ESTABLISH CENTER FOR ANTHROPOGENY	666,666
CHIDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON,MA 02115	NONE	PUBLIC	UNDERSTANDING MITOCHONDRIAL MOVEMENT	82,477
COLD SPRING HARBOR LABORATORY ONE BUNGTOWN 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	535,000
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON,MA 02215	NONE	PUBLIC	CHROMOSONAL DUPLICATION-EVOL & ADAPT	110,000
DIRECT RELIEF INTERNATIONAL 27 S LA PATER LANE SANTA BARBARA,CA 93117	NONE	PUBLIC	GENERAL SUPPORT	25,000
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMANN 703 BRONX,NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	339,788
FRED HUTCHINSON CANCER CENTER 1110 FAIRVIEW AVE NORTH 15-200 SEATTLE,WA 981091024	NONE	PUBLIC	UNIFIED HYPOTHESIS TO EXPL SPECIATIO	100,000
FRIENDS OF MONTECITO LIBRARY 1102 EAST MONTECITO ST SANTA BARBARA,CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
GARZA COUNTY HISTORICAL MUSEUM 119 N AVENUE N POST,TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	7,000
Total				11,699,387

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HARVARD MEDICAL SCHOOL 220 LONGWOOD AVE BOSTON,MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	346,392
HARVARD SCHOOL OF PUBLIC HEALTH 677 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC	LIPID DROPLET FORMATION & GROWTH	164,997
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA SANTA BARBARA,CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
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	113,332
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE CAMBRIDGE,MA 02139	NONE	PUBLIC	MEMORY OF A SMELL	150,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSSETTS AVE CAMBRIDGE,MA 02139	NONE	PUBLIC	MOTOR PROGRAMS/COMPLEX LEARNED BEHAV	322,794
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEWYORK,NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	275,000
NEUROSCIENCE INSTITUTE 10640 JOHN JAY HOPKINS DR LA JOLLA,CA 92121	NONE	PUBLIC	MULTILEVEL MODELING MENTAL IMAGERY	157,196
NYU LANGONE MEDICAL CENTER 550 1ST AVENUE NEWYORK,NY 10016	NONE	PUBLIC	HOW THE BRAIN CONTROLS BEHAVIOR	400,000
POST CITY FESTIVALSINC 216 EAST MAIN POST,TX 79356	NONE	PUBLIC	GENERAL SUPPORT	2,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO,CA 921805800	NONE	PUBLIC	GENERATING NEURAL CELLS FROM PRIMATE	200,000
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
STONY BROOK UNIVERSITY 118 ADMINISTRATION BLDG STONY BROOK,NY 11794	NONE	PUBLIC	BIOGENESIS MEMBRANE DERIVED TUBES	78,994
Total				11,699,387

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STANFORD UNIVERSITY PALO ALTO 318 CAMPUS DRIVE STANFORD,CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	137,500
STANFORD UNIVERSITY SCHOOL OF MEDICINE 318 CAMPUS DRIVE STANFORD,CA 94305	NONE	PUBLIC	MOLCULAR & CELLULAR BASIS OF FUNCTN	666,666
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	328,996
UNIVERSITY OF CALIFORNIA BERKELEY 5 DURANT HALL BERKELEY,CA 94720	NONE	PUBLIC	DISICCATION TOLERANCE	216,678
UNIVERSITY OF CALIFORNIA LOS ANGELES 405 HILGARD AVENUE LOS ANGELES,CA 90095	NONE	PUBLIC	SYNAPTIC PRECIFICITY	136,376
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	PUBLIC	INTERACTIONS IN DROPSOPHILA BRAIN	174,295
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	PUBLIC	MOLECULAR GLYCOBIOLOGY	497,824
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	PUBLIC	BRAINWIDE ACTIVITY IN A FRUIT FLY	190,377
UNIVERSITY OF SOUTHERN CALIFORNIA HEALTH SCIENCES CAMPUS LOS ANGELES,CA 90033	NONE	PUBLIC	CELLULAR SUBSTRATE OF FEELINGS	240,667
UNIVERSITY OF KANSAS MEDICAL CENTER 3901 RAINBOW BLVD KANSAS CITY,KS 66160	NONE	PUBLIC	EMERGENT PATTERN FORMATION EMBRYOS	175,154
UNIVERSITY OF MASSACHUSETTS AMHERST 300 MASSACHUSETTS AVENUE AMHERST,MA 01003	NONE	PUBLIC	BUILDING A NEURON TOP TO BOTTOM	131,865
UNIVERSITY OF PENNSYLVANIA WAND 338 ANATOMY/CHEMISTRY PHILADELPHIA,PA 191046059	NONE	PUBLIC	EVOLUTION OF PROTEIN DYNAMICS	247,500
UNIVERSITY OF PENNSYLVANIA W-E 338 ANATOMY/CHEMISTRY PHILADELPHIA,PA 191046059	NONE	PUBLIC	PROTEIN DYNAMICS	385,000
UNIVERSITY OF UTAH HOWARD HUGHES MEDICAL INSTITUTE 15 NORTH 2030 EAST ROOM 5440 SALT LAKE CITY,UT 841125331	NONE	PUBLIC	MAMMALIAN DIVERSITY INNOVATION	75,000
Total				11,699,387

