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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning **MAR 1, 2009**, and ending **FEB 28, 2010**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LEOPOLD SCHEPP FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 551 FIFTH AVENUE 3000 City or town, state, and ZIP code NEW YORK, NY 10176	A Employer identification number 13-5562353 B Telephone number 212 692-0191
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,052,510.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	138,925.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,794.	85,794.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-77,791.			
	b Gross sales price for all assets on line 6a 22,209.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,026.	1,026.		STATEMENT 2	
12 Total. Add lines 1 through 11	147,954.	86,820.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	144,422.	0.		115,538.
	14 Other employee salaries and wages	73,073.	0.		57,403.
	15 Pension plans; employee benefits	68,188.	0.		54,219.
	16a Legal fees				
	b Accounting fees STMT 3	15,000.	0.		7,500.
	c Other professional fees STMT 4	1,083.	1,083.		0.
	17 Interest				
	18 Taxes STMT 5	15,358.	0.		11,318.
	19 Depreciation and depletion	1,808.	0.		
	20 Occupancy	80,221.	0.		72,199.
	21 Travel, conferences, and meetings	3,013.	753.		1,507.
	22 Printing and publications	16,644.	0.		15,812.
	23 Other expenses STMT 6	13,690.	0.		10,907.
	24 Total operating and administrative expenses. Add lines 13 through 23	432,500.	1,836.		346,403.
	25 Contributions, gifts, grants paid	509,500.			509,500.
26 Total expenses and disbursements. Add lines 24 and 25	942,000.	1,836.		855,903.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-794,046.				
b Net investment income (if negative, enter -0-)		84,984.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		47,548.	73,799.	73,799.	
	2 Savings and temporary cash investments		11,742,954.	10,956,272.	10,956,272.	
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶		38,340.			
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges		19,482.	15,123.	15,123.	
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶	74,592.				
	Less: accumulated depreciation STMT 7 ▶	68,906.	7,494.	5,686.	5,686.	
	15 Other assets (describe ▶ STATEMENT 8)		0.	1,630.	1,630.	
	16 Total assets (to be completed by all filers)		11,855,818.	11,052,510.	11,052,510.	
	17 Accounts payable and accrued expenses		12,556.	15,000.		
	18 Grants payable					
19 Deferred revenue						
20 Loans from officers, directors, trustees, and other disqualified persons						
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)		12,556.	15,000.			
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>		11,843,262.	11,037,510.		
	25 Unrestricted					
	26 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances		11,843,262.	11,037,510.			
31 Total liabilities and net assets/fund balances		11,855,818.	11,052,510.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,843,262.
2 Enter amount from Part I, line 27a	2	-794,046.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,049,216.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	11,706.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,037,510.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GAIN ON SALE OF INVESTMENTS	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 22,209.		100,000.	-77,791.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-77,791.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-77,791.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,162,988.	13,246,401.	.087797
2007	1,141,220.	16,043,658.	.071132
2006	1,157,500.	15,698,206.	.073735
2005	1,106,147.	15,193,536.	.072804
2004	1,026,258.	14,847,906.	.069118

2 Total of line 1, column (d)	2	.374586
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074917
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,327,075.
5 Multiply line 4 by line 3	5	848,590.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	850.
7 Add lines 5 and 6	7	849,440.
8 Enter qualifying distributions from Part XII, line 4	8	855,903.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	850.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	850.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	850.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,480.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,480.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,630.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 880. Refunded	11	750.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

4 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

5 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

6a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A

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

8 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

9 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col (c), and Part XV.

10a Enter the states to which the foundation reports or with which it is registered (see instructions) NY

10b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

11 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

12 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses **STMT 9**

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► WWW.SCHEPPFOUNDATION.ORG

14 The books are in care of ► SUZANNECLAIR GUARD Telephone no. ► 212 692-0191
 Located at ► 551 5TH AVENUE, NEW YORK, NY ZIP+4 ► 10176

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> 1b <input type="checkbox"/> <input checked="" type="checkbox"/> X		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c <input type="checkbox"/> <input checked="" type="checkbox"/> X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b <input type="checkbox"/> <input checked="" type="checkbox"/> X		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A 3b <input type="checkbox"/> <input checked="" type="checkbox"/> X		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> <input checked="" type="checkbox"/> X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b <input type="checkbox"/> <input checked="" type="checkbox"/> X		

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		144,422.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN SMITH 551 5TH AVENUE, NEW YORK, NY 10176	EXEC SECTRY 40.00	67,896.	0.	0.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	0.

