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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation Charles and Lynn Schusterman Family Foundation	**A Employer identification number** 73-1312965
Number and street (or P O box number if mail is not delivered to street address) 110 West 7th Street, Suite 2000 — Room/suite	**B** Telephone number 918-879-9644
City or town, state, and ZIP code Tulsa, OK 74119	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,208,464,518. **J** Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,413,710.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,717,271.	21,717,271.		Statement1
	4 Dividends and interest from securities	3,033,260.	3,033,260.		Statement2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,599,898.			
	b Gross sales price for all assets on line 6a 14,159,849.				
	7 Capital gain net income (from Part IV, line 2)		5,599,898.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<1,708,668.>	<2,681,632.>		Statement3
	12 **Total.** Add lines 1 through 11	35,055,471.	27,668,797.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	486,879.	0.		486,879.
	14 Other employee salaries and wages	1,439,743.	0.		1,439,743.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	143,345.	30,654.		112,751.
	19 Depreciation and depletion	158,720.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	3,410,176.	1,171,638.		2,237,893.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,638,863.	1,202,292.		4,277,266.
	25 Contributions, gifts, grants paid	42,632,056.			42,632,056.
	26 **Total expenses and disbursements.** Add lines 24 and 25	48,270,919.	1,202,292.		46,909,322.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<13,215,448.>			
	b **Net investment income** (if negative, enter -0-)		26,466,505.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,070,925,331.	10,749,372.	10,749,372.
	3 Accounts receivable ▶ 70,355. Less: allowance for doubtful accounts ▶	4,095.	70,355.	70,355.
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	241,346,182.	2,226,787,772.	2,197,373,153.
	14 Land, buildings, and equipment basis ▶ 560,449. Less accumulated depreciation ▶ 288,811.	65,069.	271,638.	271,638.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,312,340,677.	2,237,879,137.	2,208,464,518.
Liabilities	17 Accounts payable and accrued expenses	168,685.	88,016.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	39,394,424.	8,194,424.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	39,563,109.	8,282,440.	
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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,272,777,568.	2,229,596,697.	
	30 **Total net assets or fund balances**	2,272,777,568.	2,229,596,697.	
	31 **Total liabilities and net assets/fund balances**	2,312,340,677.	2,237,879,137.	

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	2,272,777,568.
2 Enter amount from Part I, line 27a	2	<13,215,448.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,259,562,120.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	29,965,424.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,229,596,696.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Attached Statements			
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	14,159,849.		8,559,951.	5,599,898.

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				5,599,898.

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	5,599,898.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2011	163,401,061.	569,856,227.	.286741
2010	39,181,142.	74,975,607.	.522585
2009	28,322,555.	80,129,422.	.353460
2008	7,562,503.	103,885,808.	.072796
2007	6,975,845.	113,216,688.	.061615

2 **Total** of line 1, column (d)	2	1.297197
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	.259439
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,269,359,809.
5 Multiply line 4 by line 3	5	588,760,439.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	264,665.
7 Add lines 5 and 6	7	589,025,104.
8 Enter qualifying distributions from Part XII, line 4	8	46,909,322.

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	529,330.
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	529,330.
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	529,330.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 682,513.		
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	682,513.
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	153,183.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 153,183. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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?	4b	X	
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) ▶ OK,GA,DC			
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 2012 or the taxable year beginning in 2012 (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 ▶ www.schusterman.org

14 The books are in care of ▶ The Foundation Telephone no. ▶ 918-879-9644

Located at ▶ 110 West 7th Street, Suite 2000, Tulsa, OK ZIP+4 ▶ 74119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, 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		X
	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

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)?	1b		X
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* 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 2012?	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)?	☒ 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)?		5b	X
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?	☒ 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	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.

(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
Lynn Schusterman 110 West 7th, Suite 2000 Tulsa, OK 74103	Director and Chair 0.00	0.	0.	0.
Stacy H. Schusterman 110 West 7th, Suite 2000 Tulsa, OK 74103	Director and Vice Chair 0.00	0.	0.	0.
Sanford Cardin 110 West 7th, Suite 2000 Tulsa, OK 74103	Director and President 40.00	360,847.	24,866.	0.
Alana Hughes 110 West 7th, Suite 2000 Tulsa, OK 74103	Chief Operating Officer 40.00	126,032.	15,282.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lisa Eisen - 9416 Durford Court, Pontomac, MD 29854	National Director 40.00	271,305.	31,440.	0.
Seth Cohen - 5495 New Wellington Close, Atlanta, GA 30327	Dir of Network Initiatives 40.00	259,305.	31,432.	0.
Adam Simon 10019 Sinnott Dr, Bethesda, MD 20817	Asso National Director 40.00	114,236.	21,528.	0.
Shannon Oliver - 102 Spanish Moss Dr, LaPlata, MD 20646	Executive Assistant 40.00	85,128.	17,730.	0.
Roben Kantor - 899 Arlington Place NE, Atlanta, GA 30306	Dir of Communications 40.00	80,382.	17,662.	0.
Total number of other employees paid over $50,000			▶	8

Form **990-PF** (2012)

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Rosov Consulting - 2039 Shattauck Ave, Ste 401, Berkeley, CA 94704	Program and Grantmaking	101,050.
Social People Media Group 931 Monroe Drive #A102-267, Atlanta, GA 30308	Social Media Strategy	67,133.
Michael Colson c/o MDC Advisors Rue Alice-Rivaz 6, Geneva 1206	Grantmaking	65,536.
Wainger Group, LLC 12528 Knightsbridge Ct, Rockville, MD 20850	Communications Strategy	54,181.
M + R Strategic Services - 2120 L Street, NW 6th Floor, Washington, DC 47051.21	Media Consulting	47,051.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	224,238,648.
b	Average of monthly cash balances	1b	1,958,091,635.
c	Fair market value of all other assets	1c	121,588,305.
d	**Total** (add lines 1a, b, and c)	1d	2,303,918,588.
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	2,303,918,588.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,558,779.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,269,359,809.
6	**Minimum investment return.** Enter 5% of line 5	6	113,467,990.

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	113,467,990.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	529,330.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	330,269.		
c	Add lines 2a and 2b			2c	859,599.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	112,608,391.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	112,608,391.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	112,608,391.

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	46,909,322.
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	46,909,322.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,909,322.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				112,608,391.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 792,057.				
b From 2008 2,479,469.				
c From 2009 24,439,276.				
d From 2010 35,496,744.				
e From 2011 180,944,095.				
f **Total** of lines 3a through e	244,151,641.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 46,909,322.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				46,909,322.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	65,699,069.			65,699,069.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	178,452,572.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	178,452,572.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 178,452,572.				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

Lynn Schusterman

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Alana Hughes, 918-879-9733

110 West 7th, Suite 2000, Tulsa, OK 74119

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

Online Application Required - www.schusterman.org

c Any submission deadlines:

None

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

See explanation on Statement 8

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 9				
Total			▶ **3a**	0.
b *Approved for future payment*				
None				
Total			▶ **3b**	0.

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
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	21,717,271.	
4 Dividends and interest from securities			14	3,033,260.	
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			14	<1,708,668.>	
8 Gain or (loss) from sales of assets other than inventory			18	5,599,898.	
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.		28,641,761.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 28,641,761.

(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).

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

▶ X [signature] 11.13.13 ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

2012

Name of the organization	**Employer identification number**
Charles and Lynn Schusterman Family Foundation	73-1312965

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	Employer identification number
Charles and Lynn Schusterman Family Foundation	73-1312965

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	Irving Harris Foundation 191 N. Wacker Drive, Ste 1500 Chicago, IL 60606-1899	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LJS Revocable Trust 110 W 7th Street, Suite 2000 Tulsa, OK 74119	$ 1,173,710.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	LSIT Delaware Management LLC 110 W 7th Street, Suite 2000 Tulsa, OK 74119	$ 5,200,000.	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	Employer identification number
Charles and Lynn Schusterman Family Foundation	73-1312965

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	Diamond Offshore common stock - 24,984.9440 shs	$ 1,173,710.	01/27/12

(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
		$	

(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
		$	

Name of organization

Charles and Lynn Schusterman
Family Foundation

Employer identification number

73-1312965

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ $

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

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	Chembio Diagnostics - 31,311 shares	P	08/08/12	09/13/12
b	Chembio Diagnostics - 2,710 shares	P	08/08/12	08/31/12
c	JPMorgan Custody #4001	P	Various	Various
d	Wells Fargo Custody #9400	P	Various	Various
e	JPMorgan Custody #5008	P	Various	Various
f	Spindrift Partners	P	Various	Various
g	Oz Overseas	P	Various	Various
h	Verado Holdings	P	Various	Various
i	Satellite SPV	P	Various	Various
j	Wells Fargo Custody #9400	P	Various	Various
k	Wells Fargo Blackrock #4200	P	Various	Various
l	Wells Fargo Blackgold #4202	P	Various	Various
m	Wells Fargo TCW #4201	P	Various	Various
n	Parallon Capital	P	Various	Various
o	Sanderson International Value Fund	P	Various	Various

	(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	131,475.		107,710.	23,765.
b	12,226.		9,322.	2,904.
c	4,838,634.		3,958,888.	879,746.
d			3,296,156.	<3,296,156.>
e	848,596.			848,596.
f	3,701,363.			3,701,363.
g	81,013.			81,013.
h	501.			501.
i	6,465.			6,465.
j	1,160,633.			1,160,633.
k			903,770.	<903,770.>
l	15,650.			15,650.
m	31,636.			31,636.
n	424.			424.
o	944.			944.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				23,765.
b				2,904.
c				879,746.
d				<3,296,156.>
e				848,596.
f				3,701,363.
g				81,013.
h				501.
i				6,465.
j				1,160,633.
k				<903,770.>
l				15,650.
m				31,636.
n				424.
o				944.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	Luxor Capital Partners	P	Various	Various
b	GEM Realty Fund III LP	P	Various	Various
c	IP Blocker I LP	P	Various	Various
d	Och Ziff Real Estate Fund	P	Various	Various
e	Farallon Capital	P	Various	Various
f	Sanderson International Value Fund	P	Various	Various
g	Luxor Capital Partners	P	Various	Various
h	Clayton, Dublier & Rice VII	P	Various	Various
i	GEM Realty Fund III LP	P	Various	Various
j	JH Whitney Fund	P	Various	Various
k	MHR Institutional II LP	P	Various	Various
l	MHR Institutional III LP	P	Various	Various
m	IP Blocker I LP	P	Various	Various
n	Och Ziff Real Estate Fund	P	Various	Various
o	TCW Energy	P	Various	Various