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS,MO 631052161	NONE	PUBLIC	NEURAL CIRCUITRY	323,334
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	NANOSCALE OBSERVATION/MANIPULATION	375,000
YALE UNIVERSITY (HL) SCHOOL OF MEDICINE PO BOX 2038 NEW HAVEN,CT 06521	NONE	PUBLIC	APPLYING NON-PHYSICS TO EPIGENETICS	427,148
Total.			3a	11,699,387

TY 2015 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	48,000	48,000		
TAX PREPARATION	8,000			8,000

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

TY 2015 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
						2,990			

TY 2015 Investments Corporate Bonds Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300000 GE CAPITAL INTERNOTES 5.85%		
250000 GEN ELECTRIC CAP CORP MTN 5%	248,370	250,060
300000 DUPONT EI DENEMOURS 5.25%	298,020	311,205
300000 GENERAL MLS INC 5.7%	296,745	313,825
300000 AT&T INC 5.5%	297,300	320,696
300000 PEPSICO INC 5.0%	298,458	324,636
300000 ALCOA INC 6.75%	295,745	322,110
300000 INGERSOLL-RAND GLBL 6.875%	290,340	331,140
300000 BANK OF AMERICA CORP 5.49%	298,383	323,489
250000 CONSOLIDATED EDISON 6.65%	249,829	283,750

TY 2015 Investments Corporate Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
63000 SH BP PLC SPONS ADR	615,538	1,969,380
55000 SH CENOVUS ENERGY INC		
93000 SH INGERSOLL RAND CO		
30066 SH TE CONNECTIVITY LTD	467,703	1,942,564
35200 SH 3M COMPANY	344,696	5,302,528
10,000 SH AIR PRODUCTS & CHEMICALS I	775,558	1,301,100
90000 SH ALCOA INC	707,620	888,300
31000 SH ALLEGION PUB LTD		
26000 SH ALLEGION PUB LTD CO	244,813	1,713,920
40080 SH ALLSTATE CORP	348,499	2,488,567
25000 SH AMGEN INC	1,730,709	4,058,250
24,500 SH APPLE INC	1,768,135	2,578,870
38000 SH AUTOMATIC DATA PROCESSING	1,163,892	3,219,360
48076 SH BAXALTA INC	141,692	1,876,406
48076 SH BAXTER INTL INC	174,584	1,834,099
70000 SH BRISTOL MYERS SQUIBB CO	267,955	4,815,300
30000 SH CATERPILLAR INC	123,917	2,038,800
12666 CDK GLOBAL INC		
72000 SH COLGATE PALMOLIVE CORP	503,700	4,796,640
80000 SH CONAGRA FOODS INC	1,832,306	3,372,800
120000 SH CORNING INC	782,318	2,193,600
30000 SH COVIDIEN PLC		
34,000 SH DEVON ENERGY CORP	1,797,490	1,088,000
40000 SH DEVON ENERGY		
70000 SH DOW CHEMICAL CO	611,586	3,603,600
90000 SH DUKE ENERGY	1,432,874	2,141,700
45000 SH E I DUPONT DE NEMOURS & CO	857,135	2,997,000
48000 SH EMERSON ELECTRIC CO	1,287,420	2,295,840
33000 SH ENTERGY CORPORATION NEW	714,370	2,255,880
14366 SH FREEPORT-MCMORAN COPPER & G		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
103,661 SH FREEPORT-MCMORAN INC	2,497,602	701,785
135000 SH GENERAL ELECTRIC CO	235,143	4,205,250
67000 SH GILEAD SCIENCES INC	1,406,869	6,779,730
80000 SH HALLIBURTON CO	744,088	2,723,200
8000 SH HALYARD HEALTH INC		
40000 SH HOME DEPOT INC	1,210,999	5,290,000
79000 SH HONEYWELL INTL INC		
77000 SH HONEYWELL INTL INC	471,354	7,974,890
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	3,243,800
91,000 SH INGERSOLL-RAND PUBLIC LTD	1,120,572	5,031,390
10000 SH INTEL CORP	2,326,133	3,445,000
65000 SH INTERNATIONAL PAPER CO	1,258,977	2,450,500
25000 SH INTERNATIONAL BUSINESS MACH	467,189	3,440,500
103000 SH KELLOGG CORP		
97000 SH KELLOGG CORP	325,859	7,010,190
63000 SH KIMBERLY CLARK CORP	185,925	8,019,900
64000 SH KIMBERLY CLARK CORP		
95000 SH MARATHON OIL CORP		
100000 SH MARATHON OIL CORP	680,146	1,259,000
50000 SH MARATHON PETROLEUM CORP	484,400	5,184,000
22000 SH MCDONALDS CORP		
23000 SH MCDONALDS CORP	1,311,886	2,717,220
36000 MCKESSON CORP		
31000 SH MCKESSON CORP	293,132	6,114,130
32000 SH MEDTRONIC INC	2,459,691	2,461,440
82000 SH MERCK & CO INC	178,561	4,331,240
40000 SH METLIFE INC		
42000 SH METLIFE INC	2,097,048	2,024,820
75000 SH MICROSOFT CORP	1,910,389	4,161,000
60000 SH NEWMONT MINING CORP	1,127,709	1,079,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5000 SH NEWMONT MINING CORP		
50000 SH NEXTERA ENERGY INC	778,157	5,194,500
15000 SH PENTAIR LTD		
20000 PENTAIR PLC	816,867	990,600
18000 SH PEPSICO INC		
24000 SH PEPSICO INC	1,676,463	2,398,080
195000 SH PFIZER INC	1,338,787	6,294,600
82000 SH PROCTER & GAMBLE CO		
80000 SH PROCTER & GAMBLE CO	268,218	6,352,800
20000 SH QUALCOMM INC		
35000 SH QUALCOMM INC	2,460,386	1,749,475
80000 SPECTRA ENERGY CORP	1,631,346	1,915,200
31875 SH STANLEY BLACK & DECKER INC	628,730	3,402,019
104000 SH SYSCO CORP		
103000 SH SYSCO CORP	695,382	4,223,000
40000 SH TYCO INTERNATIONAL LTD	471,496	1,275,600
8000 SH UNITED PARCEL SERVICE	787,285	769,840
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	2,401,750
6000 SH VANGUARD INTL EQUITY IDX FTS		
15000 SH VANGUARD INTL EQUITY IDX	612,696	490,650
6000 SH VANGUARD TAX MNGD I FTSE DEV		
15000 SH VANGUARD TAX MANAGED	602,475	550,800
107422 SH VERIZON COMMUNICATIONS	1,111,319	4,965,045
30000 SH WAL-MART STORES INC		
32000 SH WALMART STORES INC	1,676,833	1,961,600
20000 SH WALGREEN BOOTS ALLIANCE INC	1,249,586	1,703,100

