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

OMB No 1545-0052

2010Department 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 2010, or tax year beginning , and ending

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

Name of foundation THE SALMON FOUNDATION, INC.		A Employer identification number 13-3637630
Number and street (or P.O. box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE	Room/suite	B Telephone number (212) 708-9316
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		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) \$ 17,333,407.	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"/>
(Part I, column (d) must be on cash basis.)		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	2,200,133.		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	313,926.	310,886.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,433.			
	b Gross sales price for all assets on line 6a 2,474,713.				
	7 Capital gain net income (from Part IV, line 2)		181,433.		
	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					
12 Total. Add lines 1 through 11	2,695,492.	492,319.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 2	55,248.	23,261.		31,987.
	17 Interest				
	18 Taxes STMT 3	1,888.	1,888.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	38,601.	0.		38,601.
	22 Printing and publications				
	23 Other expenses STMT 4	38,628.	0.		38,628.
	24 Total operating and administrative expenses. Add lines 13 through 23	134,365.	25,149.		109,216.
25 Contributions, gifts, grants paid	725,000.			725,000.	
26 Total expenses and disbursements. Add lines 24 and 25	859,365.	25,149.		834,216.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,836,127.				
b Net investment income (if negative, enter -0-)		467,170.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see the instructions.

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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	19,328.	18,068.	18,068.
	2 Savings and temporary cash investments	204,114.	753,694.	753,694.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	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			
	10a Investments - U.S. and state government obligations STMT 5	3,126,151.	3,639,539.	3,754,611.
	b Investments - corporate stock STMT 6	2,424,848.	2,546,710.	3,049,103.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	6,635,040.	7,287,594.	9,757,931.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	12,409,481.	14,245,605.	17,333,407.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	12,409,481.	14,245,605.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	12,409,481.	14,245,605.		
31 Total liabilities and net assets/fund balances	12,409,481.	14,245,605.		

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	12,409,481.
2 Enter amount from Part I, line 27a	2	1,836,127.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,245,608.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,245,605.

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b SECURITIES LITIGATION			VARIOUS	VARIOUS
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 2,474,713.		2,294,491.	180,222.
b			1,211.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			180,222.
b			1,211.
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	181,433.
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))
2009	776,543.	13,574,705.	.057205
2008	985,583.	15,914,472.	.061930
2007	837,902.	17,825,824.	.047005
2006	740,962.	16,434,026.	.045087
2005	759,247.	14,041,810.	.054070

2 Total of line 1, column (d)	2	.265297
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	.053059
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,634,254.
5 Multiply line 4 by line 3	5	829,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,672.
7 Add lines 5 and 6	7	834,210.
8 Enter qualifying distributions from Part XII, line 4	8	834,216.

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 VII 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	4,672.
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	4,672.
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	4,672.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,398.	
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	10,398.	
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	5,726.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 **N/A**

14 The books are in care of **C/O GHS PHILANTHROPY MANAGEMENT** Telephone no. **212-812-4362**
 Located at **6 WEST 48TH STREET, 10TH FL., NEW YORK, NY** ZIP+4 **10036**

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**

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
		X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

	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 22 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<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	
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 2010 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 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

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Part VII 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)?

N/A

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

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

(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 8		0.	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
NONE				

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

0

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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		

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	

Total. Add lines 1 through 3

0.

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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	14,579,409.
b	Average of monthly cash balances	1b	1,292,930.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,872,339.
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	15,872,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	238,085.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,634,254.
6	Minimum investment return. Enter 5% of line 5	6	781,713.

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	781,713.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,672.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	777,041.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	777,041.
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	777,041.

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	834,216.
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	834,216.
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	4,672.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	829,544.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				777,041.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			65,558.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 834,216.				
a Applied to 2009, but not more than line 2a			65,558.	
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 2010 distributable amount				768,658.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				8,383.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 SCHEDULE ATTACHED	N/A	PUBLIC CHARITIES	GENERAL	725,000.
Total				725,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

- | <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <th></th> <th>Yes</th> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
|--|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

11/9/11
Date

► President R
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Marianna Kopach

Preparer's signature

Mkopach

Date

10/19/11

Check ☐ if self-employed

PTIN

P00961267

Firm's name ► **BESSEMER TRUST**

Firm's EIN ▶

Firm's address ► 630 FIFTH AVENUE
NEW YORK, NY 10111

Phone no. (212) 708-9316

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

2010

Name of the organization

THE SALMON FOUNDATION, INC.

