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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

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

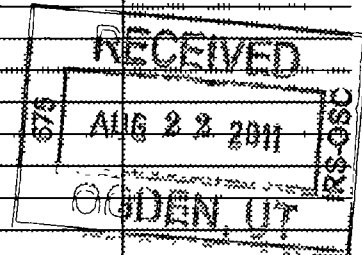
For calendar year 2010, or tax year beginning , and ending

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 SUSQUEHANNA FOUNDATION		A Employer identification number 23-2732477
Number and street (or P.O. box number if mail is not delivered to street address) 401 CITY AVENUE	Room/suite 220	B Telephone number 610-617-2635
City or town, state, and ZIP code BALA CYNWYD, PA 19004		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 180,527.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,764,729.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,051.	1,051.	1,051.	Statement 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
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		7,500.	0.	7,500.	Statement 2
12 Total. Add lines 1 through 11		3,773,280.	1,051.	8,551.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes Stmt 3		23.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		87.	0.	0.	0.
23 Other expenses Stmt 4		136.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		246.	0.	0.	0.
25 Contributions, gifts, grants paid		4,403,002.			4,403,002.
26 Total expenses and disbursements. Add lines 24 and 25		4,403,248.	0.	0.	4,403,002.
27 Subtract line 26 from line 12		-629,968.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,051.		
c Adjusted net income (if negative, enter -0-)				8,551.	

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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	307,341.	39,905.	39,905.
	2 Savings and temporary cash investments			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 5)	503,154.	140,622.	140,622.	
16 Total assets (to be completed by all filers)	810,495.	180,527.	180,527.	
Liabilities	17 Accounts payable and accrued expenses			
	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)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	810,495.	180,527.	
30 Total net assets or fund balances	810,495.	180,527.		
31 Total liabilities and net assets/fund balances	810,495.	180,527.		

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	810,495.
2 Enter amount from Part I, line 27a	2	-629,968.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	180,527.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	180,527.

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			
b	NONE		
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	
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	

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	4,536,166.	166,573.	27.232301
2008	3,810,565.	281,980.	13.513600
2007	3,491,209.	256,748.	13.597804
2006	2,381,933.	278,002.	8.568043
2005	3,460,456.	173,673.	19.925124

2 Total of line 1, column (d)	2	82.836872
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	16.567374
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	171,530.
5 Multiply line 4 by line 3	5	2,841,802.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11.
7 Add lines 5 and 6	7	2,841,813.
8 Enter qualifying distributions from Part XII, line 4	8	4,403,002.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	11.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11.
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	11.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		11.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 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?	X	
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
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	X	
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? Website address ► N/A	13	X	
14	The books are in care of ► BRIAN P. SULLIVAN Telephone no ► 610-617-2635 Located at ► 401 CITY LINE AVE, STE 220, BALA CYNWYD, PA ZIP+4 ► 19004			
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? 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 ►	16	Yes	No
				X

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐ Yes ☒ No	1c	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? ☐ Yes ☒ 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	
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? ☐ Yes ☒ 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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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**6b****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**7b****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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 6		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 HAVERFORD SCHOOL	
	1,055,500.
2 DOANE ACADEMY	
	1,000,000.
3 DECISION EDUCATION FOUNDATION	
	199,888.
4 FREEDOMWORKS FOUNDATION	
	175,000.

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	0.
b	Average of monthly cash balances	1b	174,142.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	174,142.
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	174,142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,612.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	171,530.
6	Minimum investment return. Enter 5% of line 5	6	8,577.

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	8,577.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,566.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,566.
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	8,566.

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	4,403,002.
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	4,403,002.
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	11.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,402,991.

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				8,566.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	3,451,965.			
b From 2006	2,368,209.			
c From 2007	3,478,534.			
d From 2008	3,796,580.			
e From 2009	4,527,881.			
f Total of lines 3a through e	17,623,169.			
4 Qualifying distributions for 2010 from Part XII, line 4: $\blacktriangleright$ \$ 4,403,002.				
a Applied to 2009, 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 2010 distributable amount				8,566.
e Remaining amount distributed out of corpus	4,394,436.			
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:	22,017,605.			
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				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 2005 not applied on line 5 or line 7	3,451,965.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	18,565,640.			
10 Analysis of line 9.				
a Excess from 2006	2,368,209.			
b Excess from 2007	3,478,534.			
c Excess from 2008	3,796,580.			
d Excess from 2009	4,527,881.			
e Excess from 2010	4,394,436.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year				
See Statement 8				
Total			3a	4,403,002.
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

2010

Name of the organization

SUSQUEHANNA FOUNDATION

Employer identification number

23-2732477

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

SUSQUEHANNA FOUNDATION

23-2732477

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR DANTCHIK 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	\$ 623,062.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	JEFF YASS 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	\$ 1,733,333.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	JOEL GREENBERG 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	\$ 1,408,334.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
INTEREST ON CLEARING BALANCE	1,051.
Total to Form 990-PF, Part I, line 3, Column A	1,051.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
PRIOR YEAR CHARITABLE CONTRIBUTIONS RETURNED	7,500.	0.	7,500.
Total to Form 990-PF, Part I, line 11	7,500.	0.	7,500.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INCOME TAX	8.	0.	0.	0.
PENNSYLVANIA FILING FEE	15.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	23.	0.	0.	0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK SERVICE CHARGE	136.	0.	0.	0.
To Form 990-PF, Pg 1, ln 23	136.	0.	0.	0.