Total. Add lines 1 through 3 ▶ 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities	1a	3,391,519.	
b Average of monthly cash balances	1b	8,064,172.	
c Fair market value of all other assets	1c	43,878.	
d Total (add lines 1a, b, and c)	1d	11,499,569.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	11,499,569.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,494.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,327,075.	
6 Minimum investment return. Enter 5% of line 5	6	566,354.	

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	566,354.
2a Tax on investment income for 2009 from Part VI, line 5	2a	850.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	850.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	565,504.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	565,504.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	565,504.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	855,903.	
b Program-related investments - total from Part IX-B	1b	0.	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2		
3 Amounts set aside for specific charitable projects that satisfy the:			
a Suitability test (prior IRS approval required)	3a		
b Cash distribution test (attach the required schedule)	3b		
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	855,903.	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	850.	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	855,053.	

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				565,504.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	298,697.			
b From 2005	371,599.			
c From 2006	405,740.			
d From 2007	379,537.			
e From 2008	505,576.			
f Total of lines 3a through e	1,961,149.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 855,903.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				565,504.
e Remaining amount distributed out of corpus	290,399.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,251,548.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	298,697.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,952,851.			
10 Analysis of line 9:				
a Excess from 2005	371,599.			
b Excess from 2006	405,740.			
c Excess from 2007	379,537.			
d Excess from 2008	505,576.			
e Excess from 2009	290,399.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total			▶ 3a	509,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

LEOPOLD SCHEPP FOUNDATION

Employer identification number

13-5562353

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (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 boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LEOPOLD SCHEPP FOUNDATION

13-5562353

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LINDA MCKEAN 70 WEST RIVER ROAD RUMSON, NJ 07760	\$ 11,427.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CHARLES HILL ANDERSON 456 WOODSTOCK ROAD WOODSTOCK, VT 05091	\$ 40,000.	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.)

Name of organization LEOPOLD SCHEPP FOUNDATION	Employer identification number 13-5562353
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	COMMON STOCK _____ _____ _____	\$ 11,427.	07/30/09
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

2009 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE AND EQUIPMENT	VARIESSL		10.00	16	43,291.			43,291.	37,083.		730.
2	OFFICE EQUIPMENT	VARIESSL		5.00	16	31,301.			31,301.	30,014.		1,078.
	* TOTAL 990-PF PG 1 DEPR					74,592.		0.	74,592.	67,097.	0.	1,808.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT PORTFOLIO	85,794.	0.	85,794.
TOTAL TO FM 990-PF, PART I, LN 4	85,794.	0.	85,794.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STOCK SETTLEMENTS	1,026.	1,026.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,026.	1,026.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,000.	0.		7,500.
TO FORM 990-PF, PG 1, LN 16B	15,000.	0.		7,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,083.	1,083.		0.
TO FORM 990-PF, PG 1, LN 16C	1,083.	1,083.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES ON INVESTMENT INCOME	1,124.	0.		0.
PAYROLL TAXES	14,234.	0.		11,318.
TO FORM 990-PF, PG 1, LN 18	15,358.	0.		11,318.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	3,967.	0.		3,570.
INSURANCE	1,759.	0.		967.
PROFESSIONAL SERVICES	3,505.	0.		2,804.
MISCELLANEOUS	4,459.	0.		3,566.
TO FORM 990-PF, PG 1, LN 23	13,690.	0.		10,907.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
FURNITURE AND EQUIPMENT	43,291.	37,813.	5,478.	
OFFICE EQUIPMENT	31,301.	31,092.	209.	
TOTAL TO FM 990-PF, PART II, LN 14	74,592.	68,905.	5,687.	

