

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.

2016

Open to Public
Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE G HAROLD & LEILA Y MATHERS CHARITABLE FOUNDATION	A Employer identification number 23-7441901			
	B Telephone number (see instructions) (914) 242-0465			
Number and street (or P O box number if mail is not delivered to street address) 800 WESTCHESTER AVENUE SUITE N-503				
City or town, state or province, country, and ZIP or foreign postal code RYE BROOK, NY 105731373				
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
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) ► \$ 249,677,578		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	147,288	147,288		
4 Dividends and interest from securities	5,726,606	5,726,606		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,935,214			
b Gross sales price for all assets on line 6a	7,592,961			
7 Capital gain net income (from Part IV, line 2)		4,935,214		
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)	4,059,874	4,059,874		
12 Total. Add lines 1 through 11	14,868,982	14,868,982		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	156,000			156,000
14 Other employee salaries and wages	424,987			424,987
15 Pension plans, employee benefits	26,384			26,384
16a Legal fees (attach schedule)	26,082			26,082
b Accounting fees (attach schedule)	64,000	56,000		8,000
c Other professional fees (attach schedule)	544,153	543,479		674
17 Interest				
18 Taxes (attach schedule) (see instructions)	797,918	539,964		
19 Depreciation (attach schedule) and depletion	670,120	667,981		
20 Occupancy	50,010			50,010
21 Travel, conferences, and meetings	17,539			17,539
22 Printing and publications				
23 Other expenses (attach schedule)	255,414	163,849		91,229
24 Total operating and administrative expenses.				
Add lines 13 through 23	3,032,607	1,971,273		800,905
25 Contributions, gifts, grants paid	11,774,128			11,774,128
26 Total expenses and disbursements. Add lines 24 and 25	14,806,735	1,971,273		12,575,033
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	62,247			
b Net investment income (if negative, enter -0-)		12,897,709		
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	74,852	120,863	120,863	
2	Savings and temporary cash investments	2,736,356	2,425,042	2,425,042	
3	Accounts receivable ► 398,706	325,821	398,706	398,706	
4	Less allowance for doubtful accounts ►				
5	Pledges receivable ►				
6	Less allowance for doubtful accounts ►				
7	Grants receivable				
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
9	Other notes and loans receivable (attach schedule) ►				
10a	Less allowance for doubtful accounts ►				
b	Inventories for sale or use				
c	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	3,496,605	2,992,840	2,995,989	
b	Investments—corporate stock (attach schedule)	61,607,454	63,661,425	214,184,453	
c	Investments—corporate bonds (attach schedule)	2,573,190	2,026,819	2,165,525	
11	Investments—land, buildings, and equipment basis ► 5,223,097	4,768,680	4,793,575	4,793,575	
	Less accumulated depreciation (attach schedule) ► 429,522				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	26,673,799	26,005,820	27,387,000	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	480,175	352,555	352,555	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	102,736,932	102,777,645	102,777,645	249,677,578
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable	21,818,849	19,823,227	19,823,227	
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)	21,818,849	21,818,849	21,818,849	19,823,227
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	80,918,083	82,954,418	82,954,418	
30	Total net assets or fund balances (see instructions)	80,918,083	82,954,418	82,954,418	
31	Total liabilities and net assets/fund balances (see instructions)	102,736,932	102,777,645	102,777,645	

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	80,918,083
2	Enter amount from Part I, line 27a	2	62,247
3	Other increases not included in line 2 (itemize) ►	3	1,997,338
4	Add lines 1, 2, and 3	4	82,977,668
5	Decreases not included in line 2 (itemize) ►	5	23,250
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	82,954,418

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a 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	4,935,214	
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		32,126	

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?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

 Yes No**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))
2015	12,499,062	241,775,850	0 051697
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
2 Total of line 1, column (d)			2 0 295623
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 059125
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 244,404,900
5 Multiply line 4 by line 3			5 14,450,440
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 128,977
7 Add lines 5 and 6			7 14,579,417
8 Enter qualifying distributions from Part XIII, line 4			8 12,575,033

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	257,954
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	257,954
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	257,954
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	270,936
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	270,936
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,982
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	11	12,982
			Refunded ►

