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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

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
800 WESTCHESTER AVE STE N-503

City or town, state or province, country, and ZIP or foreign postal code
RYE BROOK, NY 105731373

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 285,461,776

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
23-7441901

B Telephone number (see instructions)
(914) 242-0465

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

Part I

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ☒ if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	117,389	117,389	
	4 Dividends and interest from securities	5,835,609	5,835,609	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	4,145,013		
	b Gross sales price for all assets on line 6a			
		5,840,840		
	7 Capital gain net income (from Part IV, line 2)		4,141,422	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)	4,608,702	4,608,702	
	12 Total. Add lines 1 through 11	14,706,713	14,703,122	
	13 Compensation of officers, directors, trustees, etc.	146,000		146,000
	14 Other employee salaries and wages	565,016		565,016
	15 Pension plans, employee benefits	32,616		32,616
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	46,500	38,500	8,000
	c Other professional fees (attach schedule)	575,244	575,244	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	912,818	660,122	
	19 Depreciation (attach schedule) and depletion	639,739	636,505	
	20 Occupancy	58,046		58,046
	21 Travel, conferences, and meetings	8,958		8,958
22 Printing and publications				
23 Other expenses (attach schedule)	284,858	157,963	126,588	
24 Total operating and administrative expenses. Add lines 13 through 23	3,269,795	2,068,334	945,224	
25 Contributions, gifts, grants paid	11,700,646		11,700,646	
26 Total expenses and disbursements. Add lines 24 and 25	14,970,441	2,068,334	12,645,870	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-263,728		
	b Net investment income (if negative, enter -0-)		12,634,788	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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	120,863	148,753	148,753
	2 Savings and temporary cash investments	2,425,042	3,604,721	3,604,721
	3 Accounts receivable ▶ <u>391,861</u>			
	Less allowance for doubtful accounts ▶ _____	398,706	391,861	391,861
	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)	2,992,840 	1,988,347	1,994,620
	b Investments—corporate stock (attach schedule)	63,661,425 	64,501,747	245,211,220
	c Investments—corporate bonds (attach schedule)	2,026,819 	1,434,370	1,487,358
	11 Investments—land, buildings, and equipment basis ▶ <u>5,230,683</u>			
Less accumulated depreciation (attach schedule) ▶ <u>440,262</u>	4,793,575 	4,790,421	4,790,421	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	26,005,820 	25,369,315	27,387,000	
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	 352,555 	 445,822 	 445,822	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	102,777,645	102,675,357	285,461,776	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable.	19,823,227	16,744,377	
	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)	19,823,227	16,744,377	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	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	82,954,418	85,930,980	
	30 Total net assets or fund balances (see instructions)	82,954,418	85,930,980	
31 Total liabilities and net assets/fund balances (see instructions) .	102,777,645	102,675,357		

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	82,954,418
2 Enter amount from Part I, line 27a	2	-263,728
3 Other increases not included in line 2 (itemize) ▶ 	3	3,240,290
4 Add lines 1, 2, and 3	4	85,930,980
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	85,930,980

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			(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	
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	4,141,422
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	12,575,033	244,404,900	0 051452
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
2 Total of line 1, column (d)			2 0 272383
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 054477
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 265,130,457
5 Multiply line 4 by line 3			5 14,443,512
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 126,348
7 Add lines 5 and 6			7 14,569,860
8 Enter qualifying distributions from Part XII, line 4			8 12,645,870

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	252,696
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	252,696
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	252,696
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	302,982
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	302,982
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	50,286
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 50,286 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 2017 or the taxable year beginning in 2017 (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 ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? ☐ 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 2017? ☐ 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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). ☐ 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 2017 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 2017). ☐ Yes ☒ No 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 2017? 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))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	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?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
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 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 35 00	300,000		
BEVERLY CHEIKEN MATHERS FOUNDATION 118 NORTH BEDFORD RD MOUNT KISCO, NY 10549	ASSOCIATE ED 35 00	140,016		
ZACHARY S HANDELMAN 28 OAK KNOLL ROAD RIDGEFIELD, CT 06877	DIRECTOR -OP 35 00	125,000		