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
FEDERAL EXCISE TAX RECEIVABLE	0.	1,630.	1,630.	
TO FORM 990-PF, PART II, LINE 15	0.	1,630.	1,630.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF BEATRICE POCKRASS	51 HASKELL DRIVE BRATENTAHL, OH 44108

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB	ACCOUNT
WILLIAM BARRETT 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1.25	0.	0.	0.	0.
KATHRYN CASHMAN 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1.25	0.	0.	0.	0.
SUE ANN DAWSON 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1.00	0.	0.	0.	0.
JAMES TURINO 551 5TH AVENUE NEW YORK, NY 10176	TREASURER 1.25	0.	0.	0.	0.
LINDA MCKEAN 551 5TH AVENUE NEW YORK, NY 10176	ASST. TREASURER 1.00	0.	0.	0.	0.

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SUSAN BRENNER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
EDYTHE BOBROW 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
LOUISE BOZORTH 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
ANNE COFFIN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
EMILY CRAWFORD 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
BETTY DAVID 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
WILLIAM G GRIDLEY JR 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
DIANA P. HERRMANN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
MICHELE A. PAIGE 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
ELIZABETH STONE POTTER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
BRUNO A QUINSON 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
ROBERT F REDER, M.D, 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.00	0.	0.	0.
BANNING REPPLIER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1.25	0.	0.	0.

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BARBARA MCLENDON
551 5TH AVENUE
NEW YORK, NY 10176

PRESIDENT
1.50

0.

0.

0.

NANCY GROSSMAN
551 5TH AVENUE
NEW YORK, NY 10176

TRUSTEE
1.00

0.

0.

0.

SUZANNECLAIR GUARD
551 5TH AVENUE
NEW YORK, NY 10176

EXECUTIVE DIRECTOR
35.00

144,422.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

144,422.

0.

0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUZANNE GUARD
551 5TH AVENUE
NEW YORK, NY 10176

TELEPHONE NUMBER

212 692-0191

FORM AND CONTENT OF APPLICATIONS

EACH APPLICANT MUST SUBMIT A LETTER OF INQUIRY WHICH ADDRESSES THE 9
QUESTIONS PROVIDED ON THE WEBSITE.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

CRITERIA: PERMANENT RESIDENT OR US CITIZEN; COMPLETED ONE YEAR OF COLLEGE;
MINIMUM GPA OF 3.0; UNDERGRADUATES CANNOT BE OVER 30 YEARS OF AGE WHEN THE
SCHOLARSHIP IS FIRST RECEIVED; GRADUATE STUDENTS CANNOT BE OVER 40 YEARS OF
AGE WHEN SCHOLARSHIP IS FIRST RECEIVED; NO AGE LIMIT FOR POST-DOCTORAL
STUDIES; SCHOLARSHIPS ARE NOT AWARDED FOR A SECOND DEGREE AT THE SAME LEVEL
OF DEGREE ALREADY ACHIEVED; APPLICANTS MUST HAVE FINANCIAL NEED; APPLICANTS
MUST BE ENROLLED FULL TIME IN AN ACCREDITED DEGREE GRANTING INSTITUTION

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADEOSUN, OLUWASEUN 120 ALCOTT PLACE BRONX NY,10475	NONE SCHOLARSHIP	N/A	8,500.
AMAIZE, AITALOHI 914 N. CALVERT STREET BALTIMORE MD,21202	NONE SCHOLARSHIP	N/A	5,000.
AMICO, PETER 1511 53RD AVENUE VERO BEACH FL,32966	NONE SCHOLARSHIP	N/A	2,000.
BARBARASA, ESTERA 9958 S. MELVINA OAK LAWN IL,60453	NONE SCHOLARSHIP	N/A	5,000.
BENTLEY, CHERYL-LYN 572 EAST 28TH STREET BROOKLYN NY,11210	NONE SCHOLARSHIP	N/A	8,000.
BERNHARD, MEGHAN 740 N. KINGS ROAD WEST HOLLYWOOD CA,90069	NONE SCHOLARSHIP	N/A	6,000.
BRADY, STEVEN 370 PROSPECT STREET NEW HAVEN CT,06511	NONE SCHOLARSHIP	N/A	2,000.
BRIGGS, ALLYSON 91 PINE VALLEY ROAD DOYLESTOWN PA,18901	NONE SCHOLARSHIP	N/A	4,000.