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/>	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	Yes	No
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?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	<input type="checkbox"/>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 	<input type="checkbox"/>	Yes	No
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	<input type="checkbox"/>	Yes	No
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.	<input type="checkbox"/>	Yes	No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	Yes	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 and enter the amount of tax-exempt interest received or accrued during the year. ► 15 □

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No

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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20____, 20____, 20____, 20____ Yes No

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) 2b

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? Yes No

b If "Yes," did it have excess business holdings in 2016 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 2016). 3b No

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 2016? 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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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
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>		No
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	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 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
HOWARD A CHESTER MD 29 ASPEN ROAD SCARSDALE, NY 10583	EXECUTIVE DI 30 00	200,000		
BEVERLY CHEIKEN MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549	ASSOCIATE FD 30 00	135,837		
JAMES HANDELMAN MATHERS FOUNDATION 118 NORTH BEDFORD ROAD MOUNT KISCO, NY 10549	EXECUTIVE DI 35 00	54,167		
Total number of other employees paid over \$50,000.				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MEYER HANDELMAN COMPANY	INVESTMENT ADVI	543,479
PO BOX 817 PURCHASE, NY 105770817		
ANCHIN BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	ACCOUNTING/AUDI	56,000
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	212,044,585
b	Average of monthly cash balances.	1b	3,064,140
c	Fair market value of all other assets (see instructions).	1c	33,018,077
d	Total (add lines 1a, b, and c).	1d	248,126,802
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	248,126,802
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,721,902
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	244,404,900
6	Minimum investment return. Enter 5% of line 5.	6	12,220,245

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign

Part XI organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	12,220,245
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	257,954
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	257,954
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,962,291
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,962,291
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	11,962,291

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	12,575,033
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	12,575,033
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	12,575,033

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				11,962,291
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	4,650,140			
b From 2012.	2,682,872			
c From 2013.	1,498,419			
d From 2014.	625,259			
e From 2015.	633,554			
f Total of lines 3a through e.	10,090,244			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 12,575,033				
a Applied to 2015, 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 2016 distributable amount.				11,962,291
e Remaining amount distributed out of corpus	612,742			
5 Excess distributions carryover applied to 2016 (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	10,702,986			
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 2015 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 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	4,650,140			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	6,052,846			
10 Analysis of line 9				
a Excess from 2012.	2,682,872			
b Excess from 2013.	1,498,419			
c Excess from 2014.	625,259			
d Excess from 2015.	633,554			
e Excess from 2016.	612,742			

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 2016, enter the date of the ruling. ►				
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

DR HOWARD CHESTER EXECUTIVE DIRECT
800 WESTCHESTER AVENUE
SUITE N-503
RYE BROOK, NY 105731373
(914) 242-0465

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

THERE IS A FORMAL APPLICATION PROCESS AN INITIAL QUERY IS REQUESTED TO DETERMINE WHETHER A FORMAL PROPOSAL WILL BE INVITED A BRIEF COMMUNICATION SHOULD INCLUDE I) INVESTIGATIVE AREA TO BE PURSUED II) PLACING THE PROPOSED INVESTIGATION IN A CONTEXT OF CONTEMPORANEOUS AND/OR COLLABORATIVE HISTORICAL EFFORTS FOR THE AREA OF RESEARCH III) INDICATING WHO WILL BE CONDUCTING THE RESEARCH PROJECT(WITH CREDENTIALS) IV) INDICATING WHETHER THE REQUEST HAS BEEN OR IS BEING SUBMITTED ELSEWHERE, AND, IF SO, THE STATUS OF THAT PROPOSAL V) DETAILING THE FUNDS REQUIRED IN A STANDARD BUDGET FORMAT (TO BE PROVIDED) INVITED FORMAL PROPOSALS REQUIRE MORE DETAILED INFORMATION THAN PROVIDED IN THE QUERY, INCLUDING, BUT NOT LIMITED TO I AIMS OF THE PROJECT II HISTORY OF PRIOR RELATED RESEARCH III METHODOLOGY IV POTENTIAL MEASURES OF SUCCESS OR PROOF OF CONCEPT V DETAILED BUDGET EXPLANATION WITH JUSTIFICATION VI RESUMES AND CV'S OF PRINCIPAL INVESTIGATORS FORMAL PROPOSALS ARE INITIALLY REVIEWED BY TH

