



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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

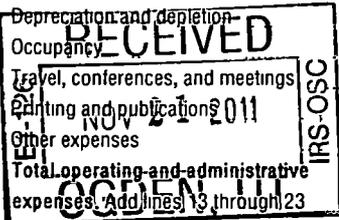
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 SALEM D SHUCHMAN & BARBARA L KLOCK FOUNDATION | | A Employer identification number 25-6747770 |
| 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) 708-9216 |
| City or town, state, and ZIP code NEW YORK, NY 10111 | | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| 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 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 260,625. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 275,061. | | 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 | 2,536. | 2,536. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <2,500.> | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a | 149,226. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 50,210. | | |
| | 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 | 275,097. | 52,746. | | | |
| 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 | 1,725. | 0. | | 1,725. |
| | c Other professional fees | 672. | 672. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | 20. | 20. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 2,417. | 692. | | 1,725. |
| | 25 Contributions, gifts, grants paid | 143,824. | | | 143,824. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 146,241. | 692. | | 145,549. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 128,856. | | | | |
| b Net investment income (if negative, enter -0-) | | 52,054. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |



SCANNED NOV 30 2011

17

SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION

Form 990-PF (2010)

25-6747770

Page 2

| 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 | 224. | 188. | 188. |
| | 2 Savings and temporary cash investments | 3,088. | 160,382. | 160,382. |
| | 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 STMT 6 | 111,382. | 85,380. | 91,878. |
| | c Investments - corporate bonds | | | |
| Liabilities | 11 Investments land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 7 | 10,144. | 7,744. | 8,177. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶) | | | |
| | 16 Total assets (to be completed by all filers) | 124,838. | 253,694. | 260,625. |
| Net Assets or Fund Balances | 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 ▶ <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| 27 Capital stock, trust principal, or current funds | 124,838. | 253,694. | | |
| 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 | 124,838. | 253,694. | | |
| 31 Total liabilities and net assets/fund balances | 124,838. | 253,694. | | |

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 | 124,838. |
| 2 Enter amount from Part I, line 27a | 2 | 128,856. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 253,694. |
| 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 | 253,694. |

023511
12-07-10

Form 990-PF (2010)

SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION

Form 990-PF (2010)

25-6747770 Page 3

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 | PUBLICLY TRADED SECURITIES | D | VARIOUS | VARIOUS |
| c | CAPITAL GAINS DIVIDENDS | | | |
| 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 25,063. | | 28,765. | <3,702.> |
| b 123,800. | | 70,251. | 53,549. |
| c 363. | | | 363. |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|-----------------------------------|--|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | <3,702.> |
| b | | | 53,549. |
| c | | | 363. |
| 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 | 50,210. |
| 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 | 135,491. | 114,025. | 1.188257 |
| 2008 | 71,275. | 179,117. | .397924 |
| 2007 | 109,230. | 222,773. | .490320 |
| 2006 | 86,119. | 184,320. | .467225 |
| 2005 | 131,360. | 155,279. | .845961 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | 3.389687 |
| 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 | .677937 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 137,433. |
| 5 Multiply line 4 by line 3 | 5 | 93,171. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 521. |
| 7 Add lines 5 and 6 | 7 | 93,692. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 145,549. |

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.

SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION

Form 990-PF (2010)

25-6747770

Page 4

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

| | | |
|--|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 521. |
| 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 | 521. |
| 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 | 521. |
| 6 Credits/Payments: | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 1,578. |
| 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 | 1,578. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,057. |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 1,057. Refunded <input checked="" 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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

Form 990-PF (2010)

023531
12-07-10

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of C/O BESSEMER TRUST Telephone no. (212) 708-9216 Located at 630 FIFTH AVE., NEW YORK, NY ZIP+4 10111
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
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?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 N/A 7b

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

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

| (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 |
|--|---|---|---|---------------------------------------|
| SALEM D SHUCHMAN C/O BESSEMER TRUST CO; 630 FIFTH AVE NEW YORK, NY 10111 | TRUSTEE 2.00 | 0. | 0. | 0. |
| BARBARA L KLOCK C/O BESSEMER TRUST CO; 630 FIFTH AVE NEW YORK, NY 10111 | TRUSTEE 2.00 | 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

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. |

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 | 94,001. |
| b | Average of monthly cash balances | 1b | 45,525. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 139,526. |
| 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 | 139,526. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 2,093. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 137,433. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 6,872. |