Employer identification number

13-3637630

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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE SALMON FOUNDATION, INC.

13-3637630

**Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LOIS DUFFEY CHARITABLE LEAD TRUST EX C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	\$ 58,166.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LOIS DUFFEY CHARITABLE LEAD TRUST C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	\$ 712,998.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LOIS DUFFEY CHARITABLE LEAD TRUST C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	\$ 1,414,406.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	LOIS DUFFEY CHARITABLE LEAD TRUST EX C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	\$ 14,563.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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

Employer identification number

THE SALMON FOUNDATION, INC.

13-3637630



Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	313,926.	0.	313,926.
TOTAL TO FM 990-PF, PART I, LN 4	313,926.	0.	313,926.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	46,623.	23,261.		23,362.
TAX & FINANCIAL SERVICES FEE	8,625.	0.		8,625.
TO FORM 990-PF, PG 1, LN 16C	55,248.	23,261.		31,987.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,888.	1,888.		0.
TO FORM 990-PF, PG 1, LN 18	1,888.	1,888.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE ADMINISTRATION	35,680.	0.		35,680.
OFFICE SUPPLIES	736.	0.		736.
PHONE & FAX	495.	0.		495.
POSTAGE & MESSENGERS	137.	0.		137.
PRINTING & XEROX	550.	0.		550.
NEW YORK LAW JOURNAL	750.	0.		750.

THE SALMON FOUNDATION, INC.

13-3637630

WIRE FEE	100.	0.	100.
ALM NY PUBLICATION	120.	0.	120.
BANK CHARGES	60.	0.	60.
TO FORM 990-PF, PG 1, LN 23	38,628.	0.	38,628.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	X		3,639,539.	3,754,611.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,639,539.	3,754,611.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,639,539.	3,754,611.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	2,546,710.	3,049,103.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,546,710.	3,049,103.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	COST	7,287,594.	9,757,931.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,287,594.	9,757,931.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARRY J. DUFFEY, III C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	SECRETARY 1.00	0.	0.	0.
AMANDA D. RUTLEDGE C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	PRESIDENT 1.00	0.	0.	0.
CATHERINE D. MACGLASHAN C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	TREASURER 1.00	0.	0.	0.
SARAH R. KRIMMEL C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
PATRICIA D. PARKHURST C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
DIANA D. DUFFEY C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
PETER L. RUTLEDGE C/O SALMON FOUNDATION, 6 WEST 48TH ST, 10TH FL NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Salmon Foundation EIN #13-3637630
6 West 48th Street 10th Floor
New York, NY 10036
Report of Grants for the Year as of 12/31/10

Grant Date	Institution	Amount	Purpose
12/14/2010	Aspen Education Foundation PO Box 2200 Aspen CO 81612	\$7,500	Elementary math and literacy programs
6/26/2010	Baltimore Symphony Orchestra Joseph Meyerhoff Symphony Hall Baltimore MD 21201	\$15,000	OrchKids Program
6/26/2010	Brent Eley Foundation 11980 East 16th Avenue Aurora CO 80010	\$30,000	To increase access to Brent Place's services, particularly for those living outside of the Denver area
6/26/2010	CASA of Queen Anne's and Kent Counties 105 North Liberty Street Unit #5 Centreville MD 21617	\$10,000	To support the supervision and training of Volunteer Advocates
12/14/2010	Challenge Aspen PO Box 6639 Snowmass Villa CO 81615	\$2,500	CAMO Program for Veterans
6/26/2010	Chester River Health Foundation 100 Brown Street Chestertown MD 21620-1435	\$15,000	To purchase a pediatric transducer
12/28/2010	Chester River Health Foundation 100 Brown Street Chestertown MD 21620-1435	\$5,000	Emergency Room Renovations
6/26/2010	Child & Family Agency of Southeastern Connecticut, Inc. 255 Hempstead Street New London CT 06320-6290	\$25,000	For enrichment activities at the BP Learned Mission
6/26/2010	Children's Hospital at Dartmouth-Child Life Program Dartmouth-Hitchcock Medical Center Lebanon NH 03756	\$25,000	To support the inpatient Child Life Specialist in the Child Life Program
3/26/2010	Crossroads Cooperative Learning Program c/o Westminster School Simsbury CT 06070	\$20,000	For general operating support
6/26/2010	David's House 461 Mt. Support Road Lebanon NH 03766	\$15,000	For general operating support