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	147,288	
4 Dividends and interest from securities.			14	5,726,606	
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	3,914,694	
8 Gain or (loss) from sales of assets other than inventory			1	4,935,214	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				14,868,982	
13 Total. Add line 12, columns (b), (d), and (e).					14,868,982

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

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

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
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
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

Sign _____ 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

**Sign
Here**

2017-08-15

* * * * *

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name NANCY G TADLER	Preparer's Signature	Date 2017-08-15	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.)
250,000 GENERAL ELECTRIC CAP CORP	P	2006-01-09	2016-01-08
4000 SH BAXALTA INC	P	1989-02-22	2016-06-03
2110 SH HONEYWELL INTL INC	P	1985-03-19	2016-07-20
150 SH ADVANSIX INC	P	1984-05-24	2016-11-23
1346 SH HONEYWELL INTL	P	1989-01-25	2016-03-18
4000 SH BAXALTA INC	P	1986-07-22	2016-06-03
890 SH HONEYWELL INTL INC	P	1990-09-26	2016-07-20
110 56 SH ADVANSIX INC	P	1984-05-24	2016-11-23
654 SH HONEYWELL INTL	P	1985-03-19	2016-03-18
4000 SH BAXALTA INC	P	1988-10-18	2016-06-03

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
250,000		248,370	1,630
184,656		14,159	170,497
251,305		16,225	235,080
2,689		122	2,567
145,335		10,558	134,777
184,656		13,079	171,577
106,001		6,499	99,502
1,982		89	1,893
70,616		5,029	65,587
184,656		12,788	171,868

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,630
			170,497
			235,080
			2,567
			134,777
			171,577
			99,502
			1,893
			65,587
			171,868

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 UNITED PARCEL SERVICE INC	P	2015-07-17	2016-08-30
1320 SH ADVANSIX INC	P	1983-01-03	2016-11-23
3000 SH KIMBERLY CLARK CORP	P	1983-01-03	2016-03-18
8000 SH BAXALTA INC	P	1986-01-24	2016-06-03
7000 SH UNITED PARCEL SERVICE	P	2015-07-17	2016-08-30
180 SH ADVANSIX INC	P	1982-04-23	2016-11-23
3000 SH SYSCO CORP	P	1997-04-03	2016-03-18
6600 SH BAXALTA INC	P	1985-12-16	2016-06-03
5 SH ADIENT PLC	P	2016-10-31	2016-11-14
5000 SH VERSUM MATLS INC	P	2012-10-25	2016-11-23

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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
109,354		102,498	6,856
23,666		958	22,708
404,405		9,238	395,167
369,311		23,207	346,104
765,478		684,786	80,692
3,227		106	3,121
137,555		25,072	112,483
304,682		18,998	285,684
22		23	-1
117,299		66,543	50,756

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			6,856
			22,708
			395,167
			346,104
			80,692
			3,121
			112,483
			285,684
			-1
			50,756

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.)
5000 SH ARCONIC INC	P	2005-06-17	2016-05-02
4000 SH BAXALTA INC	P	1986-09-22	2016-06-03
1 SH ADIENT PLC	P	2016-10-31	2016-11-22
2000 SH INGERSOLL-RAND COMPANY	P	2001-12-31	2016-11-23
2000 SH ARCONIC INC	P	2003-03-24	2016-05-02
13476 SH BAXALTA INC	P	1985-11-26	2016-06-03
1 SH ADIENT PLC	P	2016-10-31	2016-11-22
4207 SH ADIENT PLC	P	2016-10-31	2016-11-23
2000 SH ARCONIC INC	P	2002-10-03	2016-05-02
863 SHIRE PLC	P	2016-06-03	2016-06-09

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
55,011		136,849	-81,838
184,656		11,445	173,211
52		47	5
148,931		24,628	124,303
22,004		42,360	-20,356
622,105		33,497	588,608
52		47	5
223,768		195,983	27,785
22,004		40,240	-18,236
164		164	

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-81,838
			173,211
			5
			124,303
			-20,356
			588,608
			5
			27,785
			-18,236