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 | 6,872. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 521. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 521. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 6,351. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 6,351. |
| 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 | 6,351. |

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 | 145,549. |
| 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 | 145,549. |
| 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 | 521. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 145,028. |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 6,351. |
| 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 | 131,455. | | | |
| b From 2006 | 86,119. | | | |
| c From 2007 | 109,230. | | | |
| d From 2008 | 71,275. | | | |
| e From 2009 | 135,505. | | | |
| f Total of lines 3a through e | 533,584. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ | 145,549. | | | |
| 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) ** | 145,549. | | | |
| d Applied to 2010 distributable amount | | | | 0. |
| 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).) | 6,351. | | | 6,351. |
| 6 Enter the net total of each column as indicated below: | 672,782. | | | |
| 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 | 125,104. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 547,678. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | 86,119. | | | |
| b Excess from 2007 | 109,230. | | | |
| c Excess from 2008 | 71,275. | | | |
| d Excess from 2009 | 135,505. | | | |
| e Excess from 2010 | 145,549. | | | |

** SEE STATEMENT 8

Form 990-PF (2010)

SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

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

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

NONE

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

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

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

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 9 | | | | |
| Total | | | ▶ 3a | 143,824. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | ▶ 3b | 0. |

Schedule of Contributors

OMB No. 1545-0047

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

2010

| | |
|--|---|
| Name of the organization SALEM D SHUCHMAN & BARBARA L KLOCK FOUNDATION | Employer identification number 25-6747770 |
|--|---|

Organization type (check one):

- | Filers of: | Section: |
|--------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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
**SALEM D SHUCHMAN & BARBARA L KLOCK
 FOUNDATION**

Employer identification number

25-6747770

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | SALEM D SHUCHMAN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111 | \$ 152,100. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | SALEM D SHUCHMAN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111 | \$ 34,416. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | SALEM D SHUCHMAN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111 | \$ 32,505. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | SALEM D SHUCHMAN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111 | \$ 31,020. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | SALEM D SHUCHMAN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111 | \$ 25,020. | 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.) |

Name of organization

Employer identification number

SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION

25-6747770

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| 2 | 800 SHS AMERICAN EXPRESS | \$ 34,416. | 09/21/10 |
| 3 | 1,500 CISCO SYSTEMS | \$ 32,505. | 09/21/10 |
| 4 | 1,500 SHS EMC CORP | \$ 31,020. | 09/21/10 |
| 5 | 1,123 SHS INTERNATIONAL PAPER | \$ 25,020. | 06/10/10 |
| | | \$ | |
| | | \$ | |

Name of organization

Employer identification number

**SALEM D SHUCHMAN & BARBARA L KLOCK
FOUNDATION**

25-6747770

Part III 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 |
|--|---------------------|---|-------------------------------------|
| | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| <hr/> <hr/> <hr/> | | <hr/> <hr/> <hr/> | |
| | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| <hr/> <hr/> <hr/> | | <hr/> <hr/> <hr/> | |
| | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| <hr/> <hr/> <hr/> | | <hr/> <hr/> <hr/> | |
| | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| <hr/> <hr/> <hr/> | | <hr/> <hr/> <hr/> | |

| | | |
|-------------|------------------------------------|-------------|
| FORM 990-PF | GAIN OR (LOSS) FROM SALE OF ASSETS | STATEMENT 1 |
|-------------|------------------------------------|-------------|

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| PUBLICLY TRADED SECURITIES | | | | | |
| | 25,063. | 28,765. | 0. | 0. | <3,702.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| PUBLICLY TRADED SECURITIES | | | | | |
| | 123,800. | 122,961. | 0. | 0. | 839. |

| | |
|---------------------------------------|----------|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 363. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <2,500.> |

| | | |
|-------------|--|-------------|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT 2 |
|-------------|--|-------------|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| BESSEMER TRUST | 2,899. | 363. | 2,536. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 2,899. | 363. | 2,536. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 3 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FINANCIAL SERVICE FEE | 1,725. | 0. | | 1,725. |
| TO FORM 990-PF, PG 1, LN 16B | 1,725. | 0. | | 1,725. |

| | | | |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 4 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT SERVICE FEE | 672. | 672. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 672. | 672. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX WITHHELD | 20. | 20. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 20. | 20. | | 0. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| BESSEMER TRUST | 85,380. | 91,878. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 85,380. | 91,878. |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

| <u>DESCRIPTION</u> | <u>VALUATION METHOD</u> | <u>BOOK VALUE</u> | <u>FAIR MARKET VALUE</u> |
|--|-----------------------------|-------------------|------------------------------|
| BESSEMER TRUST | COST | 7,744. | 8,177. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 7,744. | 8,177. |

