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Form 990-PF

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

OMB No 1545-0052

2011

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 2011, or tax year beginning 03-01-2011, and ending 02-29-2012

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

Name of foundation: LEOPOLD SCHEPP FOUNDATION. A Employer identification number: 13-5562353. B Telephone number: (212) 692-0191. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$10,461,911. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	63,950	82,669	82,669	
	2 Savings and temporary cash investments	342,354	149,935	149,935	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	14,635	14,545	14,545	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)	9,684,625 <input type="checkbox"/>	8,871,727	8,871,727	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	1,092,847 <input type="checkbox"/>	1,336,307	1,336,307	
	14 Land, buildings, and equipment basis ▶ _____ 77,605 Less accumulated depreciation (attach schedule) ▶ _____ 70,877	4,746 <input type="checkbox"/>	6,728	6,728	
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,203,157	10,461,911	10,461,911		
Liabilities	17 Accounts payable and accrued expenses	19,434	16,327		
	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)	19,434	16,327			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	11,183,723	10,445,584		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	11,183,723	10,445,584			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,203,157	10,461,911			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,183,723
2	Enter amount from Part I, line 27a	2	-427,779
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,755,944
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	310,360
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,445,584

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)
1 a	SALES OF INVESTMENTS	P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 6,845,886		6,793,746	52,140	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			52,140	
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 52,140
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	{ }		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	768,549	10,861,818	0.070757
2009	855,053	11,327,075	0.075488
2008	1,162,988	13,246,401	0.087797
2007	1,141,220	16,043,658	0.071132
2006	1,157,500	15,698,206	0.073735
2	Total of line 1, column (d).		2 0.378909
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 0.075782
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 10,551,608
5	Multiply line 4 by line 3.		5 799,622
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,233
7	Add lines 5 and 6.		7 801,855
8	Enter qualifying distributions from Part XII, line 4.		8 835,600

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,233
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	2,233
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	2,233
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,320
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	4,320
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	2
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	2,085
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 2,085 Refunded	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?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 	Yes	

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW SCHEPPFOUNDATION ORG	13	Yes	
14 The books are in care of SUZANNECLAIR GUARD Telephone no (212) 692-0191 Located at 551 5TH AVENUE NEW YORK NY ZIP+4 10176			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>
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?	16	Yes	No

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> 5b <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
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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 page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
KATHLEEN SMITH 551 5TH AVENUE NEW YORK, NY 10176	EXEC SECTRY 40 00	71,592	20,719	0

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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. **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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	10,660,728
b	Average of monthly cash balances.	1b	31,237
c	Fair market value of all other assets (see page 24 of the instructions).	1c	20,327
d	Total (add lines 1a, b, and c).	1d	10,712,292
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	10,712,292
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	160,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,551,608
6	Minimum investment return. Enter 5% of line 5.	6	527,580

Part XI Distributable Amount (see page 25 of the 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	527,580
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,233
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,233
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	525,347
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	525,347
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	525,347

Part XII Qualifying Distributions (see page 25 of the 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	835,600
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	835,600
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 page 26 of the instructions).	5	2,233
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	833,367

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				525,347
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	405,740			
b From 2007.	379,537			
c From 2008.	505,576			
d From 2009.	290,399			
e From 2010.	229,772			
f Total of lines 3a through e.	1,811,024			
4 Qualifying distributions for 2011 from Part XII, line 4 \$ 835,600				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	835,600			
d Applied to 2011 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	525,347			525,347
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,121,277			
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 page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 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) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	2,121,277			
10 Analysis of line 9				
a Excess from 2007.	259,930			
b Excess from 2008.	505,576			
c Excess from 2009.	290,399			
d Excess from 2010.	229,772			
e Excess from 2011.	835,600			

Part XIV Private Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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

SUZANNECLAIR GUARD
 551 5TH AVENUE
 NEW YORK, NY 10176
 (212) 692-0191

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

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

c Any submission deadlines

APPLICATION PROCESS CLOSSES WHEN A SUFFICIENT NUMBER OF APPLICATIONS HAVE BEEN RECEIVED FOR REVIEW

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

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

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 377,250
b <i>Approved for future payment</i>				
Total				3b 0

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage...; a Transfers from the reporting foundation...; b Other transactions...; c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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...

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: ***** Date: 2012-07-09 Title: *****

Sign Here

Preparer's information section including: Preparer's Signature (FREDERICK H ROTHMAN), Date, Check if self-employed, PTIN (P01275277), Firm's name (LOEB & TROPER LLP), Firm's address (655 THIRD AVENUE 12TH FLOOR, NEW YORK, NY 10017), Firm's EIN (13-1517563), and Phone no ((212) 867-4000).