	(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	29,830.			29,830.
b			36,998.	<36,998.>
c	46.			46.
d			6,943.	<6,943.>
e	94,337.			94,337.
f	130,802.			130,802.
g	2,025.			2,025.
h	768,335.			768,335.
i	1,031,856.			1,031,856.
j			239,263.	<239,263.>
k	566,013.			566,013.
l	253,011.			253,011.
m	62,648.			62,648.
n	324,507.			324,507.
o	2,844.			2,844.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				29,830.
b				<36,998.>
c				46.
d				<6,943.>
e				94,337.
f				130,802.
g				2,025.
h				768,335.
i				1,031,856.
j				<239,263.>
k				566,013.
l				253,011.
m				62,648.
n				324,507.
o				2,844.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	Clayton, Dublier & Rice VII - Interco	P	Various	Various
b	MHR Institutional II LP	P	Various	Various
c	MHR Institutional III LP	P	Various	Various
d	IP Archway LP	P	Various	Various
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	22,490.			22,490.
b			901.	<901.>
c	302.			302.
d	41,243.			41,243.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				22,490.
b				<901.>
c				302.
d				41,243.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	5,599,898.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Source	Amount
Chambers Energy	20,407.
Clayton Dubilier & Rice	16,827.
Farallon Cap Inst Fund	66,505.
GEM Realty Fund III	33,197.
IP III Blocker	3,153.
JH Whitney	542.
JPMorgan Custody	6,016,842.
Luxor Capital	313,966.
MHR Institutional II	11,098.
MHR Institutional III	241.
Och Ziff Real Estate TE Fund	36,294.
Pinto America Growth	7,633.
Sanderson Intl Value Fund	3.
Smith Barney	2.
TCW Energy Fund X	25,720.
TPG Allison AIV II	20,615.
TPG Allison Co Invest II LP	169,199.
TPG Opp Partners II (B)	72.
Verado Holdings	52.
Wells Fargo	220.
Wells Fargo Custody	14,974,683.
Total to Form 990-PF, Part I, line 3, Column A	21,717,271.

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
American Funds	467,955.	0.	467,955.
Ameriprise	6,500.	0.	6,500.
Clayton Dublier & Rice	4,806.	0.	4,806.
Clayton Dublier & Rice - Interco	23,831.	0.	23,831.
Farallon	9,535.	0.	9,535.
GEM Concourse	455,898.	0.	455,898.
GEM Realty	33,613.	0.	33,613.
GMO Emerging Country Debt	384,036.	0.	384,036.
IP Archway LP	48.	0.	48.
JH Whitney	562.	0.	562.
JPMorgan Custody	13,342.	0.	13,342.
JPMorgan Money Market Fund 3164	1,308.	0.	1,308.
Luxor Capital	112,175.	0.	112,175.
MHR Inst II LP	336,334.	0.	336,334.
MHR Inst III LP	111,643.	0.	111,643.
Sanderson Intl Value Fund	190,666.	0.	190,666.

Smith Barney	285,210.	0.	285,210.
TPG Opp Partners II B LP	590,116.	0.	590,116.
Wells Fargo Custody	5,682.	0.	5,682.
Total to Fm 990-PF, Part I, ln 4	3,033,260.	0.	3,033,260.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Farallon Capital Inst Fund	<13,237.>	<13,237.>	
Sanderson Intl Value	<18,099.>	<18,099.>	
Luxor Capital	<605,727.>	<605,727.>	
Clayton, Dublier & Rice	<3,483.>	<3,483.>	
GEM Realty Fund III LP	<146,842.>	<146,842.>	
JH Whitney IV LP	<2,164.>	<2,164.>	
MHR Inst Partners II LP	<31,670.>	<31,670.>	
MHR Inst Partners III LP	<63,871.>	<63,871.>	
IP III Blocker I LP	<3,075.>	<3,075.>	
IP III Archway	<41,291.>	<41,291.>	
Och Ziff Real Estate LP	388,175.	388,175.	
Pinto America Growth	<101,565.>	<101,565.>	
TCW Energy Fund X LP	<6,492.>	<6,492.>	
TPG Opportunities Part II B LP	<913,452.>	<913,452.>	
Chambers Energy	<147,031.>	<147,031.>	
GEM Concourse	<2,503.>	<2,503.>	
JPM Custody	3,659.	3,659.	
Total to Form 990-PF, Part I, line 11	<1,708,668.>	<1,708,668.>	

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	30,569.	30,629.		0.
Payroll Tax	112,751.	0.		112,751.
State Tax Expense	25.	25.		0.
To Form 990-PF, Pg 1, ln 18	143,345.	30,654.		112,751.

Form 990-PF	Other Expenses			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Overhead	1,075,483.	37.		1,075,446.
Investment Expenses	1,172,246.	1,171,601.		0.
Consultants	931,918.	0.		931,918.
Program Expense	230,529.	0.		230,529.
To Form 990-PF, Pg 1, ln 23	3,410,176.	1,171,638.		2,237,893.

Form 990-PF Other Decreases in Net Assets or Fund Balances	Statement 6
Description	Amount
Nondeductible Federal Tax Payments	22,523,267.
Nondeductible Expense	7,442,157.
Total to Form 990-PF, Part III, line 5	29,965,424.

Form 990-PF	Other Investments		Statement 7
Description	Valuation Method	Book Value	Fair Market Value
Stocks and Stock Funds	COST	300,173,602.	264,231,151.
Limited Partnerships	COST	215,170,337.	221,698,169.
Miscellaneous Investments	COST	1,711,443,833.	1,711,443,833.
Total to Form 990-PF, Part II, line 13		2,226,787,772.	2,197,373,153.

CHARLES AND LYNN SCHUSTERMAN FAMILY FOUNDATION
TAX I.D. 73-1312965; FORM 990-PF
TAX RETURN SCHEDULE-TAX YEAR ENDED 12/31/12

STATEMENT 8:

Initial application form required. Potential applicants are urged to review program guidelines on the Foundation web site (www.schusterman.org) and contact the Grants Coordinator with all questions about the Foundation, our application process or their proposed program before submitting an application.

Charles and Lynn Schusterman Family Foundation				
Charitable Contributions Year End Dec 31, 2012				
FEIN 73-1312965				
Statement #9				
Payee Name	**Payee Address**	**Purpose**		
A Wider Bridge	332 Pine Street Suite 600 San Francisco, CA 94104	Programmatic	$10,000	501(c)(3) 509(a)(1)
Adventure Rabbi Trips	5353 Manhattan Circle, Suite 103 Boulder, CO 80303	Programmatic	$2,970	501(c)(3) 509(a)(1)
Alzheimer's Association Oklahoma and Arkansas Chapter	2448 E 81st Street, Ste 3000 Tulsa, OK 74137	General Support	$118	501(c)(3) 509(a)(1)
Alzheimer's Association Oklahoma and Arkansas Chapter	2448 E 81st Street, Ste 3000 Tulsa, OK 74137	General Support	$5,000	501(c)(3) 509(a)(1)
American Friends of the Israel Museum	500 Fifth Avenue, Suite 2540 New York, NY 10110	General Support	$256,250	501(c)(3) 509(a)(1)
American Friends of the Israel Museum	500 Fifth Avenue, Suite 2540 New York, NY 10110	Programmatic	$100,000	501(c)(3) 509(a)(1)
American Friends of the Israel Philharmonic Orchestra	122 E 42nd Street, Suite 4507 New York, NY 10168	General Support	$25,000	501(c)(3) 509(a)(1)
American Israel Education Foundation	251 H Street, NW Washington, DC 20001	Programmatic	$1,012,500	501(c)(3) 509(a)(1)
American Israel Education Foundation	251 H Street, NW Washington, DC 20001	General Support	$360	501(c)(3) 509(a)(1)
American Jewish Joint Distribution Committee	711 Third Ave New York, NY 10017	Programmatic	$344,500	501(c)(3) 509(a)(1)
American Jewish Joint Distribution Committee	711 Third Ave New York, NY 10017	General Support	$3,360	501(c)(3) 509(a)(1)
American Jewish World Service	45 West 36th Street New York, NY 10018-7904	Programmatic	$80,368	501(c)(3) 509(a)(1)
American University	4400 Massachusetts Ave NW Washington, DC 20016	Programmatic	$15,000	501(c)(3) 509(a)(1)
American-Israeli Cooperative Enterprise	2810 Blaine Drive Chevy Chase, MD 20815	Programmatic	$2,389,187	501(c)(3) 509(a)(1)
Artis - Contemporary Israeli Art	401 Broadway, Suite 803 New York, NY 10013	General Support	$201,700	501(c)(3) 509(a)(1)
Arts & Humanities Council of Tulsa, Inc	101 E Archer St Tulsa, OK 74103	Programmatic	$20,823	501(c)(3) 509(a)(1)
Arts & Humanities Council of Tulsa, Inc	101 E Archer St Tulsa, OK 74103	General Support	$25,000	501(c)(3) 509(a)(1)
AVODAH The Jewish Service Corps	45 W 36th Street, 8th Floor New York, NY 10018	Programmatic	$59,500	501(c)(3) 509(a)(1)
AVODAH The Jewish Service Corps	45 W 36th Street, 8th Floor New York, NY 10018	General Support	$100,000	501(c)(3) 509(a)(1)
B'nai B'rith Youth Organization, Inc (BBYO)	2020 K Street, NW 7th Floor Washington, DC 20006	General Support	$3,000,000	501(c)(3) 509(a)(1)
B'nai B'rith Youth Organization, Inc (Tulsa)	2021 East 71st Street Tulsa, OK 74136	General Support	$618	501(c)(3) 509(a)(1)
Birthright Israel Foundation	33 East 33rd Street, 10th Floor New York, NY 10016	Programmatic	$2,416,344	501(c)(3) 509(a)(1)
Birthright Israel Foundation	33 East 33rd Street, 10th Floor New York, NY 10016	General Support	$1,001,800	501(c)(3) 509(a)(1)
Birthright Israel NEXT	33 East 33rd Street, 7th Floor New York, NY 10016	Programmatic	$1,225,000	501(c)(3) 509(a)(1)
Boulder Jewish Community Center	3800 Kalmia Boulder, CO 80301	General Support	$10,000	501(c)(3) 509(a)(1)
Brady Craft Alliance	427 S Boston, Ste 711 Tulsa, OK 74103	General Support	$25,000	501(c)(3) 509(a)(1)
Brandeis University	Cohen Center for Modern Jewish Studies 415 South Street, MS-116 Walthar	Programmatic	$27,500	501(c)(3) 509(a)(1)
Brandeis University	415 South Street, MS-116 Waltham, MA 02454-9110	General Support	$1,001,800	501(c)(3) 509(a)(1)
Brown University	Gift Cashier Box 1877 Providence, RI 02912	General Support	$180	501(c)(3) 509(a)(1)
Center for Reproductive Rights	120 Wall Street, 14th Floor New York, NY 10005	General Support	$1,000	501(c)(3) 509(a)(1)
Change The Equation Inc	1101 K St Nw Ste 610 Washington, DC 20005-7031	General Support	$25,000	501(c)(3) 509(a)(1)
Child Abuse Network	2829 South Sheridan Ave Tulsa, OK 74129	General Support	$8,662	501(c)(3) 509(a)(1)
Child Protection Coalition	102 East 22nd Court Owasso, OK 74055-4418	Programmatic	$44,000	501(c)(3) 509(a)(1)
Child Protection Coalition	102 East 22nd Court Owasso, OK 74055-4418	General Support	$25,000	501(c)(3) 509(a)(1)
Choregus Productions	3719 South Wheeling Avenue Tulsa, OK 74105	Programmatic	$5,000	501(c)(3) 509(a)(1)
Community Action Project of Tulsa County	4606 S Garnett Road, Ste 100 Tulsa, OK 74146-5231	Programmatic	$210,000	501(c)(3) 509(a)(1)
Community Food Bank of E OK	1304 N Kenosha Ave Tulsa, OK 74106	General Support	$152,025	501(c)(3) 509(a)(1)
Conference of Southwest Foundations, Inc	624 N Good-Latimer Expressway, Suite 100 Dallas, TX 75204	General Support	$5,000	501(c)(3) 509(a)(2)

