Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: SCHWAB-SILFEN FOUNDATION

A Employer identification number: 23-6401901

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 5796 — Room/suite:

B Telephone number (see instructions): 717-233-8083

City or town, state, and ZIP code: HARRISBURG PA 17110

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 ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,977,450

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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) (see instructions))

	Line	Description	(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 (attach schedule)	291,633			
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,084	7,084		
	4	Dividends and interest from securities	157,170	157,170		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	67,694			
	b	Gross sales price for all assets on line 6a 572,715				
	7	Capital gain net income (from Part IV, line 2)		67,694		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	523,581	231,948	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	6,500	1,950		4,550
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	7,589	1,707		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	7,874	4,313		3,561
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,963	7,970	0	8,111
	25	Contributions, gifts, grants paid	459,192			459,192
	26	**Total expenses and disbursements.** Add lines 24 and 25	481,155	7,970	0	467,303
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	42,426			
	b	**Net investment income** (if negative, enter -0-)		223,978		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	53,247	60,006	60,006
	2	Savings and temporary cash investments	19,700	72,338	72,338
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 4	3,413,568	3,424,937	4,618,122
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 5	275,000	225,000	226,984
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,761,515	3,782,281	4,977,450
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 (attach schedule)			
	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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,761,515	3,782,281	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,761,515	3,782,281	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,761,515	3,782,281	

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	3,761,515
2	Enter amount from Part I, line 27a	2	42,426
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,803,941
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	21,660
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,782,281

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	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
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	67,694
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	24,930

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 the 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))
2010	278,641	4,574,304	0.060914
2009	260,524	3,884,474	0.067068
2008	221,235	4,965,482	0.044555
2007	202,645	5,141,179	0.039416
2006	321,505	4,624,862	0.069517

2	Total of line 1, column (d)	2	0.281470
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	0.056294
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,096,279
5	Multiply line 4 by line 3	5	286,890
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,240
7	Add lines 5 and 6	7	289,130
8	Enter qualifying distributions from Part XII, line 4	8	467,303

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,240
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	2,240
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	2,240
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 9,200		
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	9,200
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,960
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,400 **Refunded** ▶	11	4,560

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	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	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ISRAEL SCHWAB Telephone no ▶ 717-233-8083
3525 N. 6TH STREET
Located at ▶ HARRISBURG PA ZIP+4 ▶ 17110

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 |

			Yes	No
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
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 ▶ 20 , 20 , 20 , 20			
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 2011 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 2011) 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 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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 (see instructions).

(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 7				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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 ▶		

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 (see instructions)

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 ▶	

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	5,120,936
b	Average of monthly cash balances		1b	52,951
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,173,887
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	5,173,887
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	77,608
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,096,279
6	**Minimum investment return.** Enter 5% of line 5		6	254,814

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	254,814
2a	Tax on investment income for 2011 from Part VI, line 5	2a 2,240		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,240
3	Distributable amount before adjustments Subtract line 2c from line 1		3	252,574
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	252,574
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	252,574

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	467,303
b	Program-related investments—total from Part IX-B	1b	
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	467,303
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 (see instructions)	5	2,240
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	465,063

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					252,574
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	96,214				
b	From 2007					
c	From 2008					
d	From 2009	91,658				
e	From 2010	59,112				
f	**Total** of lines 3a through e		246,984			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 467,303					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					252,574
e	Remaining amount distributed out of corpus		214,729			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		461,713			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		96,214			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		365,499			
10	Analysis of line 9					
a	Excess from 2007					
b	Excess from 2008					
c	Excess from 2009	91,658				
d	Excess from 2010	59,112				
e	Excess from 2011	214,729				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 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))

N/A

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

N/A

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

ISRAEL SCHWAB 717-233-8083
P.O. BOX 5796 HARRISBURG, PA 17110

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

SEE STATEMENT 8

c Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME.