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

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

Schedule of Contributors

OMB No 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

Name of organization
LEOPOLD SCHEPP FOUNDATION

Employer identification number
13-5562353

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% 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 in the heading 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).

Name of organization
LEOPOLD SCHEPP FOUNDATION

Employer identification number

13-5562353

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) Aggregate contributions	(d) Type of contribution
<u>1</u>	CHARLES HILL ANDERSON 456 WOODSTOCK ROAD WOODSTOCK, VT 05091	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	NANCY GROSSMAN 160 WEST 55TH STREET NEW YORK, NY 10023	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	WILLIAM BARNIER 2545 BENETT RIDGE ROAD SANTA ROSA, CA 95404	\$ <u>22,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	FRANCIS POLY 404 PINE CREEK AVENUE FAIRFIELD, CT 06824	\$ <u>30,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LEOPOLD SCHEPP FOUNDATION	Employer identification number 13-5562353
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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
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization LEOPOLD SCHEPP FOUNDATION	Employer identification number 13-5562353
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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) ► \$
 Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:

Software Version:

EIN: 13-5562353

Name: LEOPOLD SCHEPP FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
WILLIAM BARRETT 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 25	0	0	0
KATHRYN CASHMAN 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 25	0	0	0
SUE ANN DAWSON 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 00	0	0	0
JAMES TURINO 551 5TH AVENUE NEW YORK, NY 10176	TREASURER 1 25	0	0	0
LINDA MCKEAN 551 5TH AVENUE NEW YORK, NY 10176	ASST TREASURER 1 00	0	0	0
SUSAN BRENNER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
EDYTHE BOBROW 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
LOUISE BOZORTH 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ANNE COFFIN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
EMILY CRAWFORD 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
BETTY DAVID 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
WILLIAM G GRIDLEY JR 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
DIANA P HERRMANN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
MICHELE A PAIGE 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ELIZABETH STONE POTTER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
BRUNO A QUINSON 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ROBERT F REDER MD 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
BANNING REPPLIER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 25	0	0	0
BARBARA MCLENDON 551 5TH AVENUE NEW YORK, NY 10176	PRESIDENT 1 50	0	0	0
NANCY GROSSMAN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
SUZANNECLAIR GUARD 551 5TH AVENUE NEW YORK, NY 10176	EXECUTIVE DIRECTOR 40 00	152,472	33,084	0
PATRICIA SMALLEY 551 5TH AVENUE NEW YORK, NY 10176	TREASURER 1 00	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
OLUWASEUN ADEOSUN120 ALCOTT PLACE BRONX,NY 10475	NONE	N/A	SCHOLARSHIP	8,500
CRISTINA ARTILES2999 8TH AVENUE NEWYORK,NY 10039	NONE	N/A	SCHOLARSHIP	8,000
MYRA BATCHELDER3 COWPERTHWAITTE STREET CAMBRIDGE,MA 02138	NONE	N/A	SCHOLARSHIP	7,000
MIKHAIL BEKAREV1925 EASTCHESTER ROAD BRONX,NY 10461	NONE	N/A	SCHOLARSHIP	7,500
LEETHANIEL BRUMFIELD206 MAYNARD SUMMIT WAY CARY,NC 27511	NONE	N/A	SCHOLARSHIP	8,500
MELISSA BURNSIDE1604 ALLERTON AVENUE BRONX,NY 10469	NONE	N/A	SCHOLARSHIP	3,000
CHANTELL BURY71 TWO TRACK WAY BOZEMAN,MT 59715	NONE	N/A	SCHOLARSHIP	2,000
MEAGAN CAMPOL11748 NW 1ST STREET CORAL SPRINGS,FL 33071	NONE	N/A	SCHOLARSHIP	8,000
ALEXANDER CASSINI380 B HOWELL AVENUE CINCINNATI,OH 45220	NONE	N/A	SCHOLARSHIP	7,500