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.)
1 SH ADIENT PLC	P	2016-10-31	2016-11-22
667 SH LAMB WESTON HLDGS INC	P	2003-06-24	2016-11-22
10000 SH ARCONIC INC	P	2009-01-08	2016-05-02
9000 SH ARCONIC INC	P	2009-02-09	2016-07-20
1 SH ADIENT PLC	P	2016-10-31	2016-11-22
300,000 DUPONT EI DE NEMOURS 5 25%	P	2006-12-18	2016-12-15
1000 SH ARCONIC INC	P	2009-02-09	2016-05-02
15000 SH ARCONIC INC	P	2009-04-14	2016-07-20
86 SH ADIENT PLC	P	2016-10-31	2016-11-22
25 5 ACRES SECT1230D& SECT 6BLOCK 5	P	2019-01-01	2016-04-27

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
52		47	5
22		11	11
110,022		121,000	-10,978
97,378		74,250	23,128
52		47	5
300,000		298,020	1,980
11,002		8,250	2,752
162,296		117,900	44,396
4,453		4,006	447
4,463		588	3,875

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			5
			11
			-10,978
			23,128
			5
			1,980
			2,752
			44,396
			447
			3,875

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.)
5000 SH GENERAL ELECTRIC CORP	P	1983-01-03	2016-05-02
11000 SH ARCONIC INC	P	1983-01-03	2016-07-20
124 4 SH ADVANSIX INC	P	1990-09-26	2016-11-23
2000 SH GILEAD SCIENCES INC	P	2010-03-11	2016-05-02
27000 SH ARCONIC INC	P	1983-01-03	2016-07-20
110 56 SH ADVANSIX INC	P	1984-05-09	2016-11-23
2000 SH INGERSOLL-RAND	P	2001-12-31	2016-05-02
8000 SH ARCONIC INC	P	1982-02-23	2016-07-20
552 8 SH ADVANSIX INC	P	1984-01-31	2016-11-23
2000 SH KELLOGG COMPANY	P	1983-01-03	2016-05-02

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
154,722		9,720	145,002
119,017		41,766	77,251
2,230		120	2,110
200,679		47,330	153,349
292,385		102,516	189,869
1,982		105	1,877
131,255		24,628	106,627
86,633		22,490	64,143
9,911		508	9,403
152,838		6,719	146,119

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			145,002
			77,251
			2,110
			153,349
			189,869
			1,877
			106,627
			64,143
			9,403
			146,119

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.)
3000 SH KELLOGG COMPANY	P	1983-01-03	2016-07-20
221 12 SH ADVANSIX INC	P	1984-02-13	2016-11-23
4000 SH BAXALTA INC	P	1987-10-26	2016-06-03
3000 SH KIMBERLY-CLARK CORP	P	1983-01-03	2016-07-20
110 56 SH ADVANSIX INC	P	1984-05-24	2016-11-23

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

(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)
257,503		10,078	247,425
3,964		191	3,773
184,656		14,519	170,137
407,822		9,238	398,584
1,982		93	1,889

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) 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	Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			247,425
			3,773
			170,137
			398,584
			1,889

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E HANDELMAN	PRES/DIR 4 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN	VP/ASST TR/D 2 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN	ASST SECRETARY 2 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL	SECRETARY/DI 1 00	18,000	0	0
80 PINE STREET NEW YORK, NY 10005				
WILLIAM S MILLER	DIRECTOR 1 00	23,000	0	0
50 POPHAM ROAD SCARSDALE, NY 10583				
RICHARD HANDELMAN	TREAS/DIRECT 2 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
DAVID BOYLE	DIRECTOR 1 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)				
a Paid during the year				
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	HIPPOCAMPAL CIRCUIT DYNAMICS	177,488
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC	SINGLE MOLECULAR IMAGING	148,786
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE	PUBLIC	SPATIOTEMPORAL DYNAMIS OC HIPPOCAMPAL	167,479
CAPROCK CULTURAL ASSOCIATION 109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	6,000
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY DIFFERENTIAL	141,136
Total			►	11,774,128
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTHROPOGENY 9500 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	164,954
COLD SPRING HARBOR LABORATORY ONE BUNGLOW ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC	MOUSE BRAIN ARCHITECTURE	330,000
COLUMBIA UNIVERSITY (K) HAVEMEYER HALL 300 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	RANDOM CIRCUITS BRAIN	267,500
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	CHROMOSOMAL DUPLICATION- EVOL & ADAPT	220,000
Total ►				11,774,128
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	125,000
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	9,000
HARVARD MEDICAL SCHOOL 220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	346,391
HARVARD SCHOOL OF PUBLIC HEALTH 677 HUNTINGTON AVE BOSTON, MA 02115	NONE	PUBLIC	LIPID DROPLET FORMATION & GROWTH	164,997
Total			►	11,774,128
3a				