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 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 SCHEDULE	N/A	PUBLIC	ORGANIZATIONS' EXEMPT PURPOSE	459,192
Total			▶ 3a	459,192
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,084	
4 Dividends and interest from securities			14	157,170	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	67,694	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		231,948	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 231,948

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

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

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee: [signature] Date: 5/15/12 Title: Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
ANDREA D. JOHNSON, CPA	[signature]	05/10/12	
Firm's name ▶ MARTIN M. SACKS & ASSOCIATES		PTIN	P00528866
Firm's address ▶ 4775 LINGLESTOWN ROAD HARRISBURG, PA 17112		Firm's EIN ▶	23-1979781
		Phone no	717-657-1300

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
SCHWAB-SILFEN FOUNDATION	23-6401901

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, total 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 total 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 Part I, 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)

Name of organization SCHWAB-SILFEN FOUNDATION

Employer identification number 23-6401901

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	D & H DISTRIBUTING COMPANY 2525 N. SEVENTH STREET HARRISBURG PA 17110	$ 190,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	JARB POST OFFICE BOX 5796 HARRISBURG PA 17110	$ 20,409	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	D & H CARES 2525 N. SEVENTH STREET HARRISBURG PA 17110	$ 76,274	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: SCHWAB-SILFEN FOUNDATION

Employer identification number: 23-6401901

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	70 SHARES CHEVRON CORPORATION	$ 7,298	12/09/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	700 SHARES EXELIS, INC.	$ 6,132	12/09/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	350 SHARES ITT CORP	$ 6,979	12/09/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: SCHWAB-SILFEN FOUNDATION

Employer Identification Number: 23-6401901

	(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)
(1)	BLACKROCK BUILD AMERICA BOND TRUST	P	VARIOUS	12/12/11
(2)	BLACKSTONE/GSO SR FLOATING RATE TERM	P	08/08/11	11/11/11
(3)	CLEARBRIDGE ENERGY MLP RD	P	09/21/11	12/07/11
(4)	NUVEEN BUILD AMER BD FD	P	12/22/10	09/21/11
(5)	NUVEEN BUILD AMER BD FD	P	VARIOUS	10/13/11
(6)	NUVEEN BUILD AMERICA BOND OPPTY FD	P	04/29/11	09/06/11
(7)	BLACKROCK BUILD AMERICA BOND TRUST	P	12/22/10	06/30/11
(8)	BLACKSTONE/GSO SR FLOATING RATE TERM	P	VARIOUS	04/27/11
(9)	NUVEEN BUILD AMERICA BOND OPPTY FD	P	04/27/11	06/30/11
(10)	AES CORP	P	02/02/88	02/23/11
(11)	ALLIED IRISH BKS PLC SPONSORED ADR	P	VARIOUS	02/24/11
(12)	FRONTIER COMMUNICATIONS	P	02/02/88	02/23/11
(13)	INVESTMENT CO AMERICA CLASS A	P	VARIOUS	05/12/11
(14)	INVESTMENT CO AMERICA CLASS A	P	VARIOUS	10/14/11
(15)	MFA FINANCIAL INC	P	VARIOUS	02/23/11

	(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)
(1)	30,907		26,430	4,477
(2)	37,919		35,364	2,555
(3)	22,161		20,195	1,966
(4)	19,850		18,305	1,545
(5)	29,369		27,795	1,574
(6)	20,750		18,850	1,900
(7)	18,935		17,505	1,430
(8)	42,294		38,991	3,303
(9)	39,544		37,145	2,399
(10)	30,369		24,588	5,781
(11)	3,614		13,045	-9,431
(12)	1,012			1,012
(13)	25,000		17,854	7,146
(14)	26,611		25,603	1,008
(15)	32,955		24,751	8,204

	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	
(1)				4,477
(2)				2,555
(3)				1,966
(4)				1,545
(5)				1,574
(6)				1,900
(7)				1,430
(8)				3,303
(9)				2,399
(10)				5,781
(11)				-9,431
(12)				1,012
(13)				7,146
(14)				1,008
(15)				8,204

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name: SCHWAB-SILFEN FOUNDATION

