

2001

Open to Public Inspection

Form 990

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

Department of the Treasury Internal Revenue Service

A For the 2001 calendar year, or tax year period beginning and ending

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: THE MESOTHELIOMA APPLIED RESEARCH FOUNDATION, INC. D Employer identification number: 75-2816066. E Telephone number: 805-560-8942. F Accounting method: X Cash, Accrual.

G Web site: HTTP://WWW.MARF.ORG

J Organization type (check only one): X 501(c)(3), 4947(a)(1), 527

K Check here if the organization's gross receipts are normally not more than \$25,000. I Enter 4-digit GEN. M Check if the organization is not required to attach Sch B.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 571,415.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received (Total 536,911); 2 Program service revenue including government fees and contracts; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities (Total 34,504); 6 a Gross rents, b Less rental expenses, c Net rental income or (loss); 7 Other investment income; 8 a Gross amount from sale of assets other than inventory (Securities, Other), b Less cost or other basis and sales expenses, c Gain or (loss); 9 Special events and activities; 10 a Gross sales of inventory less returns and allowances, b Less cost of goods sold, c Gross profit or (loss); 11 Other revenue; 12 Total revenue (571,415); 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates (Total 233,898); 17 Total expenses; 18 Excess or (deficit) for the year (337,517); 19 Net assets or fund balances at beginning of year (620,313); 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year (957,830).

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Part II Statement of Functional Expenses		All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others			
Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) cash \$193,563. noncash \$	22 193,563.	193,563.	STATEMENT 3.	
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc	25 2,150.	2,150.	0.	0.
26	Other salaries and wages	26			
27	Pension plan contributions	27			
28	Other employee benefits	28			
29	Payroll taxes	29			
30	Professional fundraising fees	30			
31	Accounting fees	31 1,245.	98.	69.	1,078.
32	Legal fees	32			
33	Supplies	33 2,313.	20.	164.	2,129.
34	Telephone	34 2,780.	2,224.	417.	139.
35	Postage and shipping	35 2,374.	1,115.	115.	1,144.
36	Occupancy	36			
37	Equipment rental and maintenance	37			
38	Printing and publications	38 1,696.	455.	4.	1,237.
39	Travel	39 7,840.	7,723.	117.	
40	Conferences, conventions, and meetings	40 4,960.	4,960.		
41	Interest	41			
42	Depreciation, depletion, etc (attach schedule)	42 1,683.		1,683.	
43	Other expenses not covered above (itemize)				
a		43a			
b		43b			
c		43c			
d		43d			
e	SEE STATEMENT 1	43e 13,294.	11,700.	1,421.	173.
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	44 233,898.	224,008.	3,990.	5,900.

Joint Costs Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,
 (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments		Program Service Expenses
What is the organization's primary exempt purpose? PROVIDE MEDICAL RESEARCH GRANTS		(Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)
a	MEDICAL RESEARCH GRANTS - MAJOR ACCOMPLISHMENTS INCLUDE RESEARCH GRANTS TO TWO UNIVERSITIES AND DR. JOSEPH TESTA AFFILIATED WITH FOX CHASE CANCER CENTER HOSPITAL. (Grants and allocations \$ 193,563.)	205,961.
b	SEE STATEMENT 2 (Grants and allocations \$)	17,078.
c	ADVOCACY SERVICES - REIMBURSE TRAVEL EXPENSES OF DIRECTOR DR. MICHAEL HARBUT TO TESTIFY AT SENATE HEARING (Grants and allocations \$)	969.
d	 (Grants and allocations \$)	
e	Other program services (attach schedule) (Grants and allocations \$)	
f	Total of Program Service Expenses (should equal line 44 column (B), Program services)	224,008.

Part IV Balance Sheets

Note		(A) Beginning of year	(B) End of year
<i>Where required, attached schedules and amounts within the description column should be for end-of-year amounts only</i>			
Assets	45 Cash - non-interest-bearing	611,865.	45 570,522.
	46 Savings and temporary cash investments		46
	47 a Accounts receivable	47a	
	b Less allowance for doubtful accounts	47b	47c
	48 a Pledges receivable	48a	
	b Less allowance for doubtful accounts	48b	48c
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees		50
	51 a Other notes and loans receivable	51a	
	b Less allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53
	54 Investments - securities STMT 4 STMT 5 <input checked="" type="checkbox"/> Cost <input type="checkbox"/> FMV	0.	54 380,546.
	55 a Investments - land, buildings, and equipment basis	55a	
	b Less accumulated depreciation	55b	55c
56 Investments - other		56	
57 a Land, buildings, and equipment basis	57a 10,051.		
b Less accumulated depreciation STMT 6	57b 3,289.	57c 2,848.	
58 Other assets (describe <input type="checkbox"/>)	5,600.	58 0.	
59 Total assets (add lines 45 through 58) (must equal line 74)	620,313.	59 957,830.	
Liabilities	60 Accounts payable and accrued expenses		60
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees		63
	64 a Tax-exempt bond liabilities		64a
	b Mortgages and other notes payable		64b
	65 Other liabilities (describe <input type="checkbox"/>)		65
66 Total liabilities (add lines 60 through 65)	0.	66 0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		
	67 Unrestricted		67
	68 Temporarily restricted		68
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal or current funds	661,865.	70 661,865.
	71 Paid-in or capital surplus, or land, building, and equipment fund	0.	71 0.
	72 Retained earnings, endowment, accumulated income, or other funds	-41,552.	72 295,965.
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	620,313.	73 957,830.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	620,313.	74 957,830.