Form 990-PF	Other Assets		Statement	5
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
CLEARING AGENCY BALANCE	503,154.	140,622.	140,622.	
To Form 990-PF, Part II, line 15	503,154.	140,622.	140,622.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	6
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ARTHUR DANTCHIK 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	PRESIDENT 0.00	0.	0.	0.
JEFFREY YASS 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	VICE-PRESIDENT 0.00	0.	0.	0.
JOEL GREENBERG 401 CITY AVE., SUITE 220 BALA CYNWYD, CA 19004	VICE-PRESIDENT / SECRETARY 0.00	0.	0.	0.
BRIAN SULLIVAN 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	TREASURER 0.00	0.	0.	0.
TODD SILVERBERG 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	ASSISTANT SECRETARY 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Part XV - Line 1a	Statement	7
	List of Foundation Managers		

Name of Manager

ARTHUR DANTCHIK
JEFFREY YASS
JOEL GREENBERG

Form 990-PF	Grants and Contributions Paid During the Year	Statement	8
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
A BETTER CHANCE IN LOWER MERION	NONE		500.
ACTION AIDS	NONE		5,000.
AFRICAN EDUCATION PROGRAM	NONE		500.
ALZHEIMER'S ASSOCIATION - GREATER MICHIGAN CHAPTER	NONE		2,500.
AMERICAN JEWISH WORLD SERVICE	NONE		1,000.
ANTI-DEFAMATION LEAGUE	NONE		5,000.

23-2732477

09120715	795921	FOUNDATION	2010.03060	21	SUSQUEHANNA FOUNDATION	Statement(s)	8
					FOUNDAT1		

SUSQUEHANNA FOUNDATION23-2732477

CARE	NONE	2,500.
CATO INSTITUTE	NONE	100,000.
CENTER FOR EDUCATION REFORM	NONE	25,000.
CENTER FOR INDIVIDUAL RIGHTS	NONE	1,000.
CHARLEE OF DADE COUNTY	NONE	1,100.
CHARTER SCHOOL GROWTH FUND	NONE	35,000.
CHICAGO CHILD CARE SOCIETY	NONE	1,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA	NONE	15,000.
CHILDREN'S LITERACY INITIATIVE	NONE	10,000.
CHILDREN'S SCHOLARSHIP FUND PHILADELPHIA	NONE	5,000.

SUSQUEHANNA FOUNDATION23-2732477

CHILMARK COMMUNITY CENTER	NONE	10,000.
CITY YEAR GREATER PHILADELPHIA	NONE	80,000.
COMMONWEALTH FOUNDATION	NONE	1,000.
COMMUNITY OUTREACH PARTNERSHIP	NONE	5,000.
COMPETITIVE ENTERPRISE INSTITUTE	NONE	5,000.
CONGREGATION BETH AM ISRAEL	NONE	15,500.
COUNCIL FOR RELATIONSHIPS	NONE	2,500.
CURTIS INSTITUTE OF MUSIC	NONE	250.
DAD VAIL REGATTA	NONE	25,000.
DOANE ACADEMY	NONE	1000000.

23-2732477

09120715	795921	FOUNDATION	2010.03060	24	SUSQUEHANNA FOUNDATION	Statement(s)	8
					FOUNDAT1		

SUSQUEHANNA FOUNDATION		23-2732477
GLADWYNE FIRE COMPANY	None	1,000.
GLADWYNE FREE LIBRARY	None	500.
HILLEL AT BINGHAMTON	None	1,000.
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE	None	1,000.
INNER-CITY TEACHING CORP	None	25,000.
INSTITUTE OF CONTEMPORARY ART - UNIVERSITY OF PENNSYLVANIA	None	10,000.
INTERFAITH CENTER	None	750.
INTERNATIONAL DOCUMENTARY ASSOCIATION	None	10,000.
ISLAND HOUSING TRUST	None	5,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA	None	25,600.

SUSQUEHANNA FOUNDATION		23-2732477
JFCS OF GREATER PHILADELPHIA	None	10,000.
JOURNEYS IN FILM	None	1,000.
JUVENILE DIABETES RESEARCH FOUNDATION	None	2,500.
KATIE SAMSON FOUNDATION	None	1,500.
KEROSENE LAMP FOUNDATION	None	25,400.
KIPP FOUNDATION	None	50,000.
KIPP NYC, INC.	None	25,000.
LAUREL HOUSE	None	1,000.
MAPENDO	None	15,000.
MATH FOR AMERICA	None	25,000.