The Salmon Foundation EIN #13-3637630
6 West 48th Street 10th Floor
New York, NY 10036
Report of Grants for the Year as of 12/31/10

Grant Date	Institution	Amount	Purpose
6/26/2010	Delaware Valley College 700 East Butler Avenue Doyleston PA 18901	\$25,000	To support emergency scholarships
12/28/2010	Family Place (The) 319 US Route 5 South Norwich VT 05055	\$5,000	To support the Capital Campaign
6/26/2010	Family Place (The) 319 US Route 5 South Norwich VT 05055	\$30,000	For the Families Learning Together Program
6/26/2010	Gunston Day School PO Box 200 Centreville MD 21617	\$25,000	To support scholarships. This grant is in honor of Lois S. Duffey,
6/26/2010	Hill School (The) 717 East High Street Pottstown PA 19464	\$10,000	For emergency scholarships
2/15/2010	Hopital Albert Schweitzer Haiti PO Box 81046 Pittsburgh PA 15217	\$20,000	For post-earthquake relief
6/26/2010	In the Arena Box 381513 Cambridge MA 02138	\$20,000	To support the expansion of programs in Colorado and the Upper Valley area in VT
12/20/2010	Kent School, Inc. 6788 Wilkins Lane Chestertown MD 21620	\$5,000	For general support
6/26/2010	Kristin Brooks Hope Center 1250 24th Street NW, Suite 300 Washington DC 20037	\$20,000	Development and Launch of Online Veteran Peer Counseling
6/26/2010	Madonna Place, Inc 240 Main Street Norwich CT 06360	\$10,000	For the Family Support Center and Families First Programs
6/26/2010	Mercy Learning Center of Bridgeport 637 Park Avenue Bridgeport CT 06604	\$20,000	To support the Learning Disability Specialist and Data Specialist Positions

The Salmon Foundation EIN #13-3637630
6 West 48th Street 10th Floor
New York, NY 10036
Report of Grants for the Year as of 12/31/10

Grant Date	Institution	Amount	Purpose
10/4/2010	Midshore Community Foundation 102 East Dover Street Easton MD 21601	\$2,500	For the Timothy Kern Memorial Scholarship Fund
8/27/2010	Operation Second Chance PO Box 134 Dickerson MD 20842	\$7,500	For general operating support
6/26/2010	Paul's Place 1118 Ward Street Baltimore MD 21230	\$10,000	For after-school programs for elementary and high school students
8/27/2010	Pentangle Arts Council Town Hall Theater Woodstock CT 04972	\$10,000	For the Refugee All Stars of Sierra Leone
3/26/2010	Radcliffe Creek School 201 Talbot Boulevard Suite A Chestertown MD 21620	\$20,000	To support the scholarship program for low-income students
6/26/2010	Roanoke College 221 College Lane Salem VA 24153-3794	\$20,000	To support emergency scholarships
6/26/2010	Saint Ignatius Loyola Academy, Inc 740 North Calvert Street Baltimore MD 21202	\$20,000	To provide 2 full scholarships to boys from lower-income families in Baltimore
6/26/2010	Salisbury School 251 Canaan Road Salisbury CT 06068	\$25,000	For scholarship assistance, including the Andy Rutledge '80 Scholarship Fund
12/28/2010	Salisbury School 251 Canaan Road Salisbury CT 06068	\$5,000	For the John Morris Scholarship Fund
6/26/2010	St Timothy's School 8400 Greenspring Avenue Stevenson MD 21153	\$20,000	To support financial aid for students with need thy's
6/26/2010	Teach for America 711 West 40th Street Suite 356 Baltimore MD 21211	\$25,000	3rd and final installment on a 3-year pledge of \$75,000 for Teach for America's Baltimore program

The Salmon Foundation EIN #13-3637630
6 West 48th Street 10th Floor
New York, NY 10036
Report of Grants for the Year as of 12/31/10