Form 990 is available for public inspection and for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

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Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return		Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return	
a Total revenue gains and other support per audited financial statements	a N/A	a Total expenses and losses per audited financial statements	a N/A
b Amounts included on line a but not on line 12, Form 990		b Amounts included on line a but not on line 17, Form 990	
(1) Net unrealized gains on investments \$		(1) Donated services and use of facilities \$	
(2) Donated services and use of facilities \$		(2) Prior year adjustments reported on line 20, Form 990 \$	
(3) Recoveries of prior year grants \$		(3) Losses reported on line 20, Form 990 \$	
(4) Other (specify) \$		(4) Other (specify) \$	
Add amounts on lines (1) through (4)	b	Add amounts on lines (1) through (4)	b
c Line a minus line b	c	c Line a minus line b	c
d Amounts included on line 12, Form 990 but not on line a		d Amounts included on line 17, Form 990 but not on line a	
(1) Investment expenses not included on line 6b, Form 990 \$		(1) Investment expenses not included on line 6b, Form 990 \$	
(2) Other (specify) \$		(2) Other (specify) \$	
Add amounts on lines (1) and (2)	d	Add amounts on lines (1) and (2)	d
e Total revenue per line 12, Form 990 (line c plus line d)	e	e Total expenses per line 17, Form 990 (line c plus line d)	e

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated)				
(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 & deferred compensation	(E) Expense account and other allowances
DR. ROBERT B. CAMERON P.O. BOX 951741 LOS ANGELES, CA 90095	BOARD MEMBER 0	0.	0.	0.
DR. ROBERT J. GINSBERG EN 10-226 200 ELIZABETH STREET CANADA	BOARD MEMBER 2	2,150.	0.	0.
DR. MICHAEL HARBUT 118 N. WASHINGTON AVE. ROYAL OAK, MI 48067	BOARD MEMBER 2	0.	0.	0.
ROBERT KOMINTOR 520 MADISON AVENUE NEW YORK, NY 10022	BOARD MEMBER 2	0.	0.	0.
DR. BRIAN W. LOGGIE 1400 EIGHTH AVE, STE 101 FORT WORTH, TX 76104	BOARD MEMBER 2	0.	0.	0.
WILLIAM POWELL 516 VIRGINIA DARE DRIVE VIRGINIA BEACH, VA 23451	BOARD MEMBER 2	0.	0.	0.
SUSAN VENTO 553 DEER RIDGE LANE MAPLEWOOD, MN 55119	BOARD MEMBER 2	0.	0.	0.
NICHOLAS J. VOGELZANG 5481 S. MARYLAND AVE, MC 1140 CHICAGO, IL 60637	BOARD MEMBER 2	0.	0.	0.
ROGER G. WORTHINGTON 3219 MCKINNEY AVE #1500 DALLAS, TX 75209	PRESIDENT/TREASURER 25	0.	0.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations of which more than \$10,000 was provided by the related organizations? If "Yes" attach schedule Yes No Form 990 (2001)

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Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	X	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?		X
80b	If "Yes," enter the name of the organization <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures. See line 81 instructions		0.
81b	Did the organization file Form 1120-POL for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
82b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
85a	501(c)(4), (5), or (6) organizations: Were substantially all dues nondeductible by members?		N/A
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?		N/A
85c	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
85d	Dues, assessments, and similar amounts from members		N/A
85e	Section 162(e) lobbying and political expenditures		N/A
85f	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		N/A
85g	Taxable amount of lobbying and political expenditures (line 85d less 85e)		N/A
85h	Does the organization elect to pay the section 6033(e) tax on the amount in 85f?		N/A
85i	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
86a	501(c)(7) organizations: Enter a Initiation fees and capital contributions included on line 12		N/A
86b	Gross receipts, included on line 12, for public use of club facilities		N/A
87a	501(c)(12) organizations: Enter a Gross income from members or shareholders		N/A
87b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89a	501(c)(3) organizations: Enter Amount of tax imposed on the organization during the year under section 4911 <input type="checkbox"/> 0., section 4912 <input type="checkbox"/> 0., section 4955 <input type="checkbox"/> 0.		
89b	501(c)(3) and 501(c)(4) organizations: Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
89c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
89d	Enter Amount of tax on line 89c, above, reimbursed by the organization		0.
90a	List the states with which a copy of this return is filed <input type="checkbox"/> CALIFORNIA		
90b	Number of employees employed in the pay period that includes March 12, 2001		0
91	The books are in care of <input type="checkbox"/> ETHEL GEARY Telephone no <input type="checkbox"/> 805-687-3111		
	Located at <input type="checkbox"/> 3887 STATE STREET #104, SANTA BARBARA, CA ZIP + 4 <input type="checkbox"/> 93105		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> 92 <input type="checkbox"/> N/A		

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 32)

Note Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513 or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	34,504.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		34,504.	0.
105 Total (add line 104, columns (B), (D), and (E))					34,504.