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CAMPOL, MEAGAN 11748 NW 1ST STREET CORAL SPRINGS FL, 33071	NONE SCHOLARSHIP	N/A	8,000.
CHAN, KAMUN 1546 WEST 2ND STREET BROOKLYN NY, 11204	NONE SCHOLARSHIP	N/A	8,000.
COPELI, NICK 102-50 62ND ROAD FOREST HILLS NY, 11375	NONE SCHOLARSHIP	N/A	6,000.
CRUSOE, MICHAEL 1808 W. COOLIDGE STREET PHOENIX AZ, 85015	NONE SCHOLARSHIP	N/A	4,000.
DAVIDSON, LAUREN 1042 MONTGOMERY AVENUE PENNSBURG PA, 18073	NONE SCHOLARSHIP	N/A	4,000.
DAVIDSON, NICOLE 2182 RENFREW AVENUE ELMONT NY, 11003	NONE SCHOLARSHIP	N/A	6,000.
GARCIA, NOAH 4750 NW 102ND AVENUE DORAL FL, 33178	NONE SCHOLARSHIP	N/A	5,000.
GERDINE, CARL 746A PUTNAM BLVD. WALLINGFORD PA, 19086	NONE SCHOLARSHIP	N/A	6,000.
GIARDINA, JENNIFER 9834 SAGEDOWNE LANE HOUSTON TX, 77089	NONE SCHOLARSHIP	N/A	2,000.
HALE, ZACHARY 2614 FANELLE CIRCLE HUNTSVILLE AL, 35801	NONE SCHOLARSHIP	N/A	3,000.

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HENDERSON, EDWARD 3611A STOKLEY STREET PHILADELPHIA PA,19129	NONE SCHOLARSHIP	N/A	7,000.
HENDERSON, JAMES 12158 WEST DORADO PLACE LITTLETON CO,80127	NONE SCHOLARSHIP	N/A	6,000.
HERSCHKORN, HELAYNA 274 SOUTH BUCKHOUT STREET IRVINGTON NY,10533	NONE SCHOLARSHIP	N/A	8,000.
HOLMAN, SUMATI 807 GALLOP HILL ROAD GAITHERSBURG MD,20879	NONE SCHOLARSHIP	N/A	8,000.
HSU, HUI-SHAN (JENNY) 7223 ENDERS AVENUE SAN DIEGO CA,92122	NONE SCHOLARSHIP	N/A	8,500.
INTWALA, SUNNY 81 VINCENT AVENUE NORTH PROVIDENCE RI,02904	NONE SCHOLARSHIP	N/A	8,000.
JABEEN, JAVARIA 281 PARK STREET HACKENSACK NJ,07601	NONE SCHOLARSHIP	N/A	6,000.
JOHNSON, RACHEL 456 DEKALB AVENUE BROOKLYN NY,11205	NONE SCHOLARSHIP	N/A	7,500.
JOSEPHS, ELIAS 60 HAVEN AVENUE NEW YORK NY,10032	NONE SCHOLARSHIP	N/A	8,000.
JOYCE, RICHARD 32 BRUCE COURT MILLTOWN NJ,8850	NONE SCHOLARSHIP	N/A	750.

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KAIRAM, JAYANT 311 SEVENTH AVENUE PELHAM NY,10803	NONE SCHOLARSHIP	N/A	8,000.
KAMARA, ELI 404 E. 76TH STREET NEW YORK NY,10021	NONE SCHOLARSHIP	N/A	8,000.
KELLER, STEPHANIE 12 CONSTITUTION DRIVE LEONARDO NJ,7737	NONE SCHOLARSHIP	N/A	7,000.
KLAFIN, JEANNE 201 WEST 108TH STREET NEW YORK NY,10025	NONE SCHOLARSHIP	N/A	8,000.
KLIMA, GERGELY 504 PELHAM ROAD NEW ROCHELLE NY,10805	NONE SCHOLARSHIP	N/A	4,000.
KUGAY, KATHERINE 1239 15TH AVENUE SAN FRANCISCO CA,94122	NONE SCHOLARSHIP	N/A	4,000.
LAING, TONY P. O. BOX 2515 CHAMPAIGN IL,61825	NONE SCHOLARSHIP	N/A	8,000.
LALLY, SHAUN 2231 W. VERMIJO AVENUE COLORADO SPRINGS CO,80904	NONE SCHOLARSHIP	N/A	5,000.
LEON, SCHERLY 9033 199TH STREET HOLLIS NY,11423	NONE SCHOLARSHIP	N/A	4,250.
LUDOVICO, LAUREN 3690 EAST AVENUE ROCHESTER NY,14618	NONE SCHOLARSHIP	N/A	3,000.