Employer Identification Number: 23-6401901

	(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)
(1)	OPPENHEIMER GOLC & SPL MINERALS FD	P	VARIOUS	05/12/11
(2)	OPPENHEIMER QUEST INTL VALUE FD	P	VARIOUS	10/14/11
(3)	OPPENHEIMER REAL ESTATE FD CLASS A	P	VARIOUS	05/12/11
(4)	SPDR DOW JONES REIT ET	P	07/02/09	05/18/11
(5)	WACHOVIA 7.85% PFD CUM CAP TR	P	11/14/07	10/03/11
(6)	WASH MUTL INVS FD INC CLASS A	P	VARIOUS	05/12/11
(7)	CALL EXXON MOBIL CORP	P	04/27/11	06/01/11
(8)	CALL EXXON MOBIL CORP	P	02/28/11	04/16/11
(9)	CALL JP MORGAN CHASE	P	02/16/11	05/13/11
(10)	CALL JP MORGAN CHASE	P	01/05/11	02/16/11
(11)	CALL MRO1=MRO+50MPC	P	02/28/11	07/16/11
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	25,000		18,540	6,460
(2)	49,288		55,000	-5,712
(3)	25,000		14,678	10,322
(4)	19,984		9,995	9,989
(5)	40,000		40,000	
(6)	25,000		17,015	7,985
(7)	1,376		165	1,211
(8)	910			910
(9)	2,595		557	2,038
(10)	1,445		2,650	-1,205
(11)	827			827
(12)				
(13)				
(14)				
(15)				

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))
(1)				6,460
(2)				-5,712
(3)				10,322
(4)				9,989
(5)				
(6)				7,985
(7)				1,211
(8)				910
(9)				2,038
(10)				-1,205
(11)				827
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARTIN M. SACKS $ ASSOC., CPA'S ACCTG SRVCS/PREP OF FORM 990-PF	$ 6,500	$ 1,950	$	$ 4,550
TOTAL	$ 6,500	$ 1,950	$ 0	$ 4,550

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FED'L EXCISE TAX ON NET INV INC	$ 5,882	$	$	$
FOREIGN TAX WITHHELD ON DIVIDEND	1,707	1,707		
TOTAL	$ 7,589	$ 1,707	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OFFICE SERVICES	7,092	3,546		3,546
PA FILING FEE	15			15
INVESTMENT EXPENSE	767	767		
TOTAL	$ 7,874	$ 4,313	$ 0	$ 3,561

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 736,766	$ 638,078		$ 1,559,820
SEE ATTACHED	2,676,802	2,786,859		3,058,302
TOTAL	$ 3,413,568	$ 3,424,937		$ 4,618,122

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 275,000	$ 225,000		$ 226,984
TOTAL	$ 275,000	$ 225,000		$ 226,984

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
ADJUST FMV OF NON-CASH CONTRIBUTION TO COST BASIS	$ 21,660
TOTAL	$ 21,660

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ISRAEL SCHWAB 2525 NORTH 7TH STREET HARRISBURG PA 17110	PRESIDENT	AS NEEDED	0	0	0
ANDREW SCHWAB P.O. BOX 5796 HARRISBURG PA 17110	SEC/TREAS	AS NEEDED	0	0	0

Federal Statements

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MICHAEL SCHWAB P.O. BOX 5796 HARRISBURG PA 17110	TRUSTEE	AS NEEDED	0	0	0
DANIEL SCHWAB P.O. BOX 5796 HARRISBURG PA 17110	TRUSTEE	AS NEEDED	0	0	0
AMY SILFEN P.O. BOX 5796 HARRISBURG PA 17110	TRUSTEE	AS NEEDED	0	0	0

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
A LETTER STATING REQUEST FOR FUNDS AND EXPLANATION OF NEED.