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 8

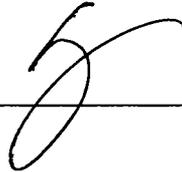
SUPPLEMENTAL SCHEDULE OF INFORMATION

PART XIII, UNDISTRIBUTED INCOME, LINE 4C

ELECTION UNDER IRC REG. SEC. 53-4942(A)-3(D)(2)

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2),
THE SALEM D SHUCHMAN & BARBARA L KLOCK FOUNDATION HEREBY ELECTS TO
TREAT CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF
CORPUS.

(SIGNATURE):



(NAME):

(TITLE):

Trustee

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|--|--|---------------------|---------|
| FRIENDS OF RITTENHOUSE SQUARE PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 1,425. |
| JEWISH FEDERATION OF GREATER PHILADELPHIA PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 50,000. |
| MAC GUFFIN THEATER & FILM CO PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 5,025. |
| PRESERVATION ALLIANCE PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 1,000. |
| SWARTHMORE COLLEGE SWARTHMORE, PA | NONE GENERAL | PUBLIC CHARITY | 30,000. |
| TEMPLE BETH ZION BETH ISRAEL PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 1,000. |
| THE CHILDREN'S HOSPITAL FOUNDATION PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 29,044. |
| THE HAVERFORD SCHOOL HAVERFORD, PA | NONE GENERAL | PUBLIC CHARITY | 1,000. |

| | | | |
|--|-----------------|-------------------|-----------------|
| WALNUT STREET THEATRE PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 1,000. |
| BETH ZION - BETH ISRAEL PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 500. |
| CCRA PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 55. |
| PIERIS MUSIC PHILADELPHIA, PA | NONE GENERAL | PUBLIC CHARITY | 2,500. |
| UNITED STATES OLYMPIC COMMITTEE COLORADO SPRINGS, CO | NONE GENERAL | PUBLIC CHARITY | 18,775. |
| YALE SCHOOL OF MEDICINE ALUMNI FUND NEW HAVEN , CT | NONE GENERAL | PUBLIC CHARITY | 2,500. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | <u>143,824.</u> |

Bessemer Trust

Report dated December 31, 2010

Account Details

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 |
|---|----------------------------|--------------------------|------------------|-----------------------------------|-----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| S.D.S & B.L.K. FAMILY FOUNDATION | | | | | | | | | | | |
| CASH AND SHORT TERM | | | | | | | | | | | |
| CASH AVAILABLE | | | | | | | | | | | |
| 999994 | PRINCIPAL CASH | | 0 000 | \$0.00 | \$0 | \$0.000 | \$0 | 0.0% | \$0 | \$0 | \$0 |
| 999995 | INCOME CASH | | 0 000 | \$0.00 | \$0 | \$0.000 | \$0 | 0.0% | \$0 | \$0 | \$0 |
| 999996 | NET CASH | | 0 000 | \$0.00 | \$0 | \$0.000 | \$0 | 0.0% | \$0 | \$0 | \$0 |
| Total CASH AVAILABLE | | | | | \$0 | | \$0 | 0.0% | \$0 | \$0 | \$0 |
| CASH EQUIVALENTS | | | | | | | | | | | |
| 999990 | BESSEMER SWEEP PROGRAM | | 2,028 900 | \$1.00 | \$2,028 | \$1 000 | \$2,028 | 1.3% | \$0 | \$2 | 0.10% |
| Total CASH EQUIVALENTS | | | | | \$158,354 | \$1,000 | \$158,354 | 98.7% | \$0 | \$158 | 0.10% |
| Total CASH AND SHORT TERM | | | | | \$160,382 | | \$160,382 | 100.0% | \$0 | \$160 | 0.10% |
| U.S. LARGE CAP | | | | | | | | | | | |
| FINANCIALS | | | | | | | | | | | |
| 875173 | S&P 500 DEP RCPTS | 78462F103 | 288 000 | \$122.63 | \$35,317 | \$125 750 | \$36,216 | 100.0% | \$898 | \$652 | 1.80% |
| Total FINANCIALS | | | | | \$35,317 | | \$36,216 | 100.0% | \$898 | \$652 | 1.80% |
| Total U.S. LARGE CAP | | | | | \$35,317 | | \$36,216 | 100.0% | \$898 | \$652 | 1.80% |
| NON-U.S. LARGE CAP | | | | | | | | | | | |
| NON-U.S. LARGE CAP FUNDS | | | | | | | | | | | |
| 943344 | OLD WESTBURY NON-US LC FD | 680414109 | 1,631 911 | \$10.91 | \$17,809 | \$10 619 | \$17,330 | 100.0% | (\$478) | \$138 | 0.80% |
| Total NON-U.S. LARGE CAP FUNDS | | | | | \$17,809 | | \$17,330 | 100.0% | (\$478) | \$138 | 0.80% |
| Total NON-U.S. LARGE CAP | | | | | \$17,809 | | \$17,330 | 100.0% | (\$478) | \$138 | 0.80% |
| GLOBAL SMALL & MID CAP | | | | | | | | | | | |
| GLOBAL SMALL & MID CAP FUNDS | | | | | | | | | | | |
| 905637 | OLD WEST GL SM & MD CAP FD | 680414604 | 1,255 166 | \$10.62 | \$13,332 | \$15 470 | \$19,417 | 100.0% | \$6,084 | \$96 | 0.49% |
| Total GLOBAL SMALL & MID CAP FUNDS | | | | | \$13,332 | | \$19,417 | 100.0% | \$6,084 | \$96 | 0.49% |
| Total GLOBAL SMALL & MID CAP | | | | | \$13,332 | | \$19,417 | 100.0% | \$6,084 | \$96 | 0.49% |