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				
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	175,649
WALLACE THEATRE 823 HOUSTON STREET LEVELLAND, TX 79336	NONE	501(C)(3)	GENERAL SUPPORT	15,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PUBLIC	MOTOR PROGRAMS/COMPLEX LEARNED BEHAV	161,397
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	275,000
Total			►	11,774,128
3a				

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				
NYU LANGONE MEDICAL CENTER 550 1ST AVENUE NEW YORK, NY 10016	NONE	PUBLIC	HOW THE BRAIN CONTROLS BEHAVIOR	400,000
PRINCETON UNIVERSITY 91 PROSPECT AVENUE PRINCETON, NJ 08544	NONE	PUBLIC	SEEING THE MEMORY OF A SMELL	300,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	WHAT MAKES HUMANS UNIQUE FROM OTHERS	400,000
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	MAMMALIAN ADAPTION	308,976
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	GENE EDITING TECH TO VCURE HEMATOPOI	237,000
Total ►				11,774,128
3a				

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				
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
STONY BROOK UNIVERSITY 118 ADMINISTRATION BLDG STONY BROOK, NY 11794	NONE	PUBLIC	BIOGENESIS AND VACCINE POTENTIAL	82,026
STANFORD UNIVERSITY PALO ALTO 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	275,000
STANFORD UNIVERSITY SCHOOL OF MEDICINE 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	MOLCULAR & CELLULAR BASIS OF FUNCTN	666,666
Total			►	11,774,128
3a				

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				
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	216,676
UNIVERSITY OF CALIFORNIA LOS ANGELES 405 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC	SYNAPTIC SPRECIFICITY	136,375
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	MOLECULAR GLYCOBIOLOGY	497,822
Total			►	11,774,128
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	BRAINWIDE ACTIVITY IN A FRUIT FLY	380,753
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	GLYCAN DIVERSITY- EVOLUTIONARY FORCE	153,406
UNIVERSITY OF CALIFORNIA SANTA BARBARA 1210 CHEADLE HALL SANTA BARBARA, CA 931062014	NONE	PUBLIC	DISSECTING MECHANOTRANSDUCTION	110,000
UNIVERSITY OF SOUTHERN CALIFORNIA HEALTH SCIENCES CAMPUS LOS ANGELES, CA 90033	NONE	PUBLIC	CELLULAR SUBSTRATE OF FEELINGS	240,666
UNIVERSITY OF KANSAS MEDICAL CENTER 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	EMERGENT PATTERN FORMATION EMBRYOS	85,577
Total			►	11,774,128
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF KANSAS MEDICAL CENTER 3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	SYNTHETIC CELL SURFACE RECEPTORS	83,170
UNIVERSITY OF MASSACHUSETTS AMHERST 300 MASSACHUSETTS AVENUE AMHERST, MA 01003	NONE	PUBLIC	BUILDING A NEURON TOP TO BOTTOM	65,933
UNIVERSITY OF MASSACHUSETTS MEDICAL CENTER 300 MASSACHUSETTS AVENUE AMHERST, MA 01003	NONE	PUBLIC	ORGANISMAL TRANSDIFFERENTIATION	125,001
UNIVERSITY OF PENNSYLVANIA W-E 338 ANATOMY/CHEMISTRY PHILADELPHIA, PA 191046059	NONE	PUBLIC	EVOLUTION OF PROTEIN DYNAMICS	770,000
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
Total			►	11,774,128
3a				

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				
WASHINGTON UNIVERSITY 7425 FORSYTH AVE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURAL CIRCUITRY	161,667
WASHINGTON UNIVERSITY 7425 FORSYTH AVENUE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURON SPECIFIC EPIGENOME	116,667
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	EXPANDING WORLD OF PRIONS	181,500
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	PALMITOYLATION- GOLGI TRAFFIC	366,666
Total	►			11,774,128
3a				

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)				
<i>a Paid during the year</i>				
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 NANO-PHYSICS TO EPIGENETICS	427,148
Total			►	11,774,128
3a				