Charles and Lynn Schusterman Family Foundation				
Charitable Contributions Year End Dec 31, 2012				
FEIN 73-1312965				
Statement #9				
Payee Name	**Payee Address**	**Purpose**		
Congregation B'nai Emunah	P O Box 52430 Tulsa, OK 74152-0430	General Support	$1,038	501(c)(3) 509(a)(1)
Congregation B'nai Emunah	P O Box 52430 Tulsa, OK 74152-0430	Programmatic	$2,231	501(c)(3) 509(a)(1)
Congregation Emanu-El Of The City Of New York	One E 65Th St New York, NY 10065-6501	General Support	$1,800	501(c)(3) 509(a)(1)
Congregation Or Shalom Of Lake County	21 W Hawthorn Pkwy Vernon Hills, IL 60061-1445	General Support	$360	501(c)(3) 509(a)(1)
Council on Foundations	2121 Crystal Drive, Ste 700 Arlington, VA 22202	General Support	$17,040	501(c)(3) 509(a)(1)
Darim Online	419 7th Street NE Charlottesville, VA 22902	Programmatic	$15,000	501(c)(3) 509(a)(2)
DaySpring Villa	P O Box 1588 Sand Springs, OK 74063	General Support	$118	501(c)(3) 509(a)(1)
DonorsChoose org	213 W 35th St , 2nd Floor East New York, NY 10001	Programmatic	$16,000	501(c)(3) 509(a)(1)
eJewish Philanthropy	c/o Center for Jewish Culture and Creativity 423 N Palm Drive, Suite 102 Be	Programmatic	$40,000	501(c)(3) 509(a)(1)
Emergency Infant Services	222 S Houston Ave Tulsa, OK 74127	General Support	$50,000	501(c)(3) 509(a)(1)
Family and Children's Services, Inc	650 South Peoria Tulsa, OK 74120	Capital	$100,000	501(c)(3) 509(a)(1)
Family and Children's Services, Inc	650 South Peoria Tulsa, OK 74120	General Support	$25,000	501(c)(3) 509(a)(1)
Family Safety Center Inc	3010 S Harvard, Ste, 200 Tulsa, OK 74114	General Support	$87,500	501(c)(3) 509(a)(1)
FJC - A Foundation of Donor Advised Funds	c/o The Jewish Week 1501 Broadway #505 New York, NY 10036	Programmatic	$5,000	501(c)(3) 509(a)(1)
FJC - A Foundation of Philanthropic Funds	520 8th Avenue, 20th Floor New York, NY 10018	Programmatic	$45,000	501(c)(3) 509(a)(1)
Forum for Dialogue Among Nations	00-325 Warszawa Krakowskie Przedmiescie street 6 Krakow Poland	General Support	$1,800	501(c)(3) 509(a)(1)
Foundation Center	79 Fifth AvenueNew York, NY 10003-3076	General Support	$3,000	501(c)(3) 509(a)(1)
Foundation for Jewish Culture	PO Box 489New York, NY 10011	Programmatic	$642,054	501(c)(3) 509(a)(1)
Foundation for the Defense of Democracies Inc	1726 M Street NW, Suite 700Washington, DC 20036	Programmatic	$131,500	501(c)(3) 509(a)(1)
Foundation for Tulsa Schools	3027 South New Haven, Suite 600Tulsa, OK 74114-6131	Programmatic	$60,075	501(c)(3) 509(a)(1)
Fractured Atlas	248 West 35th Street Floor 10New York, NY 10001	Programmatic	$1,800	501(c)(3) 509(a)(1)
Friends of Bezalel Academy of Arts and Designs, Inc	370 Lexington Avenue, Suite 1612New York, NY 10017	General Support	$5,000	501(c)(3) 509(a)(2)
Friends of Ikamva Labantu	215 Overlook RoadNew Rochelle, NY 10804	General Support	$3,600	501(c)(3) 509(a)(1)
Gift of Life Bone Marrow Foundation	800 NW 51st Street, Suite 101Boca Raton, FL 33431	General Support	$15,400	501(c)(3) 509(a)(1)
Global Gardens	PO BOX 52034Tulsa, OK 74152	General Support	$42 336	501(c)(3) 509(a)(1)
Grantmakers For Education	720 SW Washington Street Suite 605 Portland, OR 97205-3537	General Support	$3,500	501(c)(3) 509(a)(2)
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404 Washington, DC 20036	General Support	$1,830	501(c)(3) 509(a)(1)
Greenwood Cultural Center	322 North Greenwood AvenueTulsa, OK 74120	General Support	$20,000	501(c)(3) 509(a)(1)
Harvard University, Kennedy School of Government	Belfer Center for Science and International Affairs 79 JFK Street Cambridge,	Programmatic	$24,960	501(c)(3)
Hazon	125 Maiden Lane, Suite 8B New York, NY 10038	Programmatic	$25,000	501(c)(3) 509(a)(1)
Hebrew College	160 Herrick Road Newton Centre, MA 02459	General Support	$360	501(c)(3) 509(a)(1)
Hebrew Immigrant Aid Society	333 Seventh Avenue 16th Floor New York, NY 10001-5019	General Support	$936	501(c)(3) 509(a)(1)
Hebrew Union College - Jewish Institute of Religion	One West Fourth Street New York, NY 10012	Programmatic	$228,064	501(c)(3) 509(a)(1)
Hillel House at University of Massachusetts Amherst	388 North Pleasant Street Amherst, MA 01002	General Support	$1,800	501(c)(3) 509(a)(1)
Hillel The Foundation for Jewish Campus Life	800 Eighth Street, NW Washington, DC 20001	Programmatic	$12,500	501(c)(3) 509(a)(1)
Hillel The Foundation for Jewish Campus Life	800 Eighth Street, NW Washington, DC 20001	General Support	$1,517,500	501(c)(3) 509(a)(1)
Institute for Curriculum Services	131 Steuart Street, Suite 205 San Francisco, CA 94105	Programmatic	$30,000	501(c)(3) 509(a)(1)
Iron Gate at Trinity, Inc	501 South Cincinnati Tulsa, OK 74103	General Support	$15,000	501(c)(3) 509(a)(1)