SCHWAB-SILFEN FOUNDATION

23-6401901

FORM 990-PF

STATEMENT 4 - PART II, LINE 10B - CORPORATE STOCK INVESTMENTS

	BEGINNING OF YEAR	END OF YEAR	FAIR MARKET VALUE
STOCKS:			
Aegon N.V. 7.25% Pfd	$40,000.00	$40,000.00	$35,360.00
AES Corp	24,588.28		
Allied Irish Bks Spon Adr	13,045.11		
Altria Group Inc	13,809.77	13,809.77	71,160.00
AT&T Corp	36,150.48	36,150.48	69,340.32
Bank of America Corp	12,000.00	12,000.00	4,303.44
Bank of America Corp 8.20% Pfd	28,000.00	28,000.00	24,752.00
Bank of America Corp 8.625% Pfd	50,000.00	50,000.00	43,920.00
Chevron Corporation		299.59	7,448.00
Citigroup Inc	20,526.86	20,526.37	15,786.00
Enbridge Energy Partners, LP	50,980.00	50,980.00	66,380.00
Enterprise Prods Partners LP	26,500.00	26,500.00	57,511.20
Exelis Inc		639.04	6,335.00
Exxon Mobil Corp	96,079.44	96,079.44	254,280.00
Firstenergy Corp/Allegheny Energy, Inc.	9,875.00	9,875.00	29,548.10
General Electric Company	55,335.46	55,335.46	304,470.00
Hersha Hospitality Trust Cl A	34,579.53	34,579.53	39,040.00
International Business Machines Corp	6,686.00	6,686.00	36,776.00
ITT Corp		493.65	6,765.50
J P Morgan Chase & Co	22,431.07	22,431.07	66,500.00
Johnson & Johnson	2,826.40	2,826.40	39,348.00
Kinder Morgan Energy Partners	2,440.90	4,707.44	11,468.25
MFA Mortgage Investments Inc	24,750.54		
Marathon Oil Corp	16,224.30	9,677.80	43,905.00
Marathon Petroleum Corp		6,546.50	24,967.50
Microsoft Corp	5,917.08	5,917.08	112,328.92
PEPCO Holdings Inc	10,949.70	10,947.04	11,286.80
Pfizer Inc	19,779.20	19,779.20	25,578.48
Prudential Financial Inc	40,000.00	40,000.00	43,616.00
Rite Aid Corp	2,227.18	2,227.18	7,156.80
TECO Energy, Inc	13,757.50	13,757.50	38,280.00
Verizon Communications	4,339.98	4,339.98	21,183.36
Wachovia Capital Tr X	40,000.00		
Washington Real Est Inv Tr SBI	12,966.49	12,966.49	41,025.00
	$736,766.27	$638,078.01	$1,559,819.67