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MAFE, ENIOLA 1401 NORTH TAFT STREET ARLINGTON VA, 22201	NONE SCHOLARSHIP	N/A	8,000.
MASTER, SAMUEL 110 GOLF COURT TEANECK NJ, 07666	NONE SCHOLARSHIP	N/A	7,000.
MCDONALD, COLLEEN MARGARET 229 HOPKINS ROAD BALTIMORE MD, 21212	NONE SCHOLARSHIP	N/A	6,000.
MCNAMARA, RYAN 173 LAFAYETTE STREET NEW YORK NY, 10013	NONE SCHOLARSHIP	N/A	8,000.
MELERSKI, BRYAN 2128 TIMBER LANE HARBORCREEK PA, 16421	NONE SCHOLARSHIP	N/A	4,000.
MEMA, ERALDA 897 N. RAILROAD AVENUE STATEN ISLAND NY, 10306	NONE SCHOLARSHIP	N/A	8,000.
MILLER, CHEYNE 1946 FEUEREISEN AVENUE RONKONKOMA NY, 11779	NONE SCHOLARSHIP	N/A	6,000.
MURDAKH, JULIE 147-47 71ST AVENUE FLUSHING NY, 11367	NONE SCHOLARSHIP	N/A	7,000.
NESTOR, FRANK 234 EAST GLEN AVENUE RIDGEWOOD NJ, 07450	NONE SCHOLARSHIP	N/A	4,000.
NIGRETTO, DENIELLE 210 EAST STATE STREET SAVANNAH GA, 31401	NONE SCHOLARSHIP	N/A	2,000.

LEOPOLD SCHEPP FOUNDATION

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NOTARO, ARTHUR C/O PAMELA SLETTEN NORTH HAVEN CT, 06473	NONE SCHOLARSHIP	N/A	5,000.
NURMATOV, SAYFIDIN 2400 NOSTRAND AVENUE BROOKLYN NY, 11210	NONE SCHOLARSHIP	N/A	6,000.
ONIMO, LYDIA 4860 COLE BOULEVARD YPSILANTI MI, 48197	NONE SCHOLARSHIP	N/A	5,000.
PECHARKA, MARY ELLEN 476 BARNICKEL STREET MEADOW LANDS PA, 15347	NONE SCHOLARSHIP	N/A	4,000.
POLANIECKI, JESSICA 983 EAST END WOODMERE NY, 11598	NONE SCHOLARSHIP	N/A	8,500.
PURTELL, CHRISTOPHER 1016 FROST LANE PEEKSKILL NY, 10566	NONE SCHOLARSHIP	N/A	5,000.
QUIRK, DANIEL 183 WOLF SWAMP ROAD LONGMEADOW MA, 01106	NONE SCHOLARSHIP	N/A	8,000.
RODRIGUEZ, ANNE 26516 ARACENA DRIVE MISSION VIEJO CA, 92691	NONE SCHOLARSHIP	N/A	4,000.
ROGERS, DAYLA 9205 WEST 100TH STREET OVERLAND PARK KS, 66212	NONE SCHOLARSHIP	N/A	4,000.
ROLDAN-STILLS, MELISSA 115 COPELAND STREET QUINCY MA, 02169	NONE SCHOLARSHIP	N/A	3,500.