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 32)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 33)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 33)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

I am preparing this return on behalf of the organization and to the best of my knowledge and belief it is true information of which preparer has any knowledge

2/26/02 Christopher E. Hahn, Executive Director

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2001

Name of the organization **THE MESOTHELIOMA APPLIED RESEARCH
FOUNDATION, INC.**

Employer identification number
75 2816066

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are none enter "None")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ

Schedule A (Form 990 or 990-EZ) 2001

Part III Statements About Activities (See page 2 of the instructions)

		Yes	No
1	During the year has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes" enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions) SEE STATEMENT 7		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e	Transfer of any part of its income or assets?		X
3	Does the organization make grants for scholarships fellowships student loans etc? (See Note below)	X	
4	Do you have a section 403(b) annuity plan for your employees?		X
Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments SEE STATEMENT 8			

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state **▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

THE MESOTHELIOMA APPLIED RESEARCH

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting
 Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	622,626.	46,225.	0.	0.	668,851.
16 Membership fees received	0.	0.	0.	0.	
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	0.	0.	0.	0.	
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	22,059.	619.	0.	0.	22,678.
19 Net income from unrelated business activities not included in line 18	0.	0.	0.	0.	
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0.	0.	0.	0.	
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.	0.	0.	0.	0.	
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	644,685.	46,844.	0.	0.	691,529.
24 Line 23 minus line 17	644,685.	46,844.			691,529.
25 Enter 1% of line 23	6,447.	468.			

26 Organizations described on lines 10 or 11

a Enter 2% of amount in column (e), line 24 ▶ 26a 13,831.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ 26b 0.

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ 26c 691,529.

d Add: Amounts from column (e) for lines 18 22,678. 19 _____
 22 _____ 26b _____ ▶ 26d 22,678.

e Public support (line 26c minus line 26d total) ▶ 26e 668,851.

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ 26f 96.7206%

27 Organizations described on line 12

a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A

(2000)	(1999)	(1998)	(1997)
--------	--------	--------	--------

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A

(2000)	(1999)	(1998)	(1997)
--------	--------	--------	--------

c Add: Amounts from column (e) for lines 15 _____ 16 _____
 17 _____ 20 _____ 21 _____ ▶ 27c N/A

d Add: Line 27a total _____ and line 27b total _____ ▶ 27d N/A

e Public support (line 27c total minus line 27d total) ▶ 27e N/A

f Total support for section 509(a)(2) test. Enter amount on line 23, column (e) ▶ 27f N/A

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ 27g N/A %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ 27h N/A %

28 Unusual Grants For an organization described in line 10, 11, or 12, that received any unusual grants during 1997 through 2000, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

THE MESOTHELIOMA APPLIED RESEARCH

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered "Yes" to any of the above please explain (If you need more space, attach a separate statement)		
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation		

THE MESOTHELIOMA APPLIED RESEARCH

Schedule A (Form 990 or 990-EZ) 2001 FOUNDATION, INC.

75-2816066 Page 5

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount Enter the amount from the following table -		
If the amount on line 40 is -		
Not over \$500,000	20% of the amount on line 40	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000	\$1,000,000	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

N/A

During the year, did the organization attempt to influence national state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations seminars conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions)

51 Did the reporting 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 organization to a noncharitable exempt organization of

Table with 3 columns: Question, Yes, No. Rows include 51a(i) Cash, a(ii) Other assets, b(i) Other transactions, b(i) Sales or exchanges of assets, b(ii) Purchases of assets, b(iii) Rental of facilities, b(iv) Reimbursement arrangements, b(v) Loans or loan guarantees, b(vi) Performance of services, and c Sharing of facilities.

- (i) Cash
(ii) Other assets
b Other transactions
(i) Sales or exchanges of assets with a noncharitable exempt organization
(ii) Purchases of assets from a noncharitable exempt organization
(iii) Rental of facilities, equipment, or other assets
(iv) Reimbursement arrangements
(v) Loans or loan guarantees
(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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 organization. If the organization 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.

N/A

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions and sharing arrangements.

52 a Is the organization 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 (X)

b If "Yes" complete the following schedule

N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Schedule B
(Form 990, 990-EZ, or
990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

2001

Name of organization

THE MESOTHELIOMA APPLIED RESEARCH
FOUNDATION, INC.