Charles and Lynn Schusterman Family Foundation
Charitable Contributions Year End Dec 31, 2012
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Payee Name	Payee Address	Purpose		
Israel Education Resource Center Inc	85 Revere Drive Suite I Northbrook, IL 60062	Programmatic	$20,000	501(c)(3) 509(a)(1)
Israel Education Resource Center Inc	85 Revere Drive Suite I Northbrook, IL 60062	General Support	$500,000	501(c)(3) 509(a)(1)
Israel on Campus Coalition (ICC)	800 Eighth Street NW Washington, DC 20001	Programmatic	$25,000	501(c)(3) 509(a)(1)
Israel on Campus Coalition (ICC)	800 Eighth Street NW Washington, DC 20001	General Support	$1,000,000	501(c)(3) 509(a)(1)
Israel-America Academic Exchange	9100 Wilshire Boulevard, Suite 400W Beverly Hills, CA 90212	Programmatic	$25,000	501(c)(3) 509(a)(1)
Israel21C	44 Montgomery Street 41st Floor San Francisco, CA 94104	General Support	$3,600	501(c)(3) 509(a)(1)
Jerusalem Foundation, Inc	420 Lexington Avenue New York, NY 10170	General Support	$71,500	501(c)(3) 509(a)(1)
Jewish Book Council	520 8th Avenue, 4th Floor New York, NY 10018	General Support	$618	501(c)(3) 509(a)(1)
Jewish Communal Service Association of North America Inc	25 Broadway, Ste 1700 New York, NY 10004	Programmatic	$1,500	501(c)(3) 509(a)(2)
Jewish Community Federation	121 Steuart Street, 7th Floor San Francisco, CA 94105	General Support	$618	501(c)(3) 509(a)(1)
Jewish Council for Public Affairs	116 East 27th Street, 10th Floor New York, NY 10016-7322	General Support	$500	501(c)(3) 509(a)(1)
Jewish Council for the Aging	12320 Parklawn Drive Rockville, MD 20852	General Support	$1,500	501(c)(3) 509(a)(1)
Jewish Family & Career Services	4549 Chamblee Dunwoody Road Atlanta, GA 30338	General Support	$936	501(c)(3) 509(a)(1)
Jewish Federation of Greater Dallas	Jacob Feldman Bldg 7800 Northhaven Road, Suite A Dallas, TX 75230-322	General Support	$1,800	501(c)(3) 509(a)(1)
Jewish Federation of Tulsa	2021 E 71st Street Tulsa, OK 74136	Programmatic	$19,894	501(c)(3) 509(a)(1)
Jewish Federation of Tulsa	2021 E 71st Street Tulsa, OK 74136	Capital	$26,460	501(c)(3) 509(a)(1)
Jewish Federation of Tulsa	2021 E 71st Street Tulsa, OK 74136	General Support	$68,600	501(c)(3) 509(a)(1)
Jewish Federations of North America Inc	25 Broadway, Suite 1700 New York, NY 10004 - 1010	General Support	$1,000	501(c)(3) 509(a)(1)
Jewish Funders Network	150 W 30th St , Ste 900 New York, NY 10001-4003	General Support	$15,000	501(c)(3) 509(a)(1)
Jewish Funders Network	150 W 30th St , Ste 900 New York, NY 10001-4003	Programmatic	$31,000	501(c)(3) 509(a)(1)
Jewish Jumpstart	1801 Avenue of the Stars, Ste 210 Los Angeles, CA 90067	Programmatic	$80,000	501(c)(3) 509(a)(1)
Jewish Queer Youth	C/O Latham and Watkins LLP Matthew C Dewitz 885 Third Ave Suite 1000 N	General Support	$1,000	501(c)(3) 509(a)(1)
Jewish Telegraphic Agency (JTA)	330 Seventh Avenue, 17th Fl New York, NY 10001-5010	General Support	$25,000	501(c)(3) 509(a)(1)
Jewish Women International	1129 20th Street NW, Suite 801 Washington, DC 20036	Programmatic	$2,500	501(c)(3) 509(a)(1)
Jewish Women International	1129 20th Street NW, Suite 801 Washington, DC 20036	General Support	$5 000	501(c)(3) 509(a)(1)
John Hope Franklin Center for Reconciliation Inc	131 N Greenwood Avenue, 2nd Floor Tulsa, OK 74120	General Support	$2,500	501(c)(3) 509(a)(1)
Joshua Venture Group	15 West 36th Street 12th Floor New York, NY 10018	General Support	$200,000	501(c)(3) 509(a)(1)
Judaism Alive	14560 White Birch Valley Lane Chesterfield, MO 63017	Programmatic	$20,000	501(c)(3) 509(a)(1)
Junior Achievement of Oklahoma	3947 S 103rd E Ave Tulsa, OK 74146	General Support	$1,520	501(c)(3) 509(a)(1)
Junior Achievement of Oklahoma	3947 S 103rd E Ave Tulsa, OK 74146	Programmatic	$7,500	501(c)(3) 509(a)(1)
Keshet	284 Amory Street Jamaica Plain, MA 02130	General Support	$1,000	501(c)(3) 509(a)(1)
Keshet	284 Amory Street Jamaica Plain, MA 02130	Programmatic	$278,500	501(c)(3) 509(a)(1)
KIPP Foundation	135 Main Street Suite 1700 San Francisco, CA 94105	Programmatic	$50,000	501(c)(3) 509(a)(1)
KIPP Tulsa College Preparatory	1661 East Virgin Street Tulsa, OK 74106	General Support	$215,000	501(c)(3) 509(a)(1)
Leadership Oklahoma	5500 North Western, Suite 142 Oklahoma City, OK 73118	General Support	$1,500	501(c)(3) 509(a)(1)
Leadership Tulsa	1717 S Boulder Ave , Ste 104 Tulsa, OK 74119	General Support	$450	501(c)(3) 509(a)(2)
Leukemia and Lymphoma Society Inc (North Texas/Oklahoma Chapter)	8111 LBJ Freeway Suite 425 Dallas, TX 75251	General Support	$500	501(c)(3) 509(a)(1)
Mayo Foundation	200 First Street, S W Rochester, MN 55905	General Support	$3,018	501(c)(3) 509(a)(1)

Charles and Lynn Schusterman Family Foundation				
Charitable Contributions Year End Dec 31, 2012				
FEIN 73-1312965				
Statement #9				
Payee Name	**Payee Address**	**Purpose**		
Meals on Wheels of Metro Tulsa, Inc	12620 E 31st St Tulsa, OK 74146-2307	General Support	$250	501(c)(3) 509(a)(1)
Metropolitan Council on Jewish Poverty	80 Maiden Lane, 21st Floor New York, NY 10038	General Support	$100,000	501(c)(3) 509(a)(1)
Metropolitan Office of YMCA	420 S Main Ste 200 Tulsa, OK 74103	Programmatic	$78,750	501(c)(3) 509(a)(2)
Middle East Media and Research Institute Inc	1819 L Street, NW, 5th Floor Washington, DC 20036	General Support	$18,360	501(c)(3) 509(a)(1)
Mizel Jewish Community Day School	2021 E 71st Street Tulsa, OK 74136	General Support	$1,000	501(c)(3) 509(a)(1)
Moishe Foundation	1330 Broadway Suite 801 Oakland, CA 94612	General Support	$592,500	501(c)(3) 509(a)(1)
National Center for Family Philanthropy	1101 Connecticut Avenue NW Ste 220 Washington, DC 20036	General Support	$2,500	501(c)(3) 509(a)(1)
National Ramah Commission, Inc	3080 Broadway New York, NY 10027	Programmatic	$500,000	501(c)(3) 509(a)(1)
Nehirim	125 Maiden Lane Suite 8B New York, NY 10038	General Support	$112,500	501(c)(3) 509(a)(1)
Network For Good Inc	1140 Connecticut Avenue NW, Suite 700 Washington, DC 20036	Programmatic	$32,500	501(c)(3) 509(a)(1)
New York University	Taub Center for Israel Studies, King Juan Carlos Center, 53 Washington Sq	Programmatic	$10,000	501(c)(3) 509(a)(1)
NYU Steinhardt	c/o Buckley Hall Events 17-19 Marble Avenue Pleasantville, NY 10570	General Support	$3,600	501(c)(3) 509(a)(1)
Oklahoma Academy for State Goals	120 East Sheridan, Suite 200 Oklahoma City, OK 73104	General Support	$3,000	501(c)(3) 509(a)(1)
Oklahoma Against Human Trafficking	PO Box 65 Oklahoma City, OK 73101	General Support	$3,600	501(c)(3) 509(a)(1)
Oklahoma Center for Community and Justice	100 West Fifth, LL1030 Tulsa, OK 74103	General Support	$5,000	501(c)(3) 509(a)(1)
Oklahoma Center for Community and Justice	100 West Fifth, LL1030 Tulsa, OK 74103	Programmatic	$9,985	501(c)(3) 509(a)(1)
Oklahoma Center for Nonprofits, Inc	720 W Wilshire Blvd , Suite 115 Oklahoma City, OK 73116	Programmatic	$60,002	501(c)(3) 509(a)(1)
Oklahoma City Community Foundation, Inc	1000 N Broadway Avenue Oklahoma City, OK 73102	General Support	$118	501(c)(3) 509(a)(1)
Oklahoma Foundation for Excellence	120 North Robinson, Suite 1420 W Oklahoma City, OK 73102	Programmatic	$1,500	501(c)(3) 509(a)(1)
Oklahoma Heritage Association	1400 Classen Drive Oklahoma City, OK 73106	General Support	$750	501(c)(3) 509(a)(2)
Oklahoma Policy Institute	PO Box 14347 Tulsa, OK 74159-1347	Programmatic	$40,000	501(c)(3) 509(a)(1)
Oklahoma School of Science and Mathematics Foundation	1141 N Lincoln Blvd Oklahoma City, OK 73104	General Support	$10,000	501(c)(3) 509(a)(1)
Oklahomans for Equality	PO Box 2687 Tulsa, OK 74101-2687	General Support	$25,601	501(c)(3) 509(a)(1)
Paideia U S	1350 Avenue of the Americas, Ste 1200 New York, NY 10019	Programmatic	$50,000	501(c)(3) 509(a)(1)
Parent Child Center of Tulsa	1421 South Boston Tulsa, OK 74119	Programmatic	$169 300	501(c)(3) 509(a)(1)
Parent Child Center of Tulsa	1422 South Boston Tulsa, OK 74119	General Support	$118	501(c)(3) 509(a)(1)
Park Friends	175 E 2nd Street, Ste 570 Tulsa, OK 74103	General Support	$6,500	501(c)(3) 509(a)(1)
Philanthropy New York Inc	79 Fifth Avenue Fourth Floor New York, NY 10003-3034	General Support	$1,200	501(c)(3) 509(a)(1)
Philanthropy Northwest	2101 4Th Ave Ste 650 Seattle, WA 98121-2357	General Support	$250	501(c)(3) 509(a)(1)
Philanthropy Roundtable	1150 17th Street, NW Suite 503 Washington, DC 20036	General Support	$1,000	501(c)(3) 509(a)(1)
Philbrook Museum of Art	2727 S Rockford Road Tulsa, OK 74114	General Support	$25,000	501(c)(3) 509(a)(1)
PresenTense	131 West 86th Street, 7th Floor, Room 2 New York, NY 10024	General Support	$52,700	501(c)(3) 509(a)(1)
PresenTense	131 West 86th Street, 7th Floor, Room 2 New York, NY 10024	Programmatic	$72,000	501(c)(3) 509(a)(1)
Project Elf Inc	4606 E 67th Street Suite 206 Tulsa, OK 74136-4943	General Support	$10,000	501(c)(3) 509(a)(1)
Project Interchange	c/o American Jewish Committee 1156 15th Street, NW Ste 1201 Washington, DC 20005	Programmatic	$38,500	501(c)(3) 509(a)(1)
REEDS BROOK ATHLETIC BOOSTER CLUB INC	192 Patterson Rd Hampden, ME 04444	General Support	$180	501(c)(3) 509(a)(1)
Regents of the University of California	c/o Sponsored Projects Office 2150 Shattuck Avenue, Suite 300 University of California Berkeley, CA 94704-5940	Programmatic	$70,000	501(c)(3) 509(a)(1)
Repair the World	555 8th Avenue, Suite 1703 New York, NY 10018	Programmatic	$1,425,000	501(c)(3) 509(a)(1)