SCHWAB-SILFEN FOUNDATION

23-6401901

FORM 990-PF

STATEMENT 4 - PART II, LINE 10B - CORPORATE STOCK INVESTMENTS - CONTINUED

	BEGINNING OF YEAR	END OF YEAR	FAIR MARKET VALUE
CLOSED-END, EXCHANGE TRADED AND MUTUAL FUNDS:			
Apollo Senior Floating Rate Fd Inc		$56,744.80	$48,030.00
Blackrock Build America Bond Trust	$35,060.00		
Blackstone/GSO SR Floating Rate Term Fund	38,990.90	18,650.00	18,360.00
Bond Fund of America Cl A	31,446.07	32,577.04	34,361.48
Capital World Bond Fd CL A		51,301.11	50,006.40
Capital Income Builder Fund Cl A	74,244.20	77,695.80	83,677.59
Capital World Growth & Income Fund Cl A	72,491.12	74,706.99	76,314.67
Clearbridge Energy MLP Opportunity Fd		18,650.00	19,080.00
Duff & Phelps Global Utility Income Fund Inc		62,880.30	63,350.00
Europacific Growth Fund Cl A	51,450.59	52,306.14	51,840.43
Fundamental Investors Fund Cl A	88,309.11	90,146.50	106,935.27
Goldman Sachs Capital Growth Fund Cl A	33,945.09	34,051.44	57,825.93
Growth Fund of America Cl A	87,919.86	88,687.26	101,447.12
International Growth and Income Fund Cl A	73,051.96	76,888.49	75,295.20
Investment Company of America Fund Cl A	109,900.24	68,568.97	77,287.68
IShares Barclays TIPS Bond Fund	50,601.00	50,446.44	58,345.00
IShares Barclays 7-10 Year Treas Bond Fund	53,832.00	53,832.00	63,342.00
IShares Barclays 1-3 Year Treas Bond Fd	50,322.00	50,322.00	50,700.00
IShares Dow Jones Select Dividends Index Fd	39,046.00	39,046.00	53,770.00
IShares Dow Jones US Real Estate Index Fd	30,493.36	30,493.36	45,448.00
IShares MSCI EAFE Index Fund	35,869.04	35,869.04	39,624.00
IShares MSCI Emerging Mkts Index Fund	31,174.80	31,174.80	37,940.00
IShares Russell 2000 Index Fund	33,660.00	33,660.00	44,250.00
Morgan Stanley Income Securities Inc	57,904.50	57,904.50	52,020.00
New Perspective Fund Cl A	91,212.80	92,332.57	103,901.24
New World Fund Cl A	51,451.33	52,351.08	55,715.58
Nuveen Build Amer Bd Fd	36,789.70		
Nuveen Energy MLP Total Return Fd		36,910.00	34,780.00
Nuveen Multi-Strategy Income	30,000.00		
& Growth Fund/Pdf & Conv Income Fund		30,000.00	16,020.00
Oppenheimer Commodity Strategy Total Return Fund Cl A	91,478.07	97,338.93	98,437.45
Oppenheimer Developing Markets Fund Cl A	75,312.28	76,844.46	81,593.51
Oppenheimer Equity Income Fund Cl A	60,856.75	62,664.82	62,682.28
Oppenheimer Gold and Special Minerals Fund Cl A	90,412.87	76,231.96	67,171.93
Oppenheimer Intl Bond Fund Cl A	106,004.94	163,507.84	155,561.66
Oppenheimer Intl Growth Fund Cl A	75,693.17	76,303.63	80,177.30
Oppenheimer Main Street Opportunity Fd	35,000.00	35,074.63	37,881.10
Oppenheimer Quest International Value Fund Cl A	109,351.30	54,855.88	48,138.66
Oppenheimer Quest Opportunity Value Fund CL A	91,851.04	99,712.62	90,686.49
Oppenheimer Real Estate Fund Cl A	101,471.07	87,717.62	116,708.08
Oppenheimer Rising Dividends Fund Cl A	204,169.90	207,113.81	236,857.89
Short Term Bd Fd Amer Inc Cl A/ American Funds Short-Term Bond Fd Cl A	51,482.45	52,033.37	52,219.73
Smallcap World Fund Cl A	51,185.06	51,376.56	60,133.14
SPDR Dow Jones Indl Average ETF/Diamonds Trust Series 1	33,249.36	33,249.36	48,740.00
SPDR Dow Jones REIT ETF	49,975.95	39,980.76	77,280.00
Vanguard REIT ETF	45,560.00	45,560.00	75,400.00
Washington Mutual Investors Fund Cl A	114,582.17	100,666.15	124,124.72
Western Asset High Yield Defined Opportunity Fd		28,429.85	24,840.00
	$2,676,802.05	$2,786,858.88	$3,058,301.53
	$3,413,568.32	$3,424,936.89	$4,618,121.20

SCHWAB-SILFEN FOUNDATION

23-6401901

FORM 990-PF

STATEMENT 5 - PART II, LINE 13 - OTHER INVESTMENTS

	BEGINNING OF YEAR	END OF YEAR	FAIR MARKET VALUE
BONDS:			
State of Israel; 4.75%; Due 01/15/2011	$50,000.00		
State of Israel; 4.80%; Due 01/01/2012	50,000.00	$50,000.00	$50,000.00
State of Israel; 6.35%; Due 08/01/2012	25,000.00	25,000.00	25,656.75
State of Israel; 1.90%; Due 03/01/2013	50,000.00	50,000.00	50,000.00
State of Israel; 1.40%; Due 07/01/2013	50,000.00	50,000.00	49,923.50
State of Israel; 4.24%; Due 07/01/2014	25,000.00	25,000.00	26,404.50
State of Israel; Variable Rate; Due 05/01/2015	25,000.00	25,000.00	24,999.00
	$275,000.00	$225,000.00	$226,983.75