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a SALE OF WATER			1	112	
b FARM RENT CROP PROCEEDS			16	97,563	
c PASTURE RENTALS			16	9,230	
d PASTURE RENT DAMAGE PROCEED			16	9,050	
e CROP DAMAGES- OIL COMPANIES			16	2,216	
f PASTURE RENT- GRANT REFUND			16	27,009	

TY 2016 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	56,000	56,000		
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 2016 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			2,139			

TY 2016 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
250000 GEN ELECTRIC CAP CORP MTN 5%		
300000 DUPONT EI DENEMOURS 5.25%		
300000 GENERAL MLS INC 5.7%	296,745	301,520
300000 AT&T INC 5.5%	297,300	311,697
300000 PEPSICO INC 5.0%	298,458	315,054
300000 ALCOA INC 6.75%	295,745	319,125
300000 INGERSOLL-RAND GLBL 6.875%	290,340	324,084
300000 BANK OF AMERICA CORP 5.49%	298,383	318,253
250000 CONSOLIDATED EDISON 6.65%	249,848	275,792

TY 2016 Investments Corporate Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
63000 SH BP PLC SPONS ADR	615,538	2,354,940
30066 SH TE CONNECTIVITY LTD		
35200 SH 3M COMPANY	344,696	6,285,664
10,000 SH AIR PRODUCTS & CHEMICALS I	709,015	1,438,200
90000 SH ALCOA INC		
26000 SH ALLEGION PUB LTD CO	244,813	1,664,000
40080 SH ALLSTATE CORP	348,499	2,970,730
25000 SH AMGEN INC	1,730,709	3,655,250
24,500 SH APPLE INC	1,768,135	2,837,590
38000 SH AUTOMATIC DATA PROCESSING	1,163,892	3,905,640
48076 SH BAXALTA INC		
48076 SH BAXTER INTL INC	174,584	2,131,690
70000 SH BRISTOL MYERS SQUIBB CO	267,955	4,090,800
30000 SH CATERPILLAR INC	123,917	2,782,200
72000 SH COLGATE PALMOLIVE CORP	503,700	4,711,680
80000 SH CONAGRA FOODS INC	1,415,456	3,164,000
120000 SH CORNING INC	782,318	2,912,400
34,000 SH DEVON ENERGY CORP		
38000 SH DEVON ENERGECORP	1,973,913	1,735,460
70000 SH DOW CHEMICAL CO	611,586	4,005,400
90000 SH DUKE ENERGY	1,432,874	2,328,600
45000 SH E I DUPONT DE NEMOURS & CO	857,135	3,303,000
48000 SH EMERSON ELECTRIC CO	1,287,420	2,676,000
33000 SH ENTERGY CORPORATION NEW	714,370	2,424,510
103,661 SH FREEPORT-MCMORAN INC	2,497,602	1,367,289
135000 SH GENERAL ELECTRIC CO		
130000 SH GENERAL ELECTRIC CO	225,423	4,108,000
67000 SH GILEAD SCIENCES INC		
65000 SH GILEAD SCIENCES INC	1,359,539	4,654,650
80000 SH HALLIBURTON CO	744,088	4,327,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40000 SH HOME DEPOT INC	1,210,999	5,363,200
72000 SH HONEYWELL INTL INC	430,749	8,341,200
77000 SH HONEYWELL INTL INC		
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	4,286,100
91,000 SH INGERSOLL-RAND PUBLIC LTD		
87000 SH INGERSOLL RAND PAPER	1,071,321	6,528,480
10000 SH INTEL CORP	2,326,133	3,627,000
65000 SH INTERNATIONAL PAPER CO	1,258,977	3,448,900
25000 SH INTERNATIONAL BUSINESS MACH	467,189	4,149,750
42975 SH JOHNSTON CONTROLS INTL PLC	653,191	1,770,140
92000 SH KELLOGG CORP	309,061	6,781,320
97000 SH KELLOGG CORP		
63000 SH KIMBERLY CLARK CORP		
57000 SH KIMBERLY CLARK CORP	167,448	6,504,840
26666 SH LAMB WESTON HLDGS INC	416,838	1,009,308
110000 SH MARATHON OIL CORP	788,351	1,904,100
100000 SH MARATHON OIL CORP		
50000 SH MARATHON PETROLEUM CORP	484,400	5,035,000
23000 SH MCDONALDS CORP	1,311,886	2,799,560
31000 SH MCKESSON CORP	293,132	4,353,950
32000 SH MEDTRONIC INC	2,419,076	2,279,360
82000 SH MERCK & CO INC	178,561	4,827,340
42000 SH METLIFE INC	2,097,048	2,263,380
75000 SH MICROSOFT CORP	1,910,389	4,660,500
60000 SH NEWMONT MINING CORP	1,127,709	2,044,200
50000 SH NEXTERA ENERGY INC	778,157	5,973,000
20000 PENTAIR PLC	816,867	1,121,400
24000 SH PEPSICO INC	1,676,463	2,511,120
195000 SH PFIZER INC	1,338,787	6,333,600
80000 SH PROCTER & GAMBLE CO	268,218	6,726,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40000 SH QUALCOMM INC	2,726,459	2,608,000
35000 SH QUALCOMM INC		
7500 SHIRE PLC	1,425,867	1,277,850
80000 SPECTRA ENERGY CORP	1,631,346	3,287,200
31875 SH STANLEY BLACK & DECKER INC	628,730	3,655,744
30000 SH STARBUCKS CORP	1,683,753	1,665,600
100000 SH SYSCO CORP	670,310	5,537,000
103000 SH SYSCO CORP		
30066 SH TE CONNECTIVITY LTD	467,703	2,082,972
40000 SH TYCO INTERNATIONAL LTD		
8000 SH UNITED PARCEL SERVICE		
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	2,740,500
15000 SH VANGUARD FTSE DEV MKT FD	602,475	548,100
15000 SH VANGUARD INTL EQUITY IDX	612,696	536,700
107422 SH VERIZON COMMUNICATIONS	1,111,319	5,734,186
32000 SH WALMART STORES INC	1,676,833	2,211,840
20000 SH WALGREEN BOOTS ALLIANCE INC		
22000 SH WALGREENS BOOTS ALLIANCE IN	1,412,561	1,820,720