Charles and Lynn Schusterman Family Foundation
Charitable Contributions Year End Dec 31, 2012
FEIN 73-1312965
Statement #9

Payee Name	Payee Address	Purpose		
Repair the World	555 8th Avenue, Suite 1703 New York, NY 10018	General Support	$1,060,741	501(c)(3) 509(a)(1)
Rice University	Center for Philanthropy and Nonprofit Leadership MS-550 P O Box 1892 Houston, TX 77251	General Support	$180	501(c)(3) 509(a)(1)
River Parks Foundation	2424 E 21st Street, Suite 300 Tulsa, OK 74114	Programmatic	$100,000	501(c)(3) 509(a)(1)
River Parks Foundation	2424 E 21st Street, Suite 300 Tulsa, OK 74114	General Support	$55,000	501(c)(3) 509(a)(1)
ROI Community, Inc	110 W 7th Street, Suite 2000 Tulsa, OK 74119	Programmatic	$5,110,000	501(c)(3) Private Operating Foundation
Schusterman Foundation - Israel	7 Derech Beit Lechem St Baka Jerusalem 93553 Israel	Programmatic	$7,370,286	A registered Amutah
Schusterman Foundation - Israel	7 Derech Beit Lechem St Baka Jerusalem 93553 Israel	General Support	$804,300	A registered Amutah
Search Institute	615 First Avenue Northeast, Suite 125 Minneapolis, MN 55413	Programmatic	$10,000	501(c)(3) 509(a)(2)
Sherwin Miller Museum of Jewish Art	2021 East 71st Street Tulsa, OK 74136	General Support	$2,500	501(c)(3) 509(a)(1)
Sixth and I Historic Synagogue	600 I Street, NW Washington, DC 20001	Programmatic	$25,000	501(c)(3) 509(a)(1)
Stand for Children Leadership Center	1732 NW Quimby St , Suite 200 Portland, OR 97209	General Support	$50,000	501(c)(3) 509(a)(1)
Stepping Stones Shelter Inc	PO Box 712 Rockville, MD 20848-0712	General Support	$5,000	501(c)(3) 509(a)(1)
Street School, Inc	1135 S Yale Tulsa, OK 74112	General Support	$10,000	501(c)(3) 509(a)(1)
TAMID Program of the Israel On Campus Coalition	1429 Hill Street Ann Arbor, MI 48104	General Support	$25,000	501(c)(3) 509(a)(1)
Teach For All Inc	315 West 36th Street New York, NY 10018	Programmatic	$360,000	501(c)(3) 509(a)(1)
Teach For America	315 West 36th Street, 7th Floor New York, NY 10018	Programmatic	$1,272,500	501(c)(3) 509(a)(1)
Teach For America	315 West 36th Street, 7th Floor New York, NY 10018	General Support	$125,420	501(c)(3) 509(a)(1)
Temple Israel Foundation, Inc	2004 E 22nd Place Tulsa, OK 74114-2822	Programmatic	$500	501(c)(3) 509(a)(1)
Temple Israel Foundation, Inc	2004 E 22nd Place Tulsa, OK 74114-2822	General Support	$436	501(c)(3) 509(a)(1)
Texas Children's Hospital	6621 Fannin Street Houston, TX 77030	General Support	$360	501(c)(3) 509(a)(1)
The Alpha Epsilon Pi Foundation	8815 Wesleyan Road Indianapolis, IN 46268-1171	Programmatic	$15,000	501(c)(3) 509(a)(2)
The Arts Foundation	9103 E 56th Street Tulsa, OK 74145	Programmatic	$5,000	501(c)(3) 509(a)(1)
The Association of Israel's Decorative Arts	c/o Dale & Doug Anderson 100 Worth Avenue, Suite 713 Palm Beach, FL 3	General Support	$10,000	501(c)(3) 509(a)(1)
The Circle Cinema Foundation	8 S Lewis Ave Tulsa, OK 74104	Programmatic	$3,920	501(c)(3) 509(a)(2)
The Circle Cinema Foundation	8 S Lewis Ave Tulsa, OK 74104	Capital	$25,000	501(c)(3) 509(a)(2)
The Circle Cinema Foundation	8 S Lewis Ave Tulsa, OK 74104	General Support	$1,200	501(c)(3) 509(a)(2)
The Corner Hearth, Inc	3031 S Troost Tulsa, OK 74114	General Support	$1,000	501(c)(3) 509(a)(1)
The Israel Institute	1250 I Street, NW, Suite 710 Washington, DC 20005	General Support	$416,010	charitable status applied for
Town and Country School	5150 E 101st Street Tulsa, OK 74137	General Support	$1,000	501(c)(3) 509(a)(1)
Tulsa Area United Way	1430 S Boulder Tulsa, OK 74119	General Support	$1,000	73-0580283 501(c)(3) 509(a)(1)
Tulsa Ballet	1212 E 45th PL South Tulsa, OK 74105	Programmatic	$41,000	73-0667485 501(c)(3) 509(a)(2)
Tulsa Ballet	1212 E 45th PL South Tulsa, OK 74105	General Support	$2,500	73-0667485 501(c)(3) 509(a)(2)
Tulsa City-County Library Trust	400 Civic Center Tulsa, OK 74103	General Support	$54,145	51-0165881 501(c)(3) 509(a)(2)
Tulsa Civic Priority Fund	C/O Tulsa Community Foundation 7030 S Yale, STE 600 Tulsa, OK 74136	General Support	$150,000	73-1554474 501(c)(3) 509(a)(1)
Tulsa Community College Foundation	6111 East Skelly Drive, Suite 200 Tulsa, OK 74135-6198	Programmatic	$11,750	23-7103807 501(c)(3) 509(a)(1)
Tulsa Community College Foundation	6111 East Skelly Drive, Suite 200 Tulsa, OK 74135-6198	General Support	$45,000	23-7103807 501(c)(3) 509(a)(1)

Charles and Lynn Schusterman Family Foundation				
Charitable Contributions Year End Dec 31, 2012				
FEIN 73-1312965				
Statement #9				
Payee Name	**Payee Address**	**Purpose**		
Tulsa Community Foundation	7030 South Yale Avenue, Suite 600 Tulsa, OK 74136-5749	Programmatic	$86,554	73-1554474 501(c)(3) 509(a)(1)
Tulsa Community Foundation	7030 South Yale Avenue, Suite 600 Tulsa, OK 74136-5749	General Support	$79,847	73-1554474 501(c)(3) 509(a)(1)
Tulsa Day Center for the Homeless	415 West Archer Tulsa, OK 74103	Capital	$109,301	73-1557819 501(c)(3) 509(a)(1)
Tulsa Day Center for the Homeless	415 West Archer Tulsa, OK 74103	General Support	$13,249	73-1557819 501(c)(3) 509(a)(1)
Tulsa Engineering Foundation	PO Box 703065 Tulsa, OK 74170	Programmatic	$9,000	73-1234369 501(c)(3) 509(a)(1)
Tulsa Girls Art School Project Inc	2202 E Admiral Blvd Tulsa, OK 74110	General Support	$2,500	20-8882475 501(c)(3) 509(a)(1)
Tulsa Global Alliance	800 S Tucker Tulsa, OK 74104-3126	Programmatic	$20,000	73-1017401 501(c)(3) 509(a)(1)
Tulsa Habitat for Humanity	6235 E 13th Street Tulsa, OK 74112	General Support	$4,000	73-1325063 501(c)(3) 509(a)(1)
Tulsa Historical Society	2445 South Peoria Avenue Tulsa, OK 74114	General Support	$5,000	73-0795545 501(c)(3) 509(a)(2)
Tulsa Metropolitan Ministry	221 South Nogales Tulsa, OK 74127	General Support	$1,800	73-0666866 501(c)(3) 509(a)(1)
Tulsa Opera	1610 South Boulder Avenue Tulsa, OK 74119-4479	Programmatic	$20,000	73-0643311 501(c)(3) 509(a)(2)
Tulsa Society For The Prevention Of Cruelty To Animals	2910 Mohawk Blvd Tulsa, OK 74110-1419	General Support	$318	73-0608144 501(c)(3) 509(a)(1)
Tulsa Women's Foundation	PO Box 2549 Tulsa, OK 74101-2549	General Support	$1,800	73-1322759 501(c)(3) 509(a)(2)
Tulsa's Future Inc	c/o Tulsa Regional Chamber One W 3rd , Ste 100 Tulsa, OK 74103	General Support	$26,500	23-7033283 501(c)(3) 509(a)(3)
Tulsa's Future Inc	c/o Tulsa Regional Chamber One W 3rd , Ste 100 Tulsa, OK 74103	Programmatic	$65,000	23-7033283 501(c)(3) 509(a)(3)
Ulman Cancer Fund for Young Adults	921 E Fort Ave , Suite 325 Baltimore, MD 21230	General Support	$7,200	52-2057636 501(c)(3) 509(a)(1)
Union Schools Education Foundation	8506 E 61st Street Tulsa, OK 74133-1926	Programmatic	$44,194	73-1377860 501(c)(3) 509(a)(1)
United Negro College Fund, Inc	501 Elm Street Suite 700 Dallas, TX 75202	General Support	$10,000	13-1624241 501(c)(3) 509(a)(1)
United States Holocaust Memorial Museum	100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	General Support	$8,600	52-1309391 501(c)(3) 509(a)(1)
University of North Texas Foundation	1155 Union Circle #311250 Denton, TX 76203-5017	Programmatic	$4,000	23-7232618 501(c)(3) 509(a)(1)
University of Oklahoma Foundation, Inc	100 Timberdell Road Norman, OK 73072	Programmatic	$365,957	73-6091755 501(c)(3) 509(a)(1)
University of Oklahoma Foundation, Inc	100 Timberdell Road Norman, OK 73072	General Support	$2,340	73-6091755 501(c)(3) 509(a)(1)
University of Tulsa	800 S Tucker Drive Tulsa, OK 74104-3189	Programmatic	$2,500	73-0579298 501(c)(3) 509(a)(2)
University of Tulsa	800 S Tucker Drive Tulsa, OK 74104-3189	Capital	$1,000,000	73-0579298 501(c)(3) 509(a)(2)
Up With Trees	1102 S Boston Ave Tulsa, OK 74119-2409	General Support	$500	73-1001180 501(c)(3) 509(a)(1)
Washington Institute for Near East Policy	1828 L Street, NW, Suite 1050 Washington, DC 20036	Programmatic	$86,250	52-1376034 501(c)(3) 509(a)(1)
Washington Institute for Near East Policy	1828 L Street, NW, Suite 1050 Washington, DC 20036	General Support	$112,000	52-1376034 501(c)(3) 509(a)(1)
Women's American ORT Foundation	75 Maiden Lane, 10th Floor New York, NY 10038	General Support	$318	36-6161357 501(c)(3) 509(a)(2)