Total number of other employees paid over \$50,000. ►**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 PO BOX 817 PURCHASE, NY 105770817	INVESTMENT ADVI	575,244

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	232,473,697
b	Average of monthly cash balances.	1b	3,693,520
c	Fair market value of all other assets (see instructions).	1c	33,000,760
d	Total (add lines 1a, b, and c).	1d	269,167,977
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	269,167,977
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,037,520
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	265,130,457
6	Minimum investment return. Enter 5% of line 5.	6	13,256,523

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	13,256,523
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	252,696
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	252,696
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	13,003,827
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	13,003,827
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	13,003,827

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	12,645,870
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	12,645,870
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	12,645,870

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				13,003,827
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. 2,682,872				
b From 2013. 1,498,419				
c From 2014. 625,259				
d From 2015. 633,554				
e From 2016. 612,742				
f Total of lines 3a through e.	6,052,846			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 12,645,870				
a Applied to 2016, 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 2017 distributable amount.				12,645,870
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	357,957			357,957
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,694,889			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	2,324,915			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	3,369,974			
10 Analysis of line 9				
a Excess from 2013. 1,498,419				
b Excess from 2014. 625,259				
c Excess from 2015. 633,554				
d Excess from 2016. 612,742				
e Excess from 2017.				

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 2017, 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)

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) 2017	(b) 2016	(c) 2015	(d) 2014	
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**

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> See Additional Data Table				
Total ▶ 3a				11,700,646
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				16,744,377

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 14 117,389				
4 Dividends and interest from securities. . . . 14 5,835,609				
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 4,503,210				
8 Gain or (loss) from sales of assets other than inventory 4,145,013				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a SALE OF WATER 1 115				
b FARM RENT CROP PROCEEDS 16 58,165				
c PASTURE RENTALS 16 18,820				
d PASTURE RENT DAMAGE PROCEED 16 1,380				
e PASTURE RENT- GRANT REFUND 16 27,012				
12 Subtotal Add columns (b), (d), and (e). . 10,561,700 4,145,013				
13 Total. Add line 12, columns (b), (d), and (e). 13 14,706,713				

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

	Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

* * * * *

2018-06-27

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

NANCY G TADLER

Preparer's Signature

Date _____

2018-06-27

Check if self-employed ☒

PTIN

P00007340

Firm's name ▶ NANCY G TADLER CPA

Firm's address ► 2 TADLER DRIVE

MAHOPAC, NY 105411706

Firm's EIN ► 06-1458079

Phone no (845) 628-6050

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)
2000 SH AUTOMATIC DATA PROCESSING	P	2005-09-01	2017-02-01
1874 SH HONEYWELL INTL INC	P	1984-05-09	2017-08-01
1200 SH 3M COMPANY	P	1983-12-29	2017-02-01
126 SH HONEYWELL INTL INC	P	1984-01-31	2017-08-01
200 SH HOME DEPOT INC	P	2011-07-26	2017-02-02
2080 SH ALLSTATE CORP	P	1996-06-18	2017-08-01
4000 SH SYSCO CORP	P	1997-04-03	2017-02-02
2000 NEXTERA ENERGY INC	P	2001-12-19	2017-08-01
3110 SH HONEYWELL INTL INC	P	1990-09-26	2017-02-02
182 SH BRIGHTHOUSE FINL	P	2014-03-27	2017-08-16

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)
202,877		68,097	134,780
256,266		13,418	242,848
212,803		11,950	200,853
17,230		870	16,360
275,535		74,320	201,215
186,333		45,708	140,625
211,014		33,430	177,584
289,041		55,680	233,361
368,901		22,591	346,310
11		11	

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	
			134,780
			242,848
			200,853
			16,360
			201,215
			140,625
			177,584
			233,361
			346,310