TY 2016 Investments Government Obligations Schedule

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

**US Government Securities - End
of Year Book Value:** 2,992,840

**US Government Securities - End
of Year Fair Market Value:** 2,995,989

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

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

TY 2016 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
	5,223,097	429,522	4,793,575	

TY 2016 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	25,586,820	26,968,000
LYNN COUNTY ROYALTY PROPERTY	FMV	419,000	419,000

TY 2016 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
	26,082			26,082

TY 2016 Other Assets Schedule

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

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXCISE TAX	120,936	12,982	
OTHER ASSETS	6,552	4,039	
ACCRUED INTEREST	352,687	335,534	

TY 2016 Other Decreases Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Description	Amount
RECLASS PRIOR YR RETURN OF CAPITAL - MEDTRONIC	23,250

TY 2016 Other Expenses Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OIL & GAS EXPENSE	94,600	94,264		
INSURANCE	73,066			73,066
OFFICE EXPENSE	7,434			7,434
COMPUTER	6,227			6,227
FARM PROCEEDS EXPENSES	31,751	31,751		
PASTURE RENT EXPENSES	15,871	15,871		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	21,835	21,835		
SUBSCRIPTIONS	24			24

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE		2,390		2,390
BANK FEES		588		588
INVESTMENT DEPRECIATION		128	128	

TY 2016 Other Income Schedule

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

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES- TEXAS	3,776,622	3,776,622	
OIL & GAS ROYALTIES	74,410	74,410	
LEASE RENTAL- OIL & GAS	63,662	63,662	
SALE OF WATER	112	112	
FARM RENT CROP PROCEEDS	97,563	97,563	
PASTURE RENTALS	9,230	9,230	
PASTURE RENT DAMAGE PROCEEDS	9,050	9,050	
CROP DAMAGES- OIL COMPANIES	2,216	2,216	
PASTURE RENT- GRANT REFUND	27,009	27,009	

TY 2016 Other Increases Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Description	Amount
DECREASE IN GRANTS PAYABLE	1,995,622
PRIOR PERIOD BASIS ADJ- JOHNSTON CONTROLS	1,716

TY 2016 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	543,479	543,479		
CONSULTING	674			674

TY 2016 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	378,033	378,033		
PRODUCTION TAX EXPENSE	160,743	160,743		
EXCISE TAX	257,954			
FOREIGN TAX	1,188	1,188		