Charles and Lynn Schusterman Family Foundation				
Charitable Contributions Year End Dec 31, 2012				
FEIN 73-1312965				
Statement #9				
Payee Name	**Payee Address**	**Purpose**		
World Altering Medicine	1729 Baker Park Road Maple Plain, MN 55359	General Support	$5,000	22-3931194 501(c)(3) 509(a)(1)
World Conference of Jewish Communal Service, Inc	711 Third Avenue, 10th Floor New York, NY 10017	Programmatic	$5,000	13-3203606 501(c)(3) 509(a)(1)
Youth Services of Tulsa, Inc	311 South Madison Tulsa, OK 74120	Programmatic	$59,241	73-0785251 501(c)(3) 509(a)(1)
Youth Services of Tulsa, Inc	311 South Madison Tulsa, OK 74120	General Support	$30,894	73-0785251 501(c)(3) 509(a)(1)
Total CLSFF 2012 Yearly Charitable Contributions			**$42,632,056**	

2013 Grant Report of ROI Community, Inc.
110 West 7th Street, Suite 2000, Tulsa, OK 74119

In accordance with the Grant Agreement between the Charles and Lynn Schusterman Family Foundation (CLSFF) and ROI Community, Inc., a private operating foundation (Grantee), the Grantee makes the following statement:

In connection with the grant from CLSFF to the Grantee in the amount of Five Million One Hundred Ten Thousand ($5,110,000.00) US Dollars received by Grantee on during calendar year 2012 (the "Grant"):

1. The Grant funds have been used as follows:

   To support the administrative, grantmaking and programmatic expenses of delivering leadership training programs to over 300 individuals during 2012. Expenditure schedule attached.

2. The Grantee has made expenditures, prior to the close of its most recent fiscal year totaling Five Million One Hundred Ten Thousand ($4,120,562.78) US Dollars which amount is not less than the sum of:

   (a) the total amount of the Grant; plus

   (b) five percent of the fair market value of the Grantee's assets during the fiscal year in which the Grant was made that are not used or held for use directly in carrying out its charitable purposes.

   Grants received from other U.S. private foundations during the taxable year in which the Grant was made were distributed but those amounts are reported separately.

3. The proceeds of the Grant have been used as follows: (See attached report)

4. Neither the Grant nor any income therefrom has been used:

   (a) to attempt to influence legislation, by propaganda or otherwise; or

   (b) to, directly or indirectly, participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

I declare that the foregoing and any supporting documents are true and correct to the best of my knowledge.

ROI COMMUNITY INC.

By: Alana Hughes
Title: Chief Operating Officer
Date: 13 November 2013

Check Number Check Date	Grant ID	Payee Name	Purpose	2012
1/06/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$10,000 00
1/11/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$350,000 00
2/01/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$30,000 00
2/17/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$20,000 00
2/22/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$250,000 00
3/13/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$500,000 00
4/05/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$100,000 00
5/02/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$75,000 00
5/29/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$500,000 00
6/08/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$50,000 00
6/27/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$250,000 00
7/03/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$150,000 00
7/18/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$450,000 00
8/01/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$500,000 00
8/13/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$25,000 00
8/14/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$100,000 00
9/12/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$100,000 00
9/25/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$400,000 00
10/10/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$250,000 00
11/13/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$100,000 00
11/30/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$250,000 00
11/30/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$100,000 00
12/19/2012	9693 01	ROI Community, Inc	Operations, Program Development and Delivery, Grantmaking	$550,000 00
				$5,110,000.00

Program and Grantee Distributions	Amount
AlamaLinks Global Business Community Grant Pool	$25,000 00
ROI Community - Israel Program Support	$2,143,712 00
ROI Community - Israel Administrative Support	$861,403 00
REALITY Program Delivery	$1,090,447 78
	$4,120,562.78

Payment Date	Payee Organization Project Title Grant Amount	Grant ID #	Payment Amount
1/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$97,141 00
2/28/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$66,672 00
3/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$66,244 00
4/30/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$58,734 00
5/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$60,330 00
6/30/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$63,084 00
7/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$109,528 00
8/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$70,427 00
9/30/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$62,546 00
10/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$72,143 00
11/30/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$66,750 00
12/31/2012	ROI Community - Israel Administrative Support 2012 $861,403 00	9338 01	$67,804 00
1/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$55,296 00
2/28/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$26,457 00
3/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$125,144 00
4/30/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$116,858 00
5/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$22,259 00
6/30/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$333,083 00
7/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$162,152 00
8/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$121,459 00

9/30/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$107,670 00
10/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$48,015 00
11/30/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$62,067 00
12/31/2012	ROI Community - Israel Program Support 2012 $2,226,857 00	9339 01	$101,849 00
	Total		**$2,143,712.00**

Grant Report of the Schusterman Foundation – Israel, a registered Amutah
7 Derech Beit Lechem Street, Baka, Jerusalem 93553 Israel

In accordance with the Grant Agreement between the Charles and Lynn Schusterman Family Foundation ("CLSFF") and the Schusterman Foundation - Israel (the "Grantee"), the Grantee makes the following statement:

In connection with the grant from CLSFF to the Grantee in the amount of Eight Million One Hundred Seventy-four Thousand Five Hundred Eighty-six ($8,174,586.00) US Dollars received by Grantee during calendar year 2012 (the "Grant"):

1. The Grant funds have been used as follows:

   To support the 2012 grant making activities and administrative costs associated with monitoring grant performance to advance the purposes of the Schusterman Foundation - Israel (the "Amuta"), an Israeli not-for-profit corporation, established to promote and support ventures and projects that strengthen the social fabric in Israel, including but not limited to projects involved in education, in culture, in the environment and in religious pluralism. The schedule of grant payments is attached.

2. The Grantee has made expenditures, prior to the close of its most recent fiscal year, totaling Seven Million Three Hundred Seventy-seven Thousand Two Hundred Sixteen ($7,377,216.00) US Dollars, which amount is not less than the sum of:

   (a) the total amount of the Grant; plus

   (b) five percent of the fair market value of the Grantee's assets during the fiscal year in which the Grant was made that are not used or held for use directly in carrying out its charitable purposes.

   Grants received from other U.S. private foundations during the taxable year in which the Grant was made were distributed but those amounts are reported separately.

3. Neither the Grant nor any income therefrom was used for any purposes other than the charitable, religious and educational purposes for which the Grant was given.

4. Neither the Grant nor any income therefrom has been used:

   (a) to attempt to influence legislation, by propaganda or otherwise; or

   (b) to, directly or indirectly, participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; or

I declare that the foregoing and any supporting documents are true and correct to the best of my knowledge.