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)
890 SH HONEYWELL INTL INC	P	1984-05-09	2017-02-02
454 363 SH BRIGHTHOUSE FINL	P	2014-03-27	2017-11-03
4000 SH INGERSOLL-RAND CO LTD	P	2001-12-31	2017-02-02
454 545 SH BRIGHTHOUSE FINL	P	2014-08-06	2017-11-03
750 SH DOW CHEMICAL CO	P	1998-09-25	2017-02-06
454 545 SH BRIGHTHOUSE FINL	P	2014-10-09	2017-11-03
1250 SH DOW CHEMICAL CO	P	2009-01-08	2017-02-06
454 545 SH BRIGHTHOUSE FINL	P	2014-02-18	2017-11-03
2000 SH DOW CHEMICAL CO	P	2002-01-31	2017-02-06
181 818 SH BRIGHTHOUSE FINL	P	2015-01-23	2017-11-03

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)
105,570		6,373	99,197
28,197		27,280	917
317,777		49,256	268,521
28,209		26,661	1,548
45,053		20,778	24,275
28,209		26,492	1,717
75,089		19,350	55,739
28,209		26,308	1,901
120,142		58,240	61,902
11,283		10,325	958

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) 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	
			99,197
			917
			268,521
			1,548
			24,275
			1,717
			55,739
			1,901
			61,902
			958

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)
4000 SH HALLIBURTON CO	P	2014-12-24	2017-02-08
909 091 SH BRIGHTHOUSE FINL	P	2014-01-29	2017-11-03
300 SH GENERAL MLS INC	P	2007-08-10	2017-02-15
454 545 SH BRIGHTHOUSE FINL	P	2014-02-04	2017-11-03
250,000 ALCOA INC NT 6 75%	P	2009-09-11	2017-06-19
454 546 SH BRIGHTHOUSE FINL	P	2014-10-15	2017-11-03
50,000 ALCOA INC NT 6 75%	P	2009-09-14	2017-06-19
26000 SH ALLEGION PUB LTD	P	2001-12-31	2017-08-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
226,989		161,135	65,854
56,417		51,268	5,149
300,000		296,745	3,255
28,209		24,658	3,551
263,566		249,468	14,098
28,209		24,325	3,884
52,713		49,868	2,845
2,076,988		244,813	1,832,175

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) 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	
			65,854
			5,149
			3,255
			3,551
			14,098
			3,884
			2,845
			1,832,175

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	TREASURER/DI 4 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
WILLIAM HANDELMAN	VP/ASST TR/D 4 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOSEPH HANDELMAN	DIRECTOR 2 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
JOHN YOUNG CAHILL GORDON & REINDEL	FORMER DIREC 1 00	6,000	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				
RICHARD HANDELMAN	PRESIDENT/DI 4 00	23,000	0	0
MEYER HANDELMAN COMPANY 800 WESTCHESTER AVENUE RYE BROOK, NY 10573				
DAVID BOYLE	SECRETARY/DI 2 00	23,000	0	0
158 ZACCHEUS MEAD LANE GREENWICH, CT 06831				
JUDY HERMAN	DIRECTOR 2 00	7,000	0	0
387 HEATHCOTE ROAD SCARSDALE, NY 10583				

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>				
BETH ISRAEL DEACONESS MED CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	RESEARCH IN CONSIOUSNESS AND AWARENE	154,609
BETH ISRAEL DEACONESS MED CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	REFUND OF GRANT -TERMINATED RESEARCH	-455,820
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	HIPPOCAMPAL CIRCUIT DYNAMICS IN MEMO	354,977
CAPROCK CULTURAL ASSOCIATION109 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	7,000
Total ▶ 3a				11,700,646