Grant Date	Institution	Amount	Purpose
6/26/2010	Union Institute & University BA in Liberal Studies Cincinnati OH 45206-1925	\$20,000	To support scholarships for learners enrolled in the BA in Liberal Studies Program at the Union Institute & University's Montpelier Academic Center
6/26/2010	University of Denver University Advancement Denver CO 80208	\$25,000	To support the Salmon Foundation Emergency Scholarship Fund
6/26/2010	University of Montevallo University Advancement Montevallo AL 35115	\$25,000	To support emergency scholarships
6/26/2010	Upper Valley Haven 713 Hartford Avenue White River Junction VT 05001	\$30,000	\$15,000 for Children's Education Programming and \$15,000 for the Capacity Building Initiative for the Shelter
6/26/2010	Wesley College 120 North State Street Dover DE 19901	\$25,000	To support emergency scholarships
6/26/2010	Wharton Esherick Museum (The) Box 595 Paoli PA 19301-0595	\$5,000	For general operating support
6/26/2010	Wye River Upper School 1000 College Circle Wye Mills MD 21679	\$50,000	To support tuition assistance
6/26/2010	YouthBiz Inc 3280 Downing Street Suite C Denver CO 80205	\$20,000	To support youth-run programs in Denver
TOTAL GRANTS FOR 2010 as of 12/31/10		\$725,000	

Account Details

Report dated December 31, 2010

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated Current annual income	Current yield
THE SALMON FOUNDATION INC IMA											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0 000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
Total CASH AVAILABLE					\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		753,694 790	\$1.00	\$753,694	\$1.000	\$753,694	100.0%	\$0	\$753.010%	
Total CASH EQUIVALENTS					\$753,694		\$753,694	100.0%	\$0	\$753.010%	
Total CASH AND SHORT TERM					\$753,694		\$753,694	100.0%	\$0	\$753.010%	
FIXED INCOME											
US GOVT AND AGENCY BONDS											
150296	FEDERAL FARM CREDIT BK NT 5 750% 01/18/2011	31331H6B8	50,000 000	\$101.79	\$50,893	\$100.218	\$50,109	1.3%	(\$784)	\$2,875.574%	
153585	FEDERAL HOME LOAN BANK 5 250% 06/10/2011	3133XFJY3	670,000 000	\$99.92	\$669,464	\$102.106	\$684,110	18.2%	\$14,646	\$35,175.514%	
105645	FEDERAL HOME LOAN BANK 06/08/2012	3133XWKU2	60,000 000	\$100.55	\$60,328	\$101.235	\$60,741	1.6%	\$413	\$825.136%	
101230	FEDERAL HOME LOAN BANK 12/13/2013	3133XSP93	600,000 000	\$101.31	\$607,878	\$105.495	\$632,970	16.9%	\$25,092	\$18,750.296%	
101591	US TREASURY NOTES 03/31/2016	912828KT6	1,075,000 000	\$103.27	\$1,110,171	\$101.266	\$1,088,609	29.0%	(\$21,562)	\$25,531.235%	
110218	US TREASURY NOTES 4.625% 11/15/2016	912828FY1	634,000 000	\$102.12	\$647,472	\$112.648	\$714,188	19.0%	\$66,715	\$29,322.411%	
Total US GOVT AND AGENCY BONDS					\$3,146,206		\$3,230,727	86.0%	\$84,520	\$112,478.348%	
CORPORATE BONDS											
276402	GENERAL ELEC CAP CORP 5 250% 10/19/2012	36962G3K8	65,000 000	\$104.58	\$67,976	\$106.877	\$69,470	1.9%	\$1,494	\$3,412.491%	
270595	AMER EXPRESS CREDIT CO 7 300% 08/20/2013	0258MOCY3	45,000 000	\$99.83	\$44,925	\$112.684	\$50,708	1.4%	\$5,782	\$3,285.648%	
200566	NOVARTIS CAPITAL CORP 02/10/2014	66989HAA6	50,000 000	\$99.90	\$49,948	\$106.718	\$53,359	1.4%	\$3,411	\$2,062.386%	
201223	JPMORGAN CHASE & CO 01/20/2015	46625HHP8	70,000 000	\$101.05	\$70,737	\$103.489	\$72,442	1.9%	\$1,705	\$2,590.358%	
201600	BERKSHIRE HATHAWAY INC 02/11/2015	084670AV0	70,000 000	\$100.09	\$70,064	\$103.187	\$72,231	1.9%	\$2,167	\$2,240.310%	
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	50,000 000	\$99.58	\$49,790	\$104.992	\$52,496	1.4%	\$2,706	\$1,750.333%	