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other Bessemer reporting systems that utilize finalized market prices.

Account Details

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 |
|---|----------------------------|--------------------------|------------------|-----------------------------------|-----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| S.D.S & B.L.K. FAMILY FOUNDATION | | | | | | | | | | | |
| GLOBAL OPPORTUNITIES | | | | | | | | | | | |
| GLOBAL OPPORTUNITIES FUNDS | | | | | | | | | | | |
| 943328 | OLD WESTBURY GL OPPTIES FD | 680414802 | 2,453,313 | \$7.71 | \$18,922 | \$7,710 | \$18,915 | 100.0% | (\$7) | \$858 | 4.54% |
| Total GLOBAL OPPORTUNITIES FUNDS | | | | | \$18,922 | | \$18,915 | 100.0% | (\$7) | \$858 | 4.54% |
| Total GLOBAL OPPORTUNITIES | | | | | \$18,922 | | \$18,915 | 100.0% | (\$7) | \$858 | 4.54% |
| REAL RETURN/COMMODITIES | | | | | | | | | | | |
| REAL RETURN FUNDS | | | | | | | | | | | |
| 860093 | OLD WESTBURY REAL RETRN FD | 680414703 | 750,251 | \$10.32 | \$7,744 | \$10,899 | \$8,177 | 100.0% | \$433 | \$22 | 0.27% |
| Total REAL RETURN FUNDS | | | | | \$7,744 | | \$8,177 | 100.0% | \$433 | \$22 | 0.27% |
| Total REAL RETURN/COMMODITIES | | | | | \$7,744 | | \$8,177 | 100.0% | \$433 | \$22 | 0.27% |
| Total | | | | | \$253,506 | | \$260,437 | | \$6,930 | \$1,926 | 0.74% |

Late Cash

\$ 188

\$ 188

\$ 253,694

\$ 260,625

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

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 SALEM D SHUCHMAN & BARBARA L KLOCK FOUNDATION | Employer identification number 25-6747770 |
| 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. 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-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 AVE. - 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 | \$ | 521. |
| 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 | \$ | 1,578. |
| 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**
- Note. 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 SALEM D SHUCHMAN & BARBARA L KLOCK FOUNDATION | Employer identification number 25-6747770 |
| | 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) 04

| 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 AVE. - 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.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- For calendar year **2010**, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS UNAVAILABLE AT THIS TIME.

| | | | |
|---|----|----|--------|
| 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 | \$ | 521. |
| 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 | \$ | 1,578. |
| 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 Lyon, VP*** Title **▶ *As Agent*** Date **▶ *8/5/11***