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>				
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	PUBLIC	CELL BIOLOGY IN VIVO IMAGING LIPID	70,568
CARNEGIE INSTITUTION OF WASHINGTON 115 W UNIVERSITY PARKWAY BALTMORE, MD 21210	NONE	PUBLIC	NOVEL MODULATIONS OF APOLIPOPROTEIN	73,756
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTHROPOGENY 9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA, CA 920930687	NONE	PUBLIC	ESTABLISH CENTER FOR ANTHROPOGENY	333,335
CENTER FOR ACADEMIC RESEARCH & TRAINING IN ANTROPOLOGY 9500 GILMAN DRIVE UNIVERSITY OF CA SD LA JOLLA, CA 920930687	NONE	PUBLIC	GENERAL SUPPORT	250,000
CHIDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC	UNDERSTANDING MITOCHONDRIAL MOVEMENT	164,954
Total ► 3a				11,700,646

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>				
COLD SPRING HARBOR LABORATORYONE BUNG TOWN 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	232,766
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	CHROMOSONAL DUPLICATION-EVOL & ADAPT	110,000
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC	RESEARCH IN IMMUNOLOGY	483,332
EINSTEIN COLLEGE OF MEDICINE1300 MORRIS PARK AVE ULLMANN 703 BRONX, NY 10461	NONE	PUBLIC	CONNECTOMICS OF NEMATODE NERV SYS	125,000
Total 				11,700,646
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 <i>Paid during the year</i>				
FRED HUTCHINSON CANCER CENTER1100 FAIRVIEW AVE N P O BOX 19024 SEATTLE, WA 981091024	NONE	PUBLIC	USING EVOLUTIONARY HIST- ANTI-VIRALS	125,000
FRIENDS OF MONTECITO LIBRARY 1102 EAST MONTECITO ST SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL SUPPORT	20,000
GARZA COUNTY HISTORICAL MUSEUM119 N AVENUE N POST, TX 79356	NONE	501(C)(3)	GENERAL SUPPORT	8,000
HARVARD MEDICAL SCHOOL 220 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC	MAMMALIAN CIRCADIAN CLOCKS	173,195
HARVARD SCHOOL OF PUBLIC HEALTH 677 HUNTINGTON AVE BOSTON, MA 02115	NONE	PUBLIC	LIPID DROPLET FORMATION & GROWTH	329,995
Total ► 3a				11,700,646

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>				
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	FORM/FUNCTION DYNAMIC BIO NAN-MACHIN	178,468
MASSACHUSSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	NONE	PUBLIC	LYME DISEASE RHEUMATOID ARTHRITIS	110,000
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 NEW YORK, NY 10065	NONE	PUBLIC	MECHANISM & REGULATN COHESN HMN CELL	137,500
Total ► 3a				11,700,646

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>				
NYU LANGONE MEDICAL CENTER550 1ST AVENUE NEW YORK, NY 10016	NONE	PUBLIC	CONTROL OF SLEEP- NEUROTRANSMITTER RE	140,985
POST-GARZA COUNTY EMS 608 W 6TH STREET B POST, TX 79356	NONE	PUBLIC	GENERAL SUPPORT	14,000
PRINCETON UNIVERSITY 91 PROSPECT AVENUE PRINCETON, NJ 08544	NONE	PUBLIC	SEEING THE MEMORY OF A SMELL	150,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	WHAT MAKES HUMANS UNIQUE FROM OTHERS	400,000
SALK INSTITUTEPO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	GENERATING HUMAN ORGANS AND TISSUES	540,000
Total ► 3a				11,700,646

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>				
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 921805800	NONE	PUBLIC	GENE EDITING TECH TO CURE HEMATOPOI	237,000
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 AND VACCINE POTENTIAL	82,026
STANFORD UNIVERSITY 318 CAMPUS DRIVE STANDFORD, CA 94305	NONE	PUBLIC	MOLECULAR & CELLULAR BASIS OF BIOLOG	666,668
STANFORD UNIVERSITY PALO ALTO 318 CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC	IMMUNE GENE SYNAPTIC PLASTICITY	275,000
Total ▶ 3a				11,700,646