Employer identification number

75-2816066

Organization type (check one)

Filers of

Section

Form 990 or 990 EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990 PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General rule** or a **Special rule** (**Note** Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule-see instructions)

General Rule-

For organizations filing Form 990, 990-EZ, or 990 PF that received, during the year, \$5 000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990 EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5 000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2001)

Name of organization THE MESOTHELIOMA APPLIED RESEARCH FOUNDATION, INC.	Employer identification number 75-2816066
--	--

Part I Contributors (See Specific Instructions)

(a) No	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SEE STATEMENT ATTACHED	\$ 429,629.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Contributor Address

**Aggregate
Contribution**

\$5,000 00

\$5,000 00

\$50,000 00

\$10,000 00

\$20,000 00

\$5,000 00

\$15,000 00

\$5,000 00

\$5,000 00

\$4,200 00

\$10,000 00

\$50,000 00

\$20,060 00

\$10,000 00

\$5,000 00

\$5,000 00

\$5,215 00

\$5,000 00

\$25,000 00

\$30,000 00

\$51,548 00

\$8,500 00

\$5,106 00

\$50,000 00

\$25,000 00

\$429,629 00

FORM 990	OTHER EXPENSES			STATEMENT 1
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
ADVERTISING	2,129.	2,129.		
BANK CHARGES	208.	12.	196.	
COMPUTER & INTERNET SERVICES	1,652.	1,361.	150.	141.
DUES & SUBSCRIPTIONS	5.			5.
FILING FEES	5.		5.	
PROFESSIONAL SERVICES	792.		792.	
PUBLIC RELATIONS	3,971.	3,898.	46.	27.
STIPENDS	4,300.	4,300.		
RE-INVESTMENT EXPENSE	232.		232.	
TOTAL TO FM 990, LN 43	13,294.	11,700.	1,421.	173.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 2

DESCRIPTION OF PROGRAM SERVICE TWO

EDUCATION AND AWARENESS SERVICES CONSISTING OF PRESS RELEASES AND PUBLICITY REGARDING GRANTS, PROVIDE SUPPORT TO PATIENTS AND FAMILY MEMBERS, DISTRIBUTION OF EDUCATIONAL BROCHURES, WEB SITE MAINTENANCE TO PROMOTE AWARENESS OF THE DISEASE

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE B		17,078.

FORM 990 CASH GRANTS AND ALLOCATIONS STATEMENT 3

CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
MEDICAL RESEARCH	UNIVERSITY OF CHICAGO	CHICAGO, IL	NONE	43,682.
MEDICAL RESEARCH	BRIGHAMS & WOMENS HOSPITAL		NONE	49,891.
MEDICAL RESEARCH	UNIVERSITY OF CHICAGO	CHICAGO, IL	NONE	49,990.

MEDICAL RESEARCH	FOX CHASE CANCER CENTER	NONE	50,000.
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TOTAL INCLUDED ON FORM 990, PART II, LINE 22			193,563.
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FORM 990	NON-GOVERNMENT SECURITIES	STATEMENT	4
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SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
BEST BUY STOCK MUNDER INDEX 500 FUND	5,215.				5,215.
				130,677.	130,677.
TO 990, LN 54 COL B	5,215.			130,677.	135,892.

FORM 990	GOVERNMENT SECURITIES	STATEMENT	5
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DESCRIPTION	U.S. GOVERNMENT	STATE AND LOCAL GOV'T	TOTAL GOV'T SECURITIES
US TREASURY BONDS	244,654.		244,654.
TOTAL TO FORM 990, LINE 54, COL B	244,654.		244,654.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	6
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE	3,290.	2,194.	1,096.
VIDEOTEX	761.	295.	466.
OTHER INTANGIBLE ASSETS	6,000.	800.	5,200.
TOTAL TO FORM 990, PART IV, LN 57	10,051.	3,289.	6,762.

Depreciation and Amortization
(Including Information on Listed Property) 990

2001

Attachment
Sequence No 67

▶ See separate instructions ▶ Attach to your tax return

Name(s) shown on return THE MESOTHELIOMA APPLIED RESEARCH FOUNDATION, INC.	Business or activity to which this form relates FORM 990 PAGE 2	Identifying number 75-2816066
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Part I Election To Expense Certain Tangible Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount See instructions for a higher limit for certain businesses	1	24,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	\$200,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter 0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2000 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2002 Add lines 9 and 10, less line 12	▶ 13	

Note Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14 Special depreciation allowance for certain property (other than listed property) acquired after September 10, 2001 (see instructions)	14	
15 Property subject to section 168(f)(1) election (see instructions)	15	
16 Other depreciation (including ACRS) (see instructions)	16	1,097.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2001	17	186.
18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2001 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3 year property						
b 5 year property						
c 7 year property						
d 10-year property						
e 15 year property						
f 20 year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2001 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12 year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations see instr	22	1,283.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution See instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for listed property acquired after September 10, 2001, and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L		
		%				S/L		
		%				S/L		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? Note If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2001 tax year					
43 Amortization of costs that began before your 2001 tax year				43	400.
44 Total Add amounts in column (f) See instructions for where to report				44	400.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis - ITC, 179 Salvage	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	MANAGEMENT AND GENERAL SOFTWARE	010100SL		3.00	16	3,290.			3,290.	1,097.		1,097.
2	VIDEOTEX	010100200DB		7.00	17	761.			761.	109.		186.
3	OTHER INTANGIBLE ASSETS	010100		180M.	42	6,000.			6,000.	400.		400.
	* 990 PAGE 2 TOTAL					10,051.		0.	10,051.	1,606.	0.	1,683.
	MANAGEMENT AND GENERAL					10,051.		0.	10,051.	1,606.	0.	1,683.
	* GRAND TOTAL 990 PAGE 2					10,051.		0.	10,051.	1,606.	0.	1,683.
	DEPR & AMORT											