SCHUSTERMAN FOUNDATION - ISRAEL

By: David Gappell
Title: Managing Director
Date: 4 October 2013

Payment Date	Payee Organization	Payee Organization Project Title Grant Amount	Payment Amount
11/19/2012	Schusterman Foundation - Israel	War Relief	$75,000 00
2/01/2012	Schusterman Foundation - Israel	SFI Grants 2011	$9,202 00
2/15/2012	Schusterman Foundation - Israel	SFI Grants 2011	$300,000 00
2/01/2012	Schusterman Foundation - Israel	SFI Grants 2012	$450,000 00
4/03/2012	Schusterman Foundation - Israel	SFI Grants 2012	$1,223,932 00
4/17/2012	Schusterman Foundation - Israel	SFI Grants 2012	$500,000 00
5/30/2012	Schusterman Foundation - Israel	SFI Grants 2012	$190,000 00
6/06/2012	Schusterman Foundation - Israel	SFI Grants 2012	$510,000 00
8/08/2012	Schusterman Foundation - Israel	SFI Grants 2012	$566,000 00
8/22/2012	Schusterman Foundation - Israel	SFI Grants 2012	$510,000 00
9/26/2012	Schusterman Foundation - Israel	SFI Grants 2012	$317,500 00
10/10/2012	Schusterman Foundation - Israel	SFI Grants 2012	$375,000 00
10/18/2012	Schusterman Foundation - Israel	SFI Grants 2012	$629,652 00
10/31/2012	Schusterman Foundation - Israel	SFI Grants 2012	$220,000 00
11/14/2012	Schusterman Foundation - Israel	SFI Grants 2012	$83,000 00
11/28/2012	Schusterman Foundation - Israel	SFI Grants 2012	$301,000 00
12/27/2012	Schusterman Foundation - Israel	SFI Grants 2012	$1,110,000 00
1/25/2012	Schusterman Foundation - Israel	SFI Administrative 2011	$50,000 00
1/25/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$50,000 00
2/01/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$50,000 00
4/17/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$190,000 00
8/08/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$190,000 00
12/27/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$192,000 00
5/30/2012	Schusterman Foundation - Israel	SFI Administrative 2012	$82,300 00
	Total		**$8,174,586.00**

Payee Organization	Grant Amount		Payment Amount
Ayalim Association	$150,000 00	Child Maltreatment	$35,000
American Jewish Joint Distribution Committee Inc in Israel	$500,000 00	Child Maltreatment	$75,000
Amutat Gvanim	$2,267,048 00	Child Maltreatment	$505,932
Amutat Lasova	$130,746 00	Child Maltreatment	$38,000
Ayalim Association	$150,000 00	Jerusalem Renewal	$75,000
Big Brothers Big Sisters of Israel	$100,000 00	Child Maltreatment	$90,000
Efshar Association	$1 135 000 00	Child Maltreatment	$377,500
Ein Pratt - Academy for Leadership Kfar Adumin	$16 000 00	Education	$16,000
Havatzelet Humanitarian Organization	$45,000 00	Israel General Development	$40,000
Hebrew University of Jerusalem	$50 000 00	Education	$50,000
Hillel - HaAguda Le Yotzim LeShe'ea	$25 000 00	Jerusalem Renewal	$20,000
IGY - Israel Gay Youth (formerly - Kamoni Kamocha)	$40 000 00	Israel General Development	$15,000
Israel Free Loan Association	$1,800 00	Israel General Development	$1,800
Israel Museum	$1 500,000 00	Jerusalem Renewal	$550,000
Israel National Council for the Child	$200,000 00	Child Maltreatment	$100,000
Jerusalem Open House	$55 000 00	Israel General Development	$45,000
Jerusalem Season of Culture (JSoc)	$2 496 043 00	Jerusalem Renewal	$1,629,684
Jewish Agency for Israel	$75 000 00	Israel General Development	$30,000
Meitarim Educational Network	$320,000 00	Education	$190,000
Museum on the Seam	$25 000 00	Jerusalem Renewal	$10,000
New spirit - students for Jerusalem	$15,000 00	Jerusalem Renewal	$15,000
Noga Center for Victims of Crime - Ono Academic College	$30,000 00	Child Maltreatment	$18,000
Reut Institute	$25 000 00	Israel General Development	$25,000
Round Up Israel	$30 000 00	Israel General Development	$15,000
American Society for the Protection of Nature in Israel	$155 000 00	Jerusalem Renewal	$60,000
Tevel b'Tzedek	$111,000 00	Jerusalem Renewal	$51,000
The Artists Studios	$25,000 00	Jerusalem Renewal	$20,000
The Haruv Institute	$3,750 000 00	Child Maltreatment	$2,475,000
Schusterman Foundation - Israel SFI Administrative 2011	$650,000 00	Operations	$50,000
Schusterman Foundation - Israel SFI Administrative 2012	$672 000 00	Operations	$672,000
Schusterman Foundation - Israel SFI Administrative 2012	$82,300 00	Operations	$82,300
Total			**$7,377,216**

	Budget 2012	Expenditures
Income	0	
Total Income	0	$0
Admin Expenses		
Bank		
Bank Charges	$3,500	$1,634
Total Bank Charges	**$3,500**	**$1,634**
Financial Expenses		
Finance	$0	$0
Exchange Differences	$800	-$1,105
Total Financial Expenses	**$800**	**-$1,105**
Maintenance		
Cleaning	$12,000	$9,955
Electricity	$4,500	$3,895
Gardening & Maintenance	$13,000	$8,430
Office Renovation	$0	$0
Rent	$78,500	$66,435
Water	$500	$631
Total Maintenance	**$108,500**	**$89,346**
Office Expenses		
Blackberrys/Cell Phones	$10,000	$3,309
Coffee/Water/Paper Goods	$1,700	$1,686
Computer Maintenance	$8,000	$12,150
Computers/Software/Hardware	$15,000	$6,217
Copier/Fax Lease	$2,000	$591
Gifts	$500	$45
Hospitality/Outreach	$8,000	$7,859
IT Communication	$0	$0
Library/Publication/Subscription	$2,500	$2,643
Mail/Fed Ex/Messenger Service	$2,000	$1,302
Office Phones/Fax Lines/Video	$3,000	$1,761
Office Supplies	$2,500	$2,297
Security System	$500	$514
Total Office Expenses	**$55,700**	**$40,374**
Payroll		
Consulting	$0	$0
New Hire Expenses	$0	$0
Parking/Metro	$1,500	$1,073
Payroll Services	$3,500	$3,118
Salary + Health Benefits	$373,000	$295,717
Total Payroll	**$378,000**	**$299,908**
Professional Services		
Auditing (IT Audit and Consultants)	$10,000	$10,150
Bookkeeping	$25,000	$18,061
Communications (non-grant relatec	$14,000	$13,090
Finance	$15,000	$16,511
Insurance	$3,000	$5,368
Legal Advisor	$3,000	$1,273
Total Professional Services	**$70,000**	**$64,453**
		$0
Training/Conferences		$0
Professional Dev	$1,500	$241
SPN Staff Retreat	$12,000	$12,535
Total Training/Conferences	**$13,500**	**$12,776**
Travel		
Air/Ground Tickets	$9,000	$0
Car Rental/Taxis	$600	$649
Gas/Mileage & others	$12,000	$10,402
Leasing	$15,000	$16,312
Lodging	$4,000	$1,167
Misc expenses	$0	$0
Per Diem (Meals)	$1,400	$0
Total Travel	**$42,000**	**$28,530**
Total Administration	**$672,000**	**$535,916**

Dear Sandy and Lisa,

It is a pleasure to submit this report to you. This report is in two parts. The first part is a summary report on the fiscal year that ended on June 30, 2013. The second part is a report on our status at this point for fiscal 2014.

Part One:

The period between the creation of the Israel Institute and the fiscal year that ended on June 30, 2013 was a busy one. In addition to complex task of launching the Institute formally and staffing it, the Institute managed to lay the groundwork for nearly all of its currently envisioned programs.

The Institute held its first gathering of the advisory board and executive board in October 2012 in which the goals and priorities for the Institute were introduced and vetted by our expert advisory board. In March the Institute sponsored the launch of the book Israel: A History by Anita Shapira. In May, the Institute hosted a Yom Ha'atzmaut celebration that included a performance by an Israel jazz trio.

In our first year, the Institute was active in supporting conferences throughout the Israel Studies community. Among these included supporting conferences or workshops:

- On modern Zionism at Brandeis
- On the state of Israel Studies at American University
- Annual convention of the Association of Israel Studies at UCLA
- Workshop with the Institute for National Security Studies (INSS) on China-Israel

The Institute likewise continued to implement legacy programs that it inherited from the CLSFF, including the Schusterman Visiting Artists program and support for Project Interchange.

Substantively, the Institute spent the year through June 30 laying the groundwork for many of its programs. These included the hiring of an executive director and the engagement of a number of international consultants for China, France and Central/Eastern Europe. Together, the work of these staff and consultants has made it possible in 2014 for the Institute to have programs with China, France and Hungary already programed during the fiscal 2014 year, with other programs likely.

Of the total grant from CSLFF for 2013, which was $1,120,170.00, the Institute spent, through June 30, $1,107,616.33. This leaves a balance of $12,553.67. We would like to request your permission to roll that balance into our budget for 2014.

Part Two:

Activities for fiscal 2014 are moving along at a greatly accelerated pace. Highlights of events and programs which have either taken place:

- 8 Post-doctoral fellows at universities in Israel, Europe and the United States
- 7 Doctoral fellows at universities in Israel, Europe and the United States
- 2 Senior visiting scholars
- A course on Israel Studies taught by and facilitated by Institute affiliated personnel in Budapest, Hungary.
- Yom Kippur 40th Anniversary Conference with the University of Texas Austin (October)
- Israel Institute Methodology Conference (October)
- Israel Institute Annual Lecture with Jeffrey Goldberg and William Kristol (October)
- Concert with Israeli pop artist Kerren Peles (October)

Other events, activities and scholarship enterprises will be developed and delivered as the year goes on and will be covered in future reports.

In fiscal 2014 we have already received a commitment from the Singer Foundation for $250,000 to support our work on business education.

Our current cash on hand is $683,176.48

We thank the CLSFF for its support of the Institute and recognize with gratitude that were it not for the CLSFF's commitment to Israel Studies, the Institute and the valuable work that it is doing would not exist.