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>				
TEXAS BIOMEDICAL RESEARCH INSTITUTE 7620 NW LOOP 410 SAN ANTONIO, TX 78227	NONE	PUBLIC	RESEARCH IN BRAIN FUNCTION	330,000
TUFTS UNIVERSITY 419 BOSTON AVENUE MEDFORD, MA 02155	NONE	PUBLIC	NON-NEURAL BIOELECTRIC NETWORKS	164,498
UNIVERSITY OF CALIFORNIA BERKELEY5 DURANT HALL BERKELEY, CA 94720	NONE	PUBLIC	DISICCATION TOLERANCE	108,338
UNIVERSITY OF CALIFORNIA LOS ANGELES405 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC	SYNAPTIC SPECIFICITY	272,750
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	MOLECULAR GLYCOBIOLOGY	497,822
Total 				11,700,646
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 <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	BRAINWIDE ACTIVITY IN A FRUIT FLY	380,752
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC	GLYCAN DIVERSITY-EVOLUTIONARY FORCE	153,406
UNIVERSITY OF CALIFORNIA SANTA BARBARA1210 CHEADLE HALL SANTA BARBARA, CA 931062014	NONE	PUBLIC	DISSECTING MECHANOTRANSDUCTION	220,000
UNIVERSITY OF SOUTHERN CALIFORNIA HEALTH SCIENCES CAMPUS LOS ANGELES, CA 90033	NONE	PUBLIC	CELLULAR SUBSTRATE OF FEELINGS	240,666
UNIVERSITY OF KANSAS MEDICAL CENTER3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	EMERGENT PATTERN FORMATION EMBRYOS	2,000
Total ► 3a				11,700,646

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>				
UNIVERSITY OF KANSAS MEDICAL CENTER3901 RAINBOW BLVD KANSAS CITY, KS 66160	NONE	PUBLIC	SYNTHETIC CELL SURFACE RECEPTORS	166,341
UNIVERSITY OF MASSACHUSETTS MEDICAL CENTER 300 MASSACHUSETTS AVENUE AMHERST, MA 01003	NONE	PUBLIC	ORGANISMAL TRANSDIFFERENTIATION	250,000
UNIVERSITY OF PENNSYLVANIA W-E338 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	75,000
WASHINGTON UNIVERSITY 7425 FORSYTH AVENUE SUITE 1200 ST LOUIS, MO 631052161	NONE	PUBLIC	NEURON SPECIFIC EPIGENOME	233,332
Total 3a				11,700,646

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>				
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	REPROGRAMMING CELL DIVISION	159,500
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	ANTI-PARASITIC THERAPIES	125,000
WHITEHEAD INSTITUTE 9 CAMBRIDGE CENTER CAMBRIDGE, MA 021421479	NONE	PUBLIC	PRIONS- EVOLUTION /FORMATION OF MEMOR	346,500
YALE UNIVERSITY SCHOOL OF MEDICINEPO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	PALMITOYLATION- GOLGI TRAFFIC	366,666
YALE UNIVERSITY SCHOOL OF MEDICINEPO BOX 2038 NEW HAVEN, CT 065212100	NONE	PUBLIC	NANOSCALE OBSERVATION/MANIPULATION	375,000
Total ▶ 3a				11,700,646

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>				
YALE UNIVERSITYPO BOX 2038 NEW HAVEN, CT 06521	NONE	PUBLIC	APPLYING NANO-PHYSICS TO EPOGENETICS	213,574
Total ▶ 3a				11,700,646

TY 2017 Accounting Fees Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	38,500	38,500		
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 2017 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
			5,129			3,234			

TY 2017 Investments Corporate Bonds Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300000 GENERAL MLS INC 5.7%		
300000 AT&T INC 5.5%	297,300	300,858
300000 PEPSICO INC 5.0%	298,458	303,906
300000 ALCOA INC 6.75%		
300000 INGERSOLL-RAND GLBL 6.875%	290,340	308,688
300000 BANK OF AMERICA CORP 5.49%	298,383	310,594
250000 CONSOLIDATED EDISON 6.65%	249,889	263,312