NICK COPELI102-50 62ND ROAD FOREST HILLS,NY 11375	NONE	N/A	SCHOLARSHIP	6,000
KRISTEN CROSS1325 LAKE COLONY DRIVE MARIETTA,GA 30068	NONE	N/A	SCHOLARSHIP	3,000
MICHAEL CRUSOE1808 W COOLIDGE STREET PHOENIX,AZ 85015	NONE	N/A	SCHOLARSHIP	4,500
JOSHUA DANIEL11003 GREINER ROAD PHILADELPHIA,PA 19116	NONE	N/A	SCHOLARSHIP	6,000
KATE DEERANPO BOX 120737 BOSTON,MA 02112	NONE	N/A	SCHOLARSHIP	7,000
PEARL DEGEN2 EAST JUNE STREET LINDENHURST,NY 11757	NONE	N/A	SCHOLARSHIP	8,500
EMILY DOWDELL52 KENWOOD DRIVE BOHEMIA,NY 11716	NONE	N/A	SCHOLARSHIP	7,000
SEAN DRISCOLL418 BEACH 123RD STREET ROCKAWAY PARK,NY 11694	NONE	N/A	SCHOLARSHIP	7,500
NASHWA ELGADI57 SOUTHPOINT DRIVE AMHERST,MA 01002	NONE	N/A	SCHOLARSHIP	8,500
BRITTANY FOX120 NEWELL STREET MORTON,PA 19070	NONE	N/A	SCHOLARSHIP	8,500
NATHAN FRIED960 N 2ND STREET PHILADELPHIA,PA 19123	NONE	N/A	SCHOLARSHIP	5,000
BENJAMIN FRYER595 OASIS DRIVE SANTA ROSA,CA 95407	NONE	N/A	SCHOLARSHIP	7,500
CARL GERDINE746A PUTNAM BLVD WALLINGFORD,PA 19086	NONE	N/A	SCHOLARSHIP	6,000
SONIA GONZALEZ248 HOYT STREET BROOKLYN,NY 11217	NONE	N/A	SCHOLARSHIP	6,500
NATASHA GRAVES1054 FLOYD TERRACE BRYN MAWR,PA 19010	NONE	N/A	SCHOLARSHIP	7,500
TED HENSON335 SOUTH HUNTINGTON AVENUE JAMAICA PLAIN,MA 02130	NONE	N/A	SCHOLARSHIP	8,000
HELAYNA HERSCHKORN274 SOUTH BUCKHOUT STREET IRVINGTON,NY 10533	NONE	N/A	SCHOLARSHIP	8,000
SUNNY INTWALA81 VINCENT AVENUE NORTH PROVIDENCE,RI 02904	NONE	N/A	SCHOLARSHIP	8,000
KRISTEN JOHNSON457 ROCKAWAY PARKWAY BROOKLYN,NY 11212	NONE	N/A	SCHOLARSHIP	8,000
ELI KAMARA404 E 76TH STREET NEWYORK,NY 10021	NONE	N/A	SCHOLARSHIP	8,000
CONNOR LAUGHLAND8329 BALL ROAD FREDERICK,MD 21704	NONE	N/A	SCHOLARSHIP	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALEX LOGONO264 CENTRAL AVENUE ALBANY, NY 12206	NONE	N/A	SCHOLARSHIP	6,000
JUDY MAI753 S FONDREN STREET ORANGE, CA 92868	NONE	N/A	SCHOLARSHIP	7,500
SAMUEL MASTER110 GOLF CT TEANECK, NJ 07666	NONE	N/A	SCHOLARSHIP	7,000
SHANNON MCCOOK3 NORTH STREET GRAFTON, MA 01519	NONE	N/A	SCHOLARSHIP	8,000
ELLEN MEIER7314 UPPER 157TH STREET APPLE VALLEY, MN 55124	NONE	N/A	SCHOLARSHIP	5,000
ERALDA MEMA897 N RAILROAD AVENUE STATEN ISLAND, NY 10306	NONE	N/A	SCHOLARSHIP	8,000
BRITTANY MOLDOVER228 KASI CIRCLE IVYLAND, PA 18974	NONE	N/A	SCHOLARSHIP	7,000
ARTHUR NOTAROC/O PAMELA SLETTEN NORTH HAVEN, CT 06473	NONE	N/A	SCHOLARSHIP	5,000
SAYFIDIN NURMATOV2400 NOSTRAND AVENUE BROOKLYN, NY 11210	NONE	N/A	SCHOLARSHIP	6,500
ELINATHAN OHIOMOBA6138 VALKEITH HOUSTON, TX 77096	NONE	N/A	SCHOLARSHIP	7,500
MALGORZATA PAWLAK7 SEGAL AVENUE RIVERHEAD, NY 11901	NONE	N/A	SCHOLARSHIP	3,500
CHELSEA POLANIECKI983 EAST END WOODMERE, NY 11598	NONE	N/A	SCHOLARSHIP	6,000
CHRISTOPHER PURTELL1016 FROST LANE PEEKSKILL, NY 10566	NONE	N/A	SCHOLARSHIP	6,000
YANG SOPHIA QIU14640 NE 32ND STREET BELLEVUE, WA 98007	NONE	N/A	SCHOLARSHIP	4,000
LAYLA QUINONES83-85 116TH STREET RICHMOND HILL, NY 11418	NONE	N/A	SCHOLARSHIP	8,500
ALLISON ROLLINS600 MCNEIL AVENUE POINT PLEASANT, WV 25550	NONE	N/A	SCHOLARSHIP	1,000
EDWARD RUGGIERI76 FAIRVIEW AVENUE WEST ORANGE, NJ 07052	NONE	N/A	SCHOLARSHIP	6,500
JASMIN SANDERS203 E ASHBY ROAD FLORENCE, SC 29506	NONE	N/A	SCHOLARSHIP	1,000
JACLYN SKIDMORE320 HIGHLAND STREET WORCESTER, MA 01602	NONE	N/A	SCHOLARSHIP	7,500
ANDREA STEPHENS62 FARRAGUT AVENUE HASTINGS ON HUDSON, NY 10706	NONE	N/A	SCHOLARSHIP	6,000
REBECCA TAYLOR31 ADRIAN STREET SOMERVILLE, MA 02143	NONE	N/A	SCHOLARSHIP	3,750
CHELSEA TODER58 SAYLES AVE NANTUCKET, RI 02860	NONE	N/A	SCHOLARSHIP	8,500
CHRISTOPHER VREDENBURGH4 WALNUT HILL COURT SPRINGFIELD, VT 05156	NONE	N/A	SCHOLARSHIP	5,000
EMILY WEST4744 EAST MEADOWS DR SE GRAND RAPIDS, MI 49546	NONE	N/A	SCHOLARSHIP	8,500
BRITTNEY WILLIAMS1122 SOUTH AUSTIN BLVD OAK PARK, IL 60304	NONE	N/A	SCHOLARSHIP	6,000
JOHN WILSON234 HICKORY STREET PECKVILLE, PA 18452	NONE	N/A	SCHOLARSHIP	8,000
ISAAK YAKUBOV1425 PENNSYLVANIA AVENUE BROOKLYN, NY 11239	NONE	N/A	SCHOLARSHIP	4,500
LEAH YOUNGER1441 EAST 13TH STRET BROOKLYN, NY 11230	NONE	N/A	SCHOLARSHIP	8,500
JENNIFER ZAKARAS60 HAVEN AVENUE NEW YORK, NY 10032	NONE	N/A	SCHOLARSHIP	3,000
Total				377,250