LEOPOLD SCHEPP FOUNDATION

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ROLLINS, ARIELLE 82 KLINE ROAD SOUTHWICK MA, 01077	NONE SCHOLARSHIP	N/A	3,000.
SAREST, ALEKSANDRA 150 CORBIN PLACE BROOKLYN NY, 11235	NONE SCHOLARSHIP	N/A	6,000.
SCANLON, MEGAN 616 S. INGERSOLL STREET MADISON WI, 53703	NONE SCHOLARSHIP	N/A	7,000.
SCHWARTZ, JOSHUA 923 U.S. ROUTE 11 KIRKWOOD NY, 13795	NONE SCHOLARSHIP	N/A	5,000.
SHARIPOVA, NARGIZA 2100 GLENDALE AVENUE PHILADELPHIA PA, 19152	NONE SCHOLARSHIP	N/A	8,000.
SHEA, MOLLY 32 PLAINS ROAD ESSEX CT, 06426	NONE SCHOLARSHIP	N/A	3,500.
SIDOROVA, ANASTASIYA 4027 DORADO DRIVE PALM BEACH FL, 33418	NONE SCHOLARSHIP	N/A	8,000.
SILVERMAN, JOSIE 6088 CRAMPTON DR. N KEIZER OR, 97303	NONE SCHOLARSHIP	N/A	8,000.
SKIDMORE, JACLYN 320 HIGHLAND STREET WORCESTER MA, 01602	NONE SCHOLARSHIP	N/A	7,500.
SMITH, HILLARY 325 DOUGLASS ROAD HUNTSVILLE AL, 35806	NONE SCHOLARSHIP	N/A	5,000.

LEOPOLD SCHEPP FOUNDATION

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STEPHENS, HEATHER 711 WEST BELMONT AVENUE CHICAGO IL, 60657	NONE SCHOLARSHIP	N/A	7,000.
STEWART, JONATHAN 44 ETHELDENE AVENUE	NONE SCHOLARSHIP	N/A	6,500.
STRICKLER, JAMES 12473 NORTH VALLEY PIKE BROADWAY VA, 22815	NONE SCHOLARSHIP	N/A	5,000.
SUISSA, RACHELLE 2520 BATCHELDER STREET BROOKLYN NY, 11235	NONE SCHOLARSHIP	N/A	2,000.
SULLIVAN, MEGAN 113 BUTTERNUT HOLLOW ROAD WEST SPRINGFIELD MA, 01089	NONE SCHOLARSHIP	N/A	5,000.
TASIC, ALEKSANDRA 37 WILLIE STREET HALEDON NJ, 07508	NONE SCHOLARSHIP	N/A	8,500.
TAVARAS, CASSANDRA 121 GREGORY CIRCLE STRATFORD CT, 06615	NONE SCHOLARSHIP	N/A	1,000.
THOMAS, JUSTIN 202 W SEXTON ROAD COLUMBIA MO, 65203	NONE SCHOLARSHIP	N/A	5,000.
TRUONG, PHAN HUE 157R SUMMER STREET SOMERVILLE MA, 02143	NONE SCHOLARSHIP	N/A	4,000.
TURKEN, DANA 4830 ARDMORE DRIVE BLOOMFIELD HILLS MI, 48302	NONE SCHOLARSHIP	N/A	8,000.

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VALENTINE, KYLE 130 CENTRAL ROAD RYE NH,03870	NONE SCHOLARSHIP	N/A	6,000.
VESZTER, NORDWING 86-18 95TH AVENUE OZONE PARK NY,11416	NONE SCHOLARSHIP	N/A	8,000.
WALCZEWSKI, ERIN 1841 RIVER CREST WAY LAWRENCEVILLE GA,30045	NONE SCHOLARSHIP	N/A	7,500.
WETTSTEIN, KAYLEIGH 88 BERGEN AVENUE WALDWICK NJ,7463	NONE SCHOLARSHIP	N/A	4,000.
WILLIAMS, BRITTNEY 434 FAIRHAVEN CT. STOCKBRIDGE GA,30281	NONE SCHOLARSHIP	N/A	3,000.
WILSON, JOHN 234 HICKORY STREET PECKVILLE PA,18452	NONE SCHOLARSHIP	N/A	7,000.
WOLSKI, DANIEL 3904 LODGE ALLEY DULUTH GA,30096	NONE SCHOLARSHIP	N/A	5,000.
YEUNG, HOWA 2025 EAST 60TH STREET BROOKLYN NY,11234	NONE SCHOLARSHIP	N/A	7,500.
ZENG, JIE 888 UNION STREET BROOKLYN NY,11215	NONE SCHOLARSHIP	N/A	8,000.
ZIELKIEWICZ, JAKUB 1444 NORTH FREDERIC STREET BURBANK CA,91505	NONE SCHOLARSHIP	N/A	8,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

509,500.