TY 2017 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		
35200 SH 3M COMPANY		
3400 SH 3M COMPANY	332,745	8,002,580
10,000 SH AIR PRODUCTS & CHEMICALS I	709,015	1,640,800
26000 SH ALLEGION PUB LTD CO		
40080 SH ALLSTATE CORP		
38000 SH ALLSTATE CORP	302,791	3,978,980
25000 SH AMGEN INC	1,730,709	4,347,500
24,500 SH APPLE INC	1,768,135	4,146,135
38000 SH AUTOMATIC DATA PROCESSING		
36000 SH AUTOMATIC DATA PROCESSING	1,095,795	4,218,840
48076 SH BAXTER INTL INC	174,584	3,107,633
63000 SH BP PLC ADR	615,538	2,647,890
70000 SH BRISTOL MYERS SQUIBB CO	267,955	4,289,600
30000 SH CATERPILLAR INC	123,917	4,727,400
72000 SH COLGATE PALMOLIVE CORP	503,700	5,432,400
80000 SH CONAGRA FOODS INC	1,415,456	3,013,600
120000 SH CORNING INC	782,318	3,838,800
45,000 SH DEVON ENERGY CORP	2,252,100	1,863,000
38000 SH DEVON ENERGYCORP		
70000 SH DOW CHEMICAL CO		
123696 SH DOWDUPONT INC	1,370,353	8,809,202
90000 SH DUKE ENERGY	1,432,874	2,523,300
45000 SH E I DUPONT DE NEMOURS & CO		
48000 SH EMERSON ELECTRIC CO	1,287,420	3,345,120
78720 SH EMBRIDGE INC	1,631,346	3,078,739
33000 SH ENTERGY CORPORATION NEW	714,370	2,685,870
103,661 SH FREEPORT-MCMORAN INC	2,497,602	1,965,413
130000 SH GENERAL ELECTRIC CO	225,423	2,268,500
65000 SH GILEAD SCIENCES INC	1,359,539	4,656,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
80000 SH HALLIBURTON CO		
76000 SH HALLIBURTON CO	582,953	3,714,120
40000 SH HOME DEPOT INC		
38000 SH HOME DEPOT INC	1,136,679	7,202,140
72000 SH HONEYWELL INTL INC		
66000 SH HONEYWELL INTL INC	387,498	10,121,760
25000 SH IBM CORPORATION	467,189	3,835,500
35000 SH ILLINOIS TOOL WORKS INC	1,670,610	5,839,750
83,000 SH INGERSOLL-RAND PUBLIC LTD	1,022,065	7,402,770
87000 SH INGERSOLL RAND PAPER		
10000 SH INTEL CORP	2,326,133	4,616,000
65000 SH INTERNATIONAL PAPER CO	1,258,977	3,766,100
25000 SH INTERNATIONAL BUSINESS MACH		
42975 SH JOHNSON CONTROLS INTL PLC		
50000 SH JOHNSON CONTROLS INTL	953,432	1,905,500
92000 SH KELLOGG COMPANY	309,062	6,254,160
57000 SH KIMBERLY CLARK CORP	167,448	6,877,620
26666 SH LAMB WESTON HLDGS INC		
30000 SH LAMB WESTON HLDGS INC	563,173	1,693,500
110000 SH MARATHON OIL CORP		
120000 SH MARATHON OIL CORP	909,171	2,031,600
50000 SH MARATHON PETROLEUM CORP	484,400	6,598,000
23000 SH MCDONALDS CORP	1,311,886	3,958,760
31000 SH MCKESSON CORP	293,132	4,834,450
32000 SH MEDTRONIC INC		
36000 SH MEDTRONIC INC	2,722,242	2,907,000
82000 SH MERCK & CO INC	178,561	4,614,140
42000 SH METLIFE INC	1,879,721	2,123,520
75000 SH MICROSOFT CORP	1,910,389	6,415,500
60000 SH NEWMONT MINING CORP	1,127,709	2,251,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50000 SH NEXTERA ENERGY INC		
48000 SH NEXTERA ENERGY INC	722,477	7,497,120
20000 PENTAIR PLC	816,867	1,412,400
24000 SH PEPSICO INC	1,676,463	2,878,080
195000 SH PFIZER INC	1,338,787	7,062,900
80000 SH PROCTER & GAMBLE CO	268,218	7,350,400
40000 SH QUALCOMM INC		
44000 SH QUALCOMM INC	2,869,139	2,816,880
7500 SHIRE PLC	1,425,867	1,163,400
80000 SPECTRA ENERGY CORP		
31875 SH STANLEY BLACK & DECKER INC	628,730	5,408,869
30000 SH STARBUCKS CORP		
34000 SH STARBUCKS CORP	1,907,413	1,952,620
100000 SH SYSCO CORP		
96000 SH SYSCO CORP	636,880	5,830,080
30066 SH TE CONNECTIVITY LTD	467,703	2,857,473
25000 SH UNITED TECHNOLOGIES CORP	1,642,636	3,189,250
15000 SH VANGUARD FTSE DEV MKT FD	602,475	672,900
15000 SH VANGUARD INTL EQUITY IDX	612,696	688,650
107422 SH VERIZON COMMUNICATIONS	1,111,319	5,685,846
32000 SH WALMART STORES INC		
28000 SH WALGREEN BOOTS ALLIANCE INC	1,841,129	2,033,360
22000 SH WALGREENS BOOTS ALLIANCE IN		
32000 SH WALMART STORES INC	1,676,833	3,160,000