SUSQUEHANNA FOUNDATION23-2732477

MELANOMA INTERNATIONAL FOUNDATION	None	5,000.
MEMORIAL SLOANE KETTERING CANCER CENTER	None	250.
MIGHTY WRITERS, INC.	None	25,000.
MINDING YOUR MIND	None	3,000.
MISSION KIDS CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY	None	1,000.
MOVING PICTURE INSTITUTE	None	10,000.
NATIONAL BRAIN TUMOR SOCIETY	None	5,000.
NATIONAL LEGAL AND POLICY CENTER	None	1,000.
NATIONAL MS SOCIETY	None	500.
NATIONAL PHILANTHROPIC TRUST	None	1,825.

SUSQUEHANNA FOUNDATION

23-2732477

NI UNA MAS - DREXEL UNIVERSITY	None	1,000.
NOREEN O'NEILL FOUNDATION	None	5,000.
PEDIATRAIC CANCER FOUNDATION	None	500.
PENNSYLVANIA BALLET	None	1,000.
PHILABUNDANCE	None	10,500.
PHILADELPHIA CITY ROWING	None	35,000.
PHILADELPHIA MURAL ARTS ADVOCATES	None	1,000.
PHILADELPHIA MUSEUM OF ART	None	30,000.
PIG IRON THEATRE COMPANY	None	1,000.
PLANNED PARENTHOOD OF SOUTHEASTERN PA	None	1,000.

SUSQUEHANNA FOUNDATION23-2732477

PREP FOR PREP	None	2,500.
PRINCETON UNIVERSITY	None	5,000.
ROBIN HOOD FOUNDATION	None	1,000.
SAINT JAMES SCHOOL	None	100,000.
SALVATION ARMY	None	5,000.
SAVE THE CHILDREN	None	53,000.
SELF HELP COMMUNITY SERVICES	None	5,000.
SILVER SCREEN FILM SOCIETY	None	111,000.
SIMON WIESENTHAL CENTER	None	25,000.
STEPPINGSTONE SCHOLARS, INC.	None	160,250.

SUSQUEHANNA FOUNDATION

23-2732477

SUPPORT CENTER FOR CHILD ADVOCATES	None	1,000.
SUSAN G KOMEN FOR THE CURE	None	10,000.
TANZANIAN CHILDREN'S FUND	None	50,000.
TAX FOUNDATION	None	2,000.
THE 52ND STREET PROJECT	None	20,000.
THE ACADEMY OF MUSIC	None	5,000.
THE BALDWIN SCHOOL	None	2,500.
THE BRYN MAWR HOSPITAL FOUNDATION	None	1,000.
THE CHILD STUDY CENTER FOUNDATION	None	10,000.
THE CHILDREN OF JEWISH HOLOCAUST SURVIVORS ASSOCIATION	NONE	360.

SUSQUEHANNA FOUNDATION		23-2732477
THE CHILDREN'S HOSPITAL AT MONTEFIORE	NONE	5,500.
THE DECISION EDUCATION FOUNDATION	None	199,888.
THE FRANKLIN INSTITUTE	None	1,000.
THE FRIENDS OF THE ISRAEL DEFENSE FORCES	None	1,000.
THE FUND FOR AMERICAN STUDIES	None	1,000.
THE HAVERFORD SCHOOL	None	1055500.
THE JOINT DISTRIBUTION COMMITTEE	None	500.
THE KATIE LYNCH FOUNDATION	NONE	1,000.
THE MANN CENTER FOR THE PERFORMING ARTS	NONE	2,500.
THE MORTY FRANK MEMORIAL FUND	NONE	2,500.

SUSQUEHANNA FOUNDATION		23-2732477
THE PHILADELPHIA COMMITTEE TO END HOMELESSNESS	NONE	2,250.
TRICKLE UP	NONE	1,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	NONE	101,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	NONE	10,000.
UNIVERSITY OF THE ARTS	NONE	2,500.
URSINUS COLLEGE	NONE	25,000.
VARIETY-FREEDOM PLAYGROUND	NONE	50.
VINEYARD HOUSE	NONE	15,000.
WASHINGTON LEGAL FOUNDATION	NONE	25,000.
WOMEN IN TRANSITION	NONE	5,000.

SUSQUEHANNA FOUNDATION

23-2732477

YMCA CAMP OCKANICKON

NONE

5,000.

YOUNG SCHOLARS CHARTER SCHOOL

NONE

1,000.

Total to Form 990-PF, Part XV, line 3a

4,403,002.

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 ☒
- 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 SUSQUEHANNA FOUNDATION	Employer identification number 23-2732477
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 401 CITY AVENUE, No. 220	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BALA CYNWYD, PA 19004	

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

BRIAN P. SULLIVAN

- The books are in the care of ► **401 CITY LINE AVE, STE 220, BALA CYNWYD, PA - 19004**

Telephone No. ► **610-617-2635**

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	\$	0.
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	\$	0.
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)