**THIRD AMENDED AND RESTATED
BYLAWS OF
THE MESOTHELIOMA APPLIED RESEARCH FOUNDATION, INC.**

ARTICLE I - NAME

The name of this organization is The Mesothelioma Applied Research Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - LOCATION AND PURPOSE

2.01 The Corporation shall operate within Dallas County, Texas, and in such other areas as may be authorized by its Board of Directors (hereinafter referred to as the "Board"), for the following purposes:

A. General Purpose. This Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code")

B. Specified Purposes. The specific purposes of this Corporation shall be:

- (1) Raise funds to be distributed to persons and/or groups doing research on the prevention, treatment or cure of mesothelioma;
- (2) Create education programs to raise public awareness of the symptoms and treatments relating to mesothelioma and other asbestos cancers,
- (3) Make distributions and provide other aid to other organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

C. Other Purposes. To carry on other lawful business and activities which are necessary and proper for the accomplishment of any of the purposes enumerated previously or which are incidental to the powers herein named or which enhance the goals of the Corporation

2.02 Restrictions In all events and under all circumstances, the following provisions shall apply:

A. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.

B No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01. Nothing herein shall preclude directors or officers to also serve as employees of the Corporation

C. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), or
- (2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

D. The Board of Directors shall not authorize for review by the Science Advisory Board any research proposal that is inconsistent with the goals and purpose of the Corporation--prevention, treatment and cure of mesothelioma. The Founding Director shall have the sole authority to reject any research proposal submitted by any group or individual that may serve to bolster a litigation objective, such as research regarding the causation of mesothelioma.

E. The Founding Director has authority to refuse contributions to the Corporation if the Director has reason to believe the donor intends to manipulate the fact of the contribution for political purposes that are not consistent with the purpose of the Corporation.

F. The Corporation shall require that every donor sign an agreement that the donor will not use the fact of the contribution in jury argument. The donor must agree not to elicit testimony on direct examination regarding the donor's contribution to the Corporation. A donor may offer evidence of a contribution on rebuttal if the door is opened by adverse counsel. If a donor is accused of violating this provision, the Board will hold a meeting and vote on whether in fact a violation has occurred. If the Board determines that the donor has violated the terms and intent of these Bylaws, the donor found in violation will be removed from the Board of Directors. A "donor" includes but is not limited to the donor's employer, employees, agents, lawyers, partners or associates.

G. Membership on the Corporation's Board of Directors will not be used to influence legislation which addresses the rights of asbestos-disease claimants or the liability of defendants in the civil court system. If a donor is accused of violating this provision, the Board will hold a meeting and vote on whether in fact a violation has occurred. If the Board determines that the donor has violated the terms and intent of these Bylaws, the donor found in violation will be removed from the Board of Directors. A "member" of the Board

includes but is not limited to the member's employer, employees, staff, agents, lobbyists, lawyers, partners or associates

2.03 Office. The principal place of business of the Corporation will be in Dallas, Texas. The Corporation may have such other offices as the Board may determine.

2.04 Registered Office and Agent. The Corporation shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas. The initial registered office shall be 4807 W Lovers Lane, 2nd Floor, Dallas, Texas 75209, and the initial registered agent shall be Roger G. Worthington, P.C.

2.05 Powers of Corporation. To accomplish the objectives and purposes of the Corporation, the Corporation shall have the following powers:

A. To solicit, accept, and collect pledges, donations and contributions in cash or property, real, personal, and mixed.

B. To take by will or by gift, in trust or absolutely, cash or property, subject to any terms, conditions or limitations which may be contained in the instrument by which said cash or property is acquired.

C. To acquire by purchase, lease, contract or otherwise, any property, real, personal or mixed.

D. To borrow money and execute notes, mortgages, and other contracts.

E. To have and maintain one or more offices and to conduct any or all of its operations and business therefrom.

F. To do any or all things herein set forth as principal, agent, trustee or otherwise, alone or in company with others.

G. To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of all or any of the objectives or purposes enumerated in the Articles of Incorporation; and to have and to exercise all the powers conferred by the laws of the State of Texas upon non-profit corporations, as such laws are now in effect or may at any time hereafter be enacted or amended.

ARTICLE III - BOARD OF DIRECTORS

3.01 Government. The government of the Corporation, the direction and management of its affairs, and the control of its property, shall be vested in the Board which may exercise all such

powers of the Corporation and do all such lawful acts and things as provided by statute or by the Articles of Incorporation or by these Bylaws; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law).

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, as stated above and in the Articles of Incorporation. Corporation resources or materials may not be used without the prior approval of the Founding Director

3.02 Number The initial Board as set forth in the Corporation's Articles of Incorporation shall be comprised of three (3) members. At the organizational meeting at which these Bylaws are adopted or at any meeting thereafter, the Board shall have the authority to increase the number of the Board membership to up to nine (9) members, the identity and terms of whom shall be established by the initial Board.