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Bessemer Trust

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Account Details

Report dated December 31, 2010

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated Current annual income	Current yield
THE SALMON FOUNDATION INC IMA											
FIXED INCOME											
CORPORATE BONDS											
200657	Pfizer Inc	03/15/2015	70,000,000	\$99.87	\$69,912	\$112.416	\$78,691	2.1%	\$8,778	\$3,745	4.76%
Total CORPORATE BONDS					\$423,352		\$449,397	12.0%	\$26,043	\$19,084	4.25%
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN	03/21/2014	70,000,000	\$99.97	\$69,981	\$106.410	\$74,487	2.0%	\$4,505	\$2,800	3.76%
Total INTERNATIONAL BONDS					\$69,981		\$74,487	2.0%	\$4,505	\$2,800	3.76%
Total FIXED INCOME					\$3,639,539		\$3,754,611	100.0%	\$115,068	\$134,362	3.58%
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	3,645,000	\$16.26	\$59,260	\$20.230	\$73,738	2.4%	\$14,477	\$0	0.00%
825987	EMC CORP	268648102	3,715,000	\$11.48	\$42,656	\$22.900	\$85,073	2.8%	\$42,417	\$0	0.00%
836142	GOOGLE INC	38259P508	149,000	\$424.98	\$63,322	\$593.966	\$88,501	2.9%	\$25,179	\$0	0.00%
848463	MASTERCARD CL A	57636Q104	396,000	\$221.73	\$87,804	\$224.109	\$88,747	2.9%	\$943	\$237	0.27%
851360	MICROSOFT CORP	594918104	4,514,000	\$27.11	\$122,386	\$27.910	\$125,985	4.1%	\$3,598	\$2,888	2.29%
854350	MOTOROLA INC	620076109	6,628,000	\$8.60	\$56,978	\$9.070	\$60,115	2.0%	\$3,137	\$0	0.00%
867793	QUALCOMM INC	747525103	1,588,000	\$41.44	\$65,804	\$49.490	\$78,590	2.6%	\$12,785	\$1,206	1.53%
Total INFORMATION TECHNOLOGY					\$498,210		\$600,749	19.7%	\$102,536	\$4,331	0.72%
INDUSTRIALS											
801237	HONEYWELL INTL INC	438516106	1,909,000	\$43.65	\$83,334	\$53.160	\$101,482	3.3%	\$18,147	\$2,309	2.28%
810900	BOEING COMPANY	097023105	903,000	\$66.52	\$60,069	\$65.259	\$58,929	1.9%	(\$1,139)	\$1,517	2.57%
833900	GENERAL ELECTRIC CO	369604103	7,413,000	\$16.48	\$122,196	\$18.290	\$135,583	4.4%	\$13,387	\$4,151	3.06%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	2,858,000	\$35.86	\$102,501	\$47.090	\$134,583	4.4%	\$32,081	\$800	0.59%
Total INDUSTRIALS					\$368,100		\$430,577	14.1%	\$62,476	\$8,777	2.04%
HEALTH CARE											
864075	Pfizer Inc	717081103	5,564,000	\$16.99	\$94,510	\$17.510	\$97,425	3.2%	\$2,914	\$4,451	4.57%

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Report run on Apr 20, 2011 by KOPACH
Version GP8.4.1.2

