See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490
Form 990-T
Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

For calendar year 2010 or other tax year beginning

A Check box if address changed
Name of organization (Check box if name changed and see instructions.)
Charles and Lynn Schusterman
Family Foundation

B Exempt under section
Print or Type
Number, street, and room or suite no. If a P.O. box, see instructions.
Two West Second Street, 20th Floor
City or town, state, and ZIP code
Tulsa, OK 74103-3123

C Book value of all assets at end of year
63,847,622.

D Employer identification number (Employees' trust, see instructions)
73-1312965

E Unrelated business activity codes (See instructions)
529(a)

F Group exemption number (See instructions)

G Check organization type

H Investments in Partnerships

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?

J The books are in care of
Schusterman Interests
Telephone number 918/591-1044

Part I Unrelated Trade or Business Income

<table>
<thead>
<tr>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Gross receipts or sales</td>
<td>1c</td>
<td>1c</td>
</tr>
<tr>
<td>2 Cost of goods sold (Schedule A, line 7)</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>3 Gross profit. Subtract line 2 from line 1c</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>4a Capital gain net income (attach Schedule D)</td>
<td>4a</td>
<td>4a</td>
</tr>
<tr>
<td>4b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)</td>
<td>4b</td>
<td>4b</td>
</tr>
<tr>
<td>4c Capital loss deduction for trusts</td>
<td>4c</td>
<td>4c</td>
</tr>
<tr>
<td>5 Income (loss) from partnerships and S corporations (attach statement)</td>
<td>5</td>
<td>117,946. Stmt 8 117,946.</td>
</tr>
<tr>
<td>6 Rent income (Schedule C)</td>
<td>6</td>
<td>6</td>
</tr>
<tr>
<td>7 Unrelated debt-financed income (Schedule E)</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)</td>
<td>8</td>
<td>8</td>
</tr>
<tr>
<td>9 Investment income of a section 501(c)(7), 9, or 17 organization (Schedule G)</td>
<td>9</td>
<td>9</td>
</tr>
<tr>
<td>10 Exploited exempt activity income (Schedule I)</td>
<td>10</td>
<td>10</td>
</tr>
<tr>
<td>11 Advertising income (Schedule J)</td>
<td