3.03 Change In Number; Term. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors may be filled by election at a special meeting of the directors called for that purpose or at a regular meeting if notice of the nominee and the proposed election is given in the same manner as provided for at a special meeting. The number of directors shall never be less than three (3). Each director shall serve a term of three (3) years, such term to end on December 31 of the third calendar year following the effective date of election. Directors may serve an unlimited number of consecutive terms. The terms of Directors shall be staggered, so that one-third of all director terms expire on December 31 of each year. The Founding Director shall serve for an initial term of up to five (5) years.

3.04 Election. The initial three (3) directors designated in the Corporation's Articles of Incorporation shall have the authority to elect the remaining six (6) directors who shall serve the terms as specified in Section 3.02. The initial Board has discretion to appoint additional directors up to a total of nine (9) Directors. The selection of new Directors must be unanimous.

Roger G Worthington is designated as the Corporation's Founding Director. The Founding Director shall serve as a member of the Board of Directors of the Corporation, with the same rights and responsibilities, and with equal voice and vote, as each other Director; however, the Founding Director shall not stand for election, and shall not be limited in term or subject to removal, as otherwise set forth in this Article III. Subsequent Founding Directors shall be nominated and elected by the Board of Directors upon a 2/3 vote.

3.05 Vacancies. When a vacancy occurs on the Board by reason of death, resignation,

removal or otherwise, the Board shall have the right to fill the vacancy before the unexpired term or until a successor has been elected and qualified, even though less than a quorum of the Board remains.

3.06 Meetings The Board shall meet regularly at such time and place as the Board shall provide, but not less than annually. No notice shall be required to be given of regular meetings held in accordance with the Board's schedule for regular meetings. The first meeting shall be held immediately following the election of the directors, at the offices of the Corporation or at such other time and place as may be determined by the Board. Such other meetings of the Board shall be called by the President after three (3) days notice of such meetings, as he or she in his or her discretion, shall deem necessary. The annual meeting of the Board of Directors shall be held during the month of January, beginning with the year following incorporation of the Corporation upon the date and at the hour designated by the Board of Directors. The meeting may take place via Internet or telephone

3.07 Removal. Any director may be removed with or without cause or if he or she has had three (3) unexcused absences (as determined by the President) from Board meetings during a twelve (12) month period by action of a majority of the remaining directors at any meeting of the Board called for that purpose.

3.08 Actions Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board. Such consent shall have the same force and effect as a unanimous vote at a meeting. Consent is not necessary if a director has been notified via mail, E-mail or telephone but has not responded within three (3) days.

3.09 Quorum; Vote. At all meetings of the Board a quorum for the transaction of business shall be a majority of the Board of Directors then elected. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.10 Procedure. The Board shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

3.11 Compensation. No compensation shall be paid to any member of the Board in their capacity as director, however, nothing herein shall be construed to prohibit paying members of the Board for services rendered in their capacity as employees.

3.12 Science Advisory Board. The Founding Director has sole discretion to appoint persons to and remove persons from the Science Advisory Board. Science Advisory Board members will provide advice and counsel to the Board through their review of research grant proposals, but will not be entitled to vote. Science Advisory Board members will not be considered directors of the Corporation.

3 13 Proxy A director may vote or, to the maximum extent allowed by law, discharge his duties by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

ARTICLE IV - NOTICE AND TELEPHONE MEETINGS

4.01 Method. Whenever by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a director, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing, by mail, postage prepaid, or E-mail, addressed to the director at the address appearing on the books of the Corporation, or (b) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails.

4.02 Waiver. Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.03 Telephone Meetings. Subject to the requirements of the Texas Non-Profit Corporation Act, as amended, or these Bylaws for notice of meetings, members of the Board, or members of any committee designated by the Board may participate in and hold a meeting of the Board or committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 4.03 shall constitute being present in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V - OFFICERS

5.01 Number; Election; Term.

A. The Corporation shall have:

- (1) A president, who will be Roger G. Worthington;
- (2) A secretary, who will be Jay W. Hughes, Jr ;
- (3) And a treasurer, who will be Roger G. Worthington; and
- (4) Such other officers and assistant officers and agents as the Board may deem necessary.

B. Officers named in Section 5.01(A)(1) shall be elected by the Board on the expiration of an officer's term or whenever a vacancy exists. Officers and agents named in Sections 5.01(A)(2) and 5.01(A)(3) may be elected by the Board at any meeting.

C. Unless otherwise specified by the Board at the time of election or appointment, each officer and agent shall serve for one (1) year, ending on December 31 of the calendar year of the effective date of election. Each officer shall serve until the end of his or her term, or, if earlier, his or her death, resignation or removal. The initial President, Secretary and Treasurer shall each serve a term of three (3) years.

5.02 President. The Board of Directors shall elect a director to serve as President. The President, shall, if present, preside at all meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and exercise and perform such other powers and duties as from time to time may be assigned to him by the Board or prescribed by these Bylaws.