Bessemer Trust

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Account Details

Report dated December 31, 2010

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value Cost per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated Current annual income	Current yield
U.S. LARGE CAP										
HEALTH CARE										
870418	ST JUDE MEDICAL INC	790849103	2,856 000	\$38.71	\$110,545	\$42,750	\$122,094	4.0%	\$11,548	\$0 0.00%
958901	TEVA PHARM INDS LTD ADR	881624209	1,725 000	\$46.55	\$80,307	\$52,130	\$89,924	2.9%	\$9,617	\$1,150 1.28%
Total HEALTH CARE					\$285,362		\$309,443	10.1%	\$24,079	\$5,601 1.81%
FINANCIALS										
803330	AMERICAN EXPRESS	025816109	2,736 000	\$33.11	\$90,579	\$42,920	\$117,429	3.9%	\$26,849	\$1,969 1.68%
843894	JPMORGAN CHASE & CO	46625H100	2,512 000	\$42.81	\$107,546	\$42,420	\$106,559	3.5%	(\$987)	\$502 0.47%
854169	MORGAN STANLEY GRP INC	617446448	2,270 000	\$29.72	\$67,456	\$27,210	\$61,766	2.0%	(\$5,689)	\$454 0.74%
878279	T ROWE PRICE GROUP INC	74144T108	1,379 000	\$45.12	\$62,215	\$64,540	\$89,000	2.9%	\$26,785	\$1,489 1.67%
986524	ACE LIMITED	H0023R105	1,641 000	\$52.16	\$85,589	\$62,250	\$102,152	3.4%	\$16,562	\$2,166 2.12%
Total FINANCIALS					\$413,385		\$476,906	15.6%	\$63,520	\$6,580 1.38%
CONSUMER STAPLES										
806061	ARCHER-DANIELS-MIDLAND CO	039483102	2,869 000	\$28.94	\$83,033	\$30,080	\$86,299	2.8%	\$3,266	\$1,721 1.99%
845261	KRAFT FOODS INC	50075N104	3,181 000	\$30.67	\$97,555	\$31,510	\$100,233	3.3%	\$2,678	\$3,689 3.68%
866630	PROCTER & GAMBLE CO	742718109	1,188 000	\$67.37	\$80,039	\$64,330	\$76,424	2.5%	(\$3,615)	\$2,289 3.00%
886463	WAL-MART STORES INC	931142103	1,728 000	\$48.25	\$83,373	\$53,930	\$93,191	3.1%	\$9,817	\$2,090 2.24%
Total CONSUMER STAPLES					\$344,000		\$356,147	11.7%	\$12,146	\$9,789 2.75%
MATERIALS										
842900	INTERNATIONAL PAPER	460146103	3,604 000	\$20.85	\$75,130	\$27,240	\$98,172	3.2%	\$23,042	\$1,802 1.84%
Total MATERIALS					\$75,130		\$98,172	3.2%	\$23,042	\$1,802 1.84%
CONSUMER DISCRETIONARY										
705207	GENERAL MOTORS CO	37045V100	1,589 000	\$35.07	\$55,732	\$36,860	\$58,570	1.9%	\$2,837	\$0 0.00%
823615	DISNEY (WALT) HOLDING CO	254687106	2,371 000	\$19.21	\$45,545	\$37,510	\$88,936	2.9%	\$43,390	\$948 1.07%
845207	KOHL'S CORP	500255104	1,473 000	\$35.50	\$52,286	\$54,339	\$80,042	2.6%	\$27,756	\$0 0.00%
847586	LOWES COS INC	548661107	2,645 000	\$20.57	\$54,403	\$25,080	\$66,336	2.2%	\$11,933	\$1,163 1.75%
Total CONSUMER DISCRETIONARY					\$207,966		\$293,884	9.6%	\$85,916	\$2,111 0.72%