TY 2011 Accounting Fees Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,750	0		16,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE AND EQUIPMENT		43,291	39,274	SL	10 0000000000000	0	0		
OFFICE EQUIPMENT		34,314	31,603	SL	5 0000000000000	0	0		

TY 2011 Distribution from Corpus Election

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Election: PURSUANT TO IRC SECTION 4942(H)(2) AND REG. SECTION 53.4942(A)(2), TAXPAYER ELECTS TO TREAT \$835,600 OF CURRENT QUALIFYING DISTRIBUTIONS AS COMING FROM CORPUS.

**TY 2011 Investments Corporate
Bonds Schedule**

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS AND MUTUAL FUNDS	8,871,727	8,871,727

TY 2011 Investments - Other Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUNDS	AT COST	1,336,307	1,336,307

TY 2011 Land, Etc. Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND EQUIPMENT	43,291	39,274	4,017	
OFFICE EQUIPMENT	34,314	31,603	2,711	

TY 2011 Other Decreases Schedule**Name:** LEOPOLD SCHEPP FOUNDATION**EIN:** 13-5562353

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	310,360

TY 2011 Other Expenses Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	2,726	0		2,726
INSURANCE	2,116	0		2,116
PROFESSIONAL SERVICES	1,075	0		1,075
MISCELLANEOUS	5,136	152		4,984

TY 2011 Other Income Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	166	166	166

TY 2011 Other Professional Fees Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	88,977	88,977		0

TY 2011 Substantial Contributors Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Name	Address
ESTATE OF BEATRICE POCKRASS	51 HASKELL DRIVE BRATENTAHL, OH 44108

TY 2011 Taxes Schedule

Name: LEOPOLD SCHEPP FOUNDATION

EIN: 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES ON INVESTMENT INCOME	4,488	0		0
PAYROLL TAXES	14,661	0		14,661
FOREIGN INVESTMENT TAX	1,091	1,091		0