5.03 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

5.04 Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

5.05 Removal. Any officer, with the exceptions below, of the Corporation may be removed at any time by an affirmative vote of two-thirds (2/3) of the Board, except the original President, Treasurer and Secretary (as identified above, may not be removed for a period of three (3) years, except on a 2/3 vote of the disinterested directors, and only for gross and egregious negligence or malfeasance). No officer may be removed without the opportunity of a hearing before the Board at a proposed time and place and after reasonable notice by registered or certified mail. The Board shall then meet and elect a new officer to fill the unexpired term of such removed officer.

5.06 Vacancies. Any vacancy occurring in any office of the Corporation (by death, resignation, removal or otherwise) may be filled by the Board.

5.07 Assumption of Duties and Transfer of Records Each new officer shall assume his or her duties immediately after his or her election, and each outgoing officer shall continue in office until his or her successor is elected and qualified. Each officer, upon expiration of his or her tenure of office, shall transfer all official records and property of the Corporation then in his or her possession to his or her duly qualified successor in office.

5.8 Compensation. No salary or other compensation shall be paid any officer of the Corporation, except when specifically provided for by action of the Board.

ARTICLE VI - GENERAL PROVISIONS

6.01 Disbursements. All disbursements shall be by check. Signatories for bank accounts of the Corporation shall be as set forth by resolution of the Board. However, the Board may establish a petty cash fund for incidental expenses and disbursements. ~

6.02 Distribution of Net Earnings Prohibited. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any of its officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not in furtherance of the purposes of the Corporation.

6.03 Disposition on Dissolution Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board shall determine.

6.04 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any meeting of the Board at which a quorum is present, by the affirmative vote of a majority of the directors present, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting, mailed by the Secretary (or other officer designated by the President) to each Board member not less than ten (10) nor more than fifty (50) days prior to such meeting.

6.05 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December, unless otherwise determined by the Board.

6.06 Indemnification

A. The Corporation may indemnify a person who was or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director of the Corporation only if it is determined in accordance with paragraph E of this Section 6.06 that the person:

- (1) conducted himself or herself in good faith;
- (2) reasonably believed:
 - (a) in the case of conduct in his or her official capacity as a director of the Corporation, that his or her conduct was in the Corporation's best interest; and
 - (b) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests, and
- (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. Except to the extent permitted by paragraph D of this Section 6.06, a director may not be indemnified under paragraph A of this Section in respect of a proceeding:

- (1) in which the person is found liable on the basis that personal benefit was improperly received by the person, whether or not the benefit resulted from an action taken in the person's official capacity; or
- (2) in which the person is found liable to the Corporation.

C The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of *nolo contendere* or its equivalent is not of itself determinative that the person did not meet the requirements set forth in paragraph A of this Section 6.06. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

D A person may be indemnified under paragraph A of this Section 6.06 against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification:

- (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding; and
- (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

E. A determination of indemnification under paragraph A of this Section 6.06 must be made:

- (1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (2) if such quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (3) by special legal counsel selected by the Board or a committee of the Board by vote as set forth in subparagraph (1) or (2) of this Section 6.06 E, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or,
- (4) by the members of the Corporation, if any, in a vote that excludes the shares held by directors who are named defendants or respondents in the proceeding.

F. Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subparagraph (3) of Section 6.06 E for the selection of special legal counsel.

G. The Corporation shall indemnify a director against reasonable expenses incurred by that person in connection with a proceeding in which he is a party because he is a director if the person has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

H. Reasonable expenses incurred by a director who was or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation, in advance of the final disposition of the proceeding and without any of the determinations specified in paragraphs E and F of this Section 6.06, after the Corporation receives a written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section 6.06 and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements.

I. The written undertaking required by paragraph H of this Section 6.06 must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

J. Notwithstanding any other provision of this Section 6.06, the Corporation may pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

K. An officer of the Corporation shall be indemnified as, and to the same extent, provided in paragraph G of this Section 6.06 for a director and is entitled to seek indemnification under that paragraph to the same extent as a director. The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it may indemnify and advance expenses to directors under this Section 6.06.

L. The Corporation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary or another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan to the same extent that it may indemnify and advance expenses to directors under this Section 6.06.

M. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan, against any liability asserted against that person and incurred by that person in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify that person against that liability under this Section 6.06. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation, if any, of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, a Corporation may, for the benefit of persons indemnified by the Corporation:

- (1) create a trust fund;
- (2) establish any form of self-insurance;
- (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation, or
- (4) establish a letter of credit, guaranty, or surety arrangement.

The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

N. Any indemnification or advance of expenses to a director in accordance with this Section 6.06 shall be reported in writing to the members of the Corporation, if any, with or before the notice or waiver of notice of the next members' meeting or with or before the next submission to members of a consent to action without a meeting pursuant to Article 9.10(A) of the Texas Non-Profit Corporation Act and, in any case, within the 12-month period immediately following the date of indemnification or advance.

O. As used in these Bylaws, the following terms have the meanings set forth below:

- (1) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Corporation by operation of law and in any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Section 6.06.
- (2) "Director" means any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise
- (3) "Expenses" include court costs and attorneys' fees.
- (4) "Official capacity" means:
 - (a) when used with respect to a director, the office of director in the Corporation; and
 - (b) when used with respect to a person other than a director, the elective or appointive office in the corporation held by the

officer or the employment or agency relationship undertaken by the employee or agent in behalf of the Corporation but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

- (5) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

6.07 Loans to Directors and Officers Prohibited No loan shall be made by the Corporation to its directors or officers.

ARTICLE VII - SCIENCE ADVISORY BOARD

7.01 Designation. The Founding Director has sole discretion to designate a Science Advisory Board (hereinafter, the "Advisory Board"), and appoint persons thereto. In addition, the Board of Directors may, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, designate other boards or committees.

7.02 Number; Qualification. The Advisory Board shall consist of twelve (12) members, including a Chairman. Each member of the Advisory Board shall serve a term of three (3) years, such term to end on December 31 of the calendar year of the effective date of election. Advisory Board members may serve an unlimited number of consecutive terms. Advisory Board members are eligible to receive grants from the Corporation.

7.03 Authority; Function. The Advisory Board shall:

A. Keep the Founding Director and Chairman of the Advisory Board reasonably apprised of each member's street address, E-mail address, telephone and fax numbers.

B. Review and rank research grant proposals through the process adopted or revised from time to time by Resolution of the Board of Directors;

C. Notify the Founding Director and the Advisory Board Chairman of possible sources of funding for the Corporation; and

D. Notify the Founding Director and the Advisory Board Chairman of recent newsworthy developments in the medical literature regarding mesothelioma detection, prevention or treatment options.

7.04 Advisory Board Chairman. The Founding Director has discretion to name an

Advisory Board member as Chairman of the Advisory Board. A new Chairman may be named by the Founding Director whenever, in the Founding Director's judgment, the best interests of the Corporation will be served thereby. From time to time and as appropriate, the Chairman of the Advisory Board shall make recommendations to the Founding Director regarding nominees for appointment to or removal from the Advisory Board. The initial Chairman of the Advisory Board is Dr. Harvey I. Pass.

The Chairman shall explain to the Board of Directors the purpose of each research proposal reviewed. In addition, the Chairman shall inform the Board of the amount of funding needed to implement each research proposal reviewed. In the event that research proposals are ranked equally in terms of merit, or are substantially equal, the Chairman will make a recommendation to the Board as to which proposal best serves the specific purposes of the Corporation. In addition, the Chairman will advise the Board of Directors whether research proposals are inconsistent with the purposes of the Corporation.

7.05 Change in Number. The number of Advisory Board members may be increased or decreased from time to time at the sole discretion of the Founding Director.

7.06 Removal. Any member of the Advisory Board or other committee may be removed by the Founding Director whenever, in the Founding Director's judgment, the best interests of the Corporation will be served thereby.

7.07 Vacancies. A vacancy occurring in the Advisory Board or any committee (by death, resignation, removal or otherwise) may be filled in the manner provided for original designation in Bylaw 7.01.

7.08 Meetings. Time, place and notice (if any) of any Advisory Board or committee meeting shall be determined by the Board of Directors and the Advisory Board Chairman.

7.09 Quorum; Required Vote. Unless otherwise provided in a resolution of the Board of Directors designating the Advisory Board, a quorum of the Advisory Board shall be constituted by the attendance and participation of a majority of members of the Advisory Board, and the act of a majority of the members of the Advisory Board at a meeting at which a quorum is present shall be the act of the Advisory Board.

7.10 Compensation. The Board of Directors, may, by resolution, determine a set amount to be paid to each Advisory Board member serving on a review panel, as compensation for his or her time serving on the review panel. Other than this, no compensation shall be paid to any Advisory Board or committee member in their capacity as a member. Travel, food and lodging will be reimbursed contingent on funds available in the Corporation.

7.11 Procedure. The Advisory Board and other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the Advisory Board and other committees shall be placed in the minute book of the Corporation.

7 12 Action Without Meeting Any action required or permitted to be taken at a meeting of the Advisory Board or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Advisory Board or committee. The signed consent, or a signed copy, shall be placed in the minute book.

7 13 Responsibility. The designation of an Advisory Board and the delegation of authority to it shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him by law

I hereby certify that the above and foregoing Third Amended and Restated Bylaws of the Mesothelioma Applied Research Foundation, Inc. were adopted as the Bylaws of the Corporation by action of its Board. Approved this 4th day of March, 2002



Roger G. Worthington, Esq.
Founding Director, President

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file Income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization THE MESOTHELIOMA APPLIED RESEARCH FOUNDATION, INC.	Employer identification number 75-2816066
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1609 GARDEN STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SANTA BARBARA, CA 93101	

Check type of return to be filed (file a separate application for each return)

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 month, for 990-T corporation) extension of time until AUGUST 15, 2002 to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ calendar year 2001 or

▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ _____

b If this application is for Form 990 PF or 990 T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ _____

c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [Handwritten Signature] Title ▶ CPA Date ▶ May 17, 2002

LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)