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Version GP8.4.1.2

Bessemer Trust

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Account Details

Report dated December 31, 2010

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated Current annual income	yield
U.S. LARGE CAP											
ENERGY											
806043	APACHE CORP	037411105	905,000	\$82.29	\$74,476	\$119,230	\$107,903	3.5%	\$33,426	\$543	0.50%
839788	HESS CORP	42809H107	1,608,000	\$54.68	\$87,927	\$76,540	\$123,076	4.0%	\$35,148	\$643	0.52%
854973	NATIONAL OILWELL VARCO INC	637071101	2,385,000	\$43.23	\$103,108	\$67,250	\$160,391	5.3%	\$57,282	\$1,049	0.65%
Total ENERGY					\$265,511		\$391,370	12.8%	\$125,856	\$2,235	0.57%
UTILITIES											
861730	PG & E CORP	69331C108	1,803,000	\$46.54	\$83,918	\$47,840	\$86,255	2.8%	\$2,336	\$3,281	3.80%
Total UTILITIES					\$83,918		\$86,255	2.8%	\$2,336	\$3,281	3.80%
U.S. LARGE CAP FUNDS											
861014	OLD WESTBURY US LG CAP FD	680414307	459,770	\$11.15	\$5,128	\$12,180	\$5,600	0.2%	\$471	\$25	0.45%
Total U.S. LARGE CAP FUNDS					\$5,128		\$5,600	0.2%	\$471	\$25	0.45%
Total U.S. LARGE CAP					\$2,546,710		\$3,049,103	100.0%	\$502,378	\$44,532	1.46%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	154,128,237	\$9.86	\$1,520,304	\$10,620	\$1,636,841	100.0%	\$116,537	\$13,100	0.80%
Total NON-U.S. LARGE CAP FUNDS					\$1,520,304		\$1,636,841	100.0%	\$116,537	\$13,100	0.80%
Total NON-U.S. LARGE CAP					\$1,520,304		\$1,636,841	100.0%	\$116,537	\$13,100	0.80%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	142,103,316	\$10.41	\$1,479,731	\$15,470	\$2,198,338	100.0%	\$718,606	\$10,941	0.50%
Total GLOBAL SMALL & MID CAP FUNDS					\$1,479,731		\$2,198,338	100.0%	\$718,606	\$10,941	0.50%
Total GLOBAL SMALL & MID CAP					\$1,479,731		\$2,198,338	100.0%	\$718,606	\$10,941	0.50%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											

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Version GP8.4.1.2

Account Details

Report dated December 31, 2010

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE SALMON FOUNDATION INC IMA											
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	169,540,638	\$8.35	\$1,416,386	\$7.710	\$1,307,158	100.0%	(\$109,227)	\$59,339	4.54%
Total GLOBAL OPPORTUNITIES FUNDS					\$1,416,386		\$1,307,158	100.0%	(\$109,227)	\$59,339	4.54%
Total GLOBAL OPPORTUNITIES					\$1,416,386		\$1,307,158	100.0%	(\$109,227)	\$59,339	4.54%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	80,625,357	\$10.60	\$854,268	\$10.900	\$878,816	100.0%	\$24,547	\$2,418	0.28%
Total REAL RETURN FUNDS					\$854,268		\$878,816	100.0%	\$24,547	\$2,418	0.28%
Total REAL RETURN/COMMODITIES					\$854,268		\$878,816	100.0%	\$24,547	\$2,418	0.28%
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	554,062	\$1,263.40	\$700,000	\$2,298.512	\$1,273,518	34.1%	\$573,518	\$0	0.00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	1,001,911	\$998.09	\$1,000,000	\$1,605.357	\$1,608,425	43.0%	\$608,425	\$0	0.00%
085744	5TH AVE TG OFF FD DC1	5TGOF1997	29,070	\$1,000.00	\$23,574	\$0.000	\$0	0.0%	(\$29,070)	\$0	
087256	5TH AVE TECH GR OFF FD	5TGOF1914	289,237	\$1,014.07	\$293,306	\$2,955.483	\$854,835	22.9%	\$561,528	\$0	0.00%
Total HEDGE FUNDS					\$2,016,905		\$3,736,778	100.0%	\$1,714,401	\$0	0.00%
Total ALTERNATIVE INVESTMENTS					\$2,016,905		\$3,736,778	100.0%	\$1,714,401	\$0	0.00%
Total					\$14,227,537		\$17,315,339		\$3,082,310	\$265,445	1.53%

Checking Account

18,068

18,068

14,245,605

17,333,407

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Report run on Apr 20, 2011 by KOPACH
Version GP8.4.1.2

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► 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 ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	THE SALMON FOUNDATION, INC.	13-3637630
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

C/O BESSEMER TRUST

- The books are in the care of ► **630 FIFTH AVENUE, NEW YORK, NY - 10111**

Telephone No ► **(212) 708-9216**

FAX No. ►

- 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 is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 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.	3a	\$ 8,985.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 10,398.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Noté. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization		Employer identification number
	THE SALMON FOUNDATION, INC.		13-3637630
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10111		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

C/O BESSEMER TRUST

• The books are in the care of ► 630 FIFTH AVENUE, NEW YORK, NY - 10111

Telephone No. ► (212) 708-9216

FAX No. ►

• 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 is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a	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.	8a	\$	8,985.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	10,398.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

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 ► Bruna Ryan, VP Title ► As Agent

Date ► 8/3/11

Form 8868 (Rev. 1-2011)