TY 2017 Investments Government Obligations Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

**US Government Securities - End
of Year Book Value:**

1,988,347

**US Government Securities - End
of Year Fair Market Value:**

1,994,620

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

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

TY 2017 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
	5,230,683	440,262	4,790,421	4,790,421

TY 2017 Investments - Other Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES	FMV	24,950,315	26,968,000
LYNN COUNTY ROYALTY PROPERTY	FMV	419,000	419,000

TY 2017 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	12,982	50,286	50,286
OTHER ASSETS	4,039	4,015	4,015
ACCRUED INTEREST	335,534	295,743	295,743
DEPOSITS AND A/R- TEXAS		95,778	95,778

TY 2017 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	95,785	95,478		
INSURANCE	82,698			82,698
OFFICE EXPENSE	14,652			14,652
COMPUTER	18,402			18,402
FARM PROCEEDS EXPENSES	30,184	30,184		
PASTURE RENT EXPENSES	14,553	14,553		
FILING FEES	1,500			1,500
CUSTODIAN FEES ON INVESTMENTS	21,459	21,459		
SUBSCRIPTIONS	24			24

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	9,312			9,312
BANK FEES	-3,711	-3,711		

TY 2017 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	4,413,402	4,413,402	
OIL & GAS ROYALTIES	89,708	89,708	
LEASE RENTAL- OIL & GAS	100	100	
SALE OF WATER	115	115	
FARM RENT CROP PROCEEDS	58,165	58,165	
PASTURE RENTALS	18,820	18,820	
PASTURE RENT DAMAGE PROCEEDS	1,380	1,380	
PASTURE RENT- GRANT REFUND	27,012	27,012	

TY 2017 Other Increases Schedule

Name: THE G HAROLD & LEILA Y MATHERS
CHARITABLE FOUNDATION

EIN: 23-7441901

Description	Amount
DECREASE IN GRANTS PAYABLE	3,240,287
ROUNDING	3

TY 2017 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	575,244	575,244		

TY 2017 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	453,850	453,850		
PRODUCTION TAX EXPENSE	188,203	188,203		
EXCISE TAX	252,696			
FOREIGN TAX	18,069	18,069		