With respect,

Ariel Roth
Executive Director
Israel Institute

Payments and Expenditures The Insrael Institute 2012

11/15/2013

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<u>SPN</u>					
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	6/27/2012	$167 88	Foundation Countributions	9519 Paid to CT Corporation System invoice #7919135-RI
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	6/27/2012	$215.82	Foundation Countributions	Chase Bank - Network Solutions bill charged on Alana's credit card
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	7/11/2012	$2,615.00	Foundation Countributions	9582 Paid to Skadden, Arps
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	8/22/2012	$4,204.00	Foundation Countributions	Wire transfer to Disenhaus Unitours Haifa
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	8/22/2012	$3,750.00	Foundation Countributions	Wire transfer to Margaret Weiss
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	8/29/2012	$3,813.90	Foundation Countributions	9693 Paid to Lisa Eisen for expenses
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002 55	10175 0603106	9/12/2012	$3,500.00	Foundation Countributions	9707 Paid to Foremost Ram Caterers Inc

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	9/12/2012	$4,772.00	Foundation Countributions	9709 Paid to Lisa Eisen
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	9/26/2012	$7,780.00	Foundation Countributions	Paid to Margaret Weiss
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	9/26/2012	$2,483 72	Foundation Countributions	9726 Paid to Foremost Ram Caterers
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	9/26/2012	$18,922.75	Foundation Countributions	9735 Paid to Lisa Eisen
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	9/26/2012	$109.94	Foundation Countributions	9743 Paid to Sandy for Domain Name
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/3/2012	$8,762.00	Foundation Countributions	Paid to SASM & F LLP
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/10/2012	$843.80	Foundation Countributions	Paid to NeutrinoNet
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/10/2012	$250,000.00	Foundation Countributions	57523390
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/18/2012	$7,515.00	Foundation Countributions	Paid to Margaret Weiss

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/24/2012	$8.32	Foundation Countributions	9819 Paid to Sandy Cardin for C3 Conference calls
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/24/2012	$22,200 00	Foundation Countributions	9815 Paid to Isaacson Miller
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/24/2012	$94.11	Foundation Countributions	98.11 Paid to FedEx
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/31/2012	$1.27	Foundation Countributions	Paid the Chase Credit Card
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	10/31/2012	$22,900.00	Foundation Countributions	58141539 Paid to Skadden Arps
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	11/28/2012	$3,427.00	Foundation Countributions	WT Paid to SASM & F LLP
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	11/28/2012	$8.32	Foundation Countributions	Paid to American Express
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	11/28/2012	($8.32)	Foundation Countributions	Sandy's expense report credit to offset charge on AmEx
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	11/28/2012	$7,931.69	Foundation Countributions	Paid to Margaret Weiss

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	11/30/2012	$9.95	Foundation Countributions	WT Israel Institute - monthly sharepoint hosting fee
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	12/5/2012	$12,042.73	Foundation Countributions	Paid to Lisa Eisen for computers/software $5,212.70 meeting rooms $5,191.48 and Lodging $1,638.55
The Israel Institute *Israel Institute Operations and Programming* $ 1,319,002.55	10175 0603106	12/19/2012	$24,173.90	Foundation Countributions	Paid to Isaacson Milller
		Total SPN (28 items)	$412,244.78		
		Grand Total (28 items)	$412,244.78		

Israel Institute
Profit & Loss
June 1 - December 15, 2012

	Total
Income	
0100 Income	0 00
0110 Schusterman Endowment	250,000 00
Total 0100 Income	**$ 250,000.00**
Total Income	**$ 250,000.00**
Gross Profit	**$ 250,000.00**
Expenses	
1000 Admin Expenses	0 00
1100 Payroll	0 00
1103 Human Resources Fees	183 32
1105 Salaries	29,975 52
1107 Payroll Tax Expenses	2,011 34
Total 1100 Payroll	**$ 32,170.18**
1200 Insurance	0 00
1203 Workers Comp	62 63
Total 1200 Insurance	**$ 62.63**
1300 Office Expenses	0 00
1308 IT/Networking	2,128 05
Total 1300 Office Expenses	**$ 2,128.05**
1400 Outreach	0 00
1402 Graphic Design/Web Development	7,645 00
Total 1400 Outreach	**$ 7,645.00**
1700 Travel	0 00
1701 Air/Ground Tickets	1,439 82
1702 Car Rental/Taxis/Public Transit	1,257 94
1703 Gas/Mileage	20 00
1704 Lodging	7,978 11
1705 Travel Meals	29 92
Total 1700 Travel	**$ 10,725.79**
1800 Board of Directors/Advisory Board	0 00
1802 Advisory Board Stipends/Honoraria	35,000 00
Total 1800 Board of Directors/Advisory Board	**$ 35,000.00**
Total 1000 Admin Expenses	**$ 87,731.65**
Bank Charges	200 00
TO BE ALLOCATED	33,559 97
Total Expenses	**$ 121,491.62**
Net Operating Income	**$ 128,508.38**
Net Income	**$ 128,508.38**

Israel Institute Budget June 2012 -- June 2014

	June 1, 2012 June 30, 2013		July 1, 2013-June 30, 2014	
	Actuals	Notes	Projected	Notes
CLSFF Programs				
Washington Institute for Near East Policy	$0		$250 000	
China Israel Studies	$45 500		$163 000	
Project Interchange Trips	$100 000		$100 000	expanded to include university presidents provosts/rectors
Schusterman Visiting Israeli Artists	$0		$425 000	
Total CLSFF Grants	**$145,500**		**$938,000**	
Proposed New Programs				
Doctoral and Post Doctoral Grants	$0		$800 000	St Antony s etc
Research Grants	$0		$80 000	8 competitive research grants @ $10 000
Senior Visiting Professors (semester)	$0		$180 000	3 @ $60 000 (Harvard Yale Susser @ U of Arizona)
Senior Visiting Professors (six week)	$0		$160 000	4 @ $40 000
Study Abroad Scholarships (Haifa Tel Aviv)	$0		$80 000	10 @ $4 000 x 2 universities
Mid Career Faculty Program	$0		$100 000	2 3 people for 2 years
International Programs	$23 500	Shimon Stein @ $5K Seth Garz @ $13 500K - 5K expenses	$250 000	Shimon Stein (Germany consultant) @ $10K [illegible] (France consultant) [illegible] Seth Garz (China consultant) @ $27K + $10K expenses, visiting profs
Direct Programs and Activities	$50 000	$10K for PhD internships, Anita Shapira book party in DC @ $7 500	$300 000	Visiting fellows at think tanks @ $100 000, PhD internships at think tanks @ $10K UMD TAU collaboration @ $30 000
Conference Funding	$100 000	Brandeis Schusterman Center conference @ $10 000 Michael travel to Brandeis in Feb @ $500 AU conference @$5 000 EAIS conference travel grants @$20,000 $20K for AIS June 2013 conference	$250 000	Annual Israel Institute lecture @ $25 000 half day energy conference @ $20 000 methodology conference @40 000, U of Arizona [illegible] conference [illegible]
Academic Prizes	$10 000	Joint prizes with AIS, 2 @ $5 000	$10 000	Joint prizes with AIS 2 @ $5 000
Monograph Series	$0		$50 000	
Research Evaluation and Publications	$0		$50 000	outside evaluation @ $50 000
Meetings and Gatherings	$35 570	Annual Board/Advisory Board Meeting hotel room block @ $11 583 Foremost catering @ $5,984, flights for participants @ $15 344 travel/expense reimbursements @ $2 659	$50 000	Annual Meeting/Methodology conference
Advisory Board Committees	$0		$25 500	competitive research grants 3 @ $1 000 mid-career faculty – 3 @ $1 500 monographs 3 @ $1 500 x 2 PhD grants – 3 @ $1 500 Post doc grants 3 @ $1 500
Advisory Board Stipends	$35 000	14 @ $2 500	$50 000	20 @ $2 500
Total Proposed New Programs	**$254,070**		**$2,435,500**	**To be funded through new money**
Personnel				
Salaries	$299 200	Program Director from Oct 1 Consultant from Aug Nov /Program Officer from Dec 1 Office Manager from Jan 1, Executive Director from Feb 1	$505 000	Program Director Program Officer Office Manager Executive Director
Benefits	$80 000	4 employees for 6 months	$151 500	4 employees for 12 months
Human Resources Fees	$2 400	$46 per employee per pay period (MK @ $736, MW @ $644 KM @ $552 Exec Dir @ $460)	$4 500	HRI, $46 per employee, per pay period @ 4 employees
Total Personnel	**$381,600**		**$661,000**	
General and Administrative				
Rent	$29 000	1135 Square Feet @ $51/Sq Ft	$58 000	1135 Square Feet @ $51/Sq Ft
General Operating Expenses	$50 000		$100 000	
Institute Launch	$10 000		$0	
Business Insurance	$2 500	annual premiums for commercial property commercial general liability commercial auto professional liability non profit umbrella D&O liability and employment practices @ $4 671	$7 000	projected annual premiums for commercial property commercial general liability commercial auto professional liability non profit umbrella D&O liability and employment practices
Accounting				
Fundraising	$25 000		$50 000	
Travel	$20 000 00	AJS conference in Chicago @ $1675 Annual Israeli Presidential Conference/AIS conference @ $8 000 AIS @ $2 000	$50 000	AJS AIS President s Conference
Start up Expenses	$202 500	Laptops/software @ $9 600 legal wo k @ $45 188 Executive Director search @ $70 544, NeutrinoNet tech support @ $1 969, Beth Singer graphic logo @ $5 595 bios handout @ $2 050 web concept develop bus cards/letterhead brochure @ $11 324 Beth Singer remaining website design @$25 000 Mozy Prc @ $374/yr Gifts Online @ $10 134/yr Gifts implementation @ $5 250 Gifts Online IGAM online apps @ $4 000 New Signature email migration @ $1 400 [illegible]	$0	
Total General and Administrative	**$339,000**		**$265,000**	
TOTAL BUDGET	**$1,120,170**	[illegible]	**$4,299,500**	[illegible]

***** Original Approved Budget June 2012 December 2013 totaled $6 420 000**

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

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

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

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions		
	Name of exempt organization or other filer, see instructions Charles and Lynn Schusterman Family Foundation	Employer identification number (EIN) or 73-1312965
	Number, street, and room or suite no. If a P.O. box, see instructions. 110 West 7th Street, Suite 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Tulsa, OK 74119	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ The Foundation 110 West 7th Street, Suite 2000 - Tulsa, OK 74119
  Telephone No. ▶ 918-879-9644 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization s four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Taxpayer, hereby, respectfully requests additional time to obtain the information necessary to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 682,513.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 682,513.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Jennifer Peterson Title ▶ CPA Date ▶ 5/29/13

Form 8868 (Rev. 1-2013)

223842
01-21-13