SCHWAB-SILFEN FOUNDATION

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FORM 990-PF - 2011

PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
American Cancer Society 3211 N. Front Street, Ste 100 Harrisburg, PA 17110	$8,100.00
American Heart Association 1019 Mumma Road Wormleysburg, PA 17043	240.00
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022	375.00
American Red Cross 1804 N. Sixth Street Harrisburg, PA 17110	15,380.00
Anti-Defamation League PO Box 96226 Washington, DC 20090-6226	8,500.00
Arthritis Foundation 3544 N. Progress Avenue, Ste 204 Harrisburg, PA 17110	250.00
Association for Frontotemporal Degeneration Radnor Station 290 King of Prussia Road Radnor, PA 19087	1,100.00
Autism Society of America Greater Harrisburg Chapter PO Box 101 Enola, PA 17028	7,750.00
Beth El Congregation 8101 Park Heights Avenue Baltimore, MD 21208-1799	1,200.00
Beth El Temple 2637 N. Front St. Harrisburg, PA 17110	1,780.00
Bethesda Mission 2101 N. Front Street Building 1, Suite 301 Harrisburg, PA 17110	200.00
Big Brothers Big Sisters of Capital Region 1500 N. 2nd Street, Suite H Harrisburg, PA 17101	2,500.00

SCHWAB-SILFEN FOUNDATION

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PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
B'nai B'rith International 1640 Rhode Island Avenue Washington, DC 20036	$250.00
Camp Koala 201 N. Hanover Street Carlisle, PA 17013	1,000.00
Chisuk Emuna Congregation PO Box 5507 Harrisburg, PA 17110	9,950.00
Clouse Family Fund c/o Church of the Living Christ P.O. Box 180 Loysville, PA 17047	650.00
Cultural Enrichment Fund PO Box 12084 Harrisburg, PA 17108-2084	2,500.00
CURE - Citizens United for Research in Epilepsy 223 W. Erie Street, Suite 25W Chicago, IL 60654	1,000.00
CureSearch for Children's Cancer 4600 East-West Highway, Suite 600 Bethesda, MD 20814	1,000.00
DC Council BBYO B'nai B'rith Youth Organization 6125 Montrose Road Rockville, MD 20852	200.00
Gretna Theatre 4830 Londonderry Road Harrisburg, PA 17109	1,000.00
Habitat for Humanity of the Greater Harrisburg Area 900 S. Arlington Ave., Suite 122A Harrisburg, PA 17109	25,000.00
Hadassah The Women's Zionist Organization of America Inc. 50 West 58th Street New York, NY 10019	1,250.00
Harrisburg University 215 Market Street Harrisburg, PA 17101	2,500.00

SCHWAB-SILFEN FOUNDATION

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PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
Hearts for Cancer 17 MacIntyre Drive North Reading, MA 01864	$5,000.00
Hebrew Immigrant Aid Society World Headquarters 333 Seventh Avenue New York, NY 10001-5004	1,000.00
Heifer International 1 World Avenue Little Rock, AR 72202	500.00
Holy Name of Jesus Roman Catholic Church 6150 Allentown Blvd. Harrisburg, PA 17112	1,000.00
Humane Society of Harrisburg 7790 Grayson Road Harrisburg, PA 17111	500.00
Jake Gittlen Cancer Institute 4331 S. Victoria Way Harrisburg, PA 17112	1,450.00
Jewish Community Center-Harrisburg 3301 N. Front Street Harrisburg, PA 17110	250.00
Jewish Comm Foundation of Central PA 3301 N. Front Street Harrisburg, PA 17110	10,200.00
Jewish Day School 1901 East Jefferson Street Rockville, MD 20852	180.00
Jewish Federation of Greater Harrisburg 3301 N. Front Street Harrisburg, PA 17110	231,808.00
Jewish Fed. Of South Palm Beach County 9901 Klein Blvd. Boca Raton, FL 33428-1788	6,000.00
Jewish Home of Greater Harrisburg 4000 Linglestown Road Harrisburg, PA 17112	100.00
Kevin Scott Memorial Fund 2 East Second Street Hummelstown, PA 17036	150.00