TY 2015 Investments Government Obligations Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

**US Government Securities - End of
Year Book Value:** 3,496,605

**US Government Securities - End of
Year Fair Market Value:** 3,497,644

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

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

TY 2015 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
	5,233,149	464,469	4,768,680	5,133,888

TY 2015 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	26,254,801	26,968,000
LYNN COUNTY ROYALTY PROPERTY	FMV	418,998	418,998

TY 2015 Legal 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
	9,138			9,138

TY 2015 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	44,221	120,936	120,936
OTHER ASSETS	4,482	6,552	6,552
ACCRUED INTEREST	387,777	352,687	352,687

TY 2015 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	98,456	98,120		
INSURANCE	68,802			68,802
OFFICE EXPENSE	8,245			8,245
COMPUTER	4,381			4,381
FARM PROCEEDS EXPENSES	29,447	29,447		
PASTURE RENT EXPENSES	13,046	13,046		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	22,790	22,790		
SUBSCRIPTIONS	24			24
TELEPHONE	3,006			3,006
BANK FEES	473			473
INVESTMENT DEPRECIATION	167	167		

TY 2015 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	4,660,125	4,660,125	
OIL & GAS ROYALTIES	125,657	125,657	
LEASE RENTAL- OIL & GAS	101,733	101,733	
SALE OF WATER	104	104	
FARM RENT CROP PROCEEDS	87,925	87,925	
PASTURE RENTALS	29,493	29,493	
PASTURE RENT DAMAGE PROCEEDS	11,471	11,471	

TY 2015 Other Increases Schedule

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

Description	Amount
DECREASE IN GRANTS PAYABLE	1,725,483

TY 2015 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 ADISORY	544,920	544,920		
CONSULTING	30,591			30,591

TY 2015 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	712,504	712,504		
PRODUCTION TAX EXPENSE	201,188	201,188		
EXCISE TAX	223,285			
FOREIGN TAX	8,126	8,126		