SCHWAB-SILFEN FOUNDATION

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FORM 990-PF - 2011

PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
Levindale Auxiliary Inc. 2434 West Belvedere Avenue Baltimore, MD 21215	$3,650.00
Lupus Loop Lupus Foundation of America 218A W. Governor Road Hershey, PA 17033	500.00
Make A Wish Foundation 2224 Walsh Tarlton, Suite 200 Austin, TX 78746	2,500.00
March of Dimes Central Division 160 South Progress Avenue, 1C Harrisburg, PA 17109	3,591.00
Mutiple Sclerosis Association of America National Headquarters 706 Haddonfield Road Cherry Hill, NJ 08002	1,000.00
National Brain Tumor Society 1600 Tysons Blvd., Suite 800 McLean, VA 22102	2,000.00
National Museum of American Jewish History 101 S. Independence Mall East Philadelphia, PA 19106	500.00
National Multiple Sclerosis Society Central Pennsylvania Chapter 2209 Forest Hills Drive #18 Harrisburg, PA 17112	2,600.00
New Birth Freedom Council Eagle Scouts 1 Baden Powell Lane Mechanicsburg, PA 17050	1,200.00
PA Partnership for Culture, Health & Education 11 N. Third Street Harrisburg, PA 17101	5,700.00
Penn State 4 Diamonds Fund Milton S. Hershey Medical Center P. O. Box 852 Hershey, PA 17033	5,000.00

SCHWAB-SILFEN FOUNDATION

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FORM 990-PF - 2011

PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
Penn State Hershey Cancer Institute Penn State University P.O. Box 852 Hershey, PA 17033	$500.00
Rabbi David L. Silver Yeshiva Academy PO Box 5285 Harrisburg, PA 17110	10,000.00
Rejoice, Inc. 1800 State Street Harrisburg, PA 17103	1,000.00
Ronald McDonald House Charities 745 West Governor Road Hershey, PA 17033	900.00
Sarah Lynn Strohman Foundation P.O. Box 778 Mechanicsburg, PA 17055	500.00
Simon Wiesenthal Center 1399 S. Roxbury Drive Los Angeles, CA 90035	250.00
Solomon Family Building Fund of Chisuk Emuna Congregation P.O. Box 5507 Harrisburg, PA 17110	750.00
St. Jude Children's Research Hospital 262 Danny Thomas Place Memphis, TN 38105	750.00
Susan G. Komen For the Cure P.O. Box 650309 Dallax, TX 75265	79.05
Temple Ohev Sholom 2345 N. Front Street Harrisburg, PA 17110	550.00
Texas Lions Camp P.O. Box 290247 Kerrville, TX 78029	500.00
The Associated Jewish Charities of Baltimore 101 W. Mount Royal Avenue Baltimore, MD 21201	2,008.93

SCHWAB-SILFEN FOUNDATION

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FORM 990-PF - 2011

PART XV, LINE 3a, CONTRIBUTIONS PAID DURING THE YEAR

Donee	Amount
University of Maryland College Park Foundation Inc. 2108 Mitchell Building College Park, MD 20742	$30,000.00
University of Pennsylvania 3451 Walnut Street 601 Franklin Building Philadelphia, PA 19104	30,000.00
VFW Post 1213 6611 Evelyn Street Harrisburg, PA 17111	100.00
WITF, Inc. 1982 Locust Lane Harrisburg, PA 17109	250.00
World Jewish Congress 501 Madison Avenue New York, NY 10022	1,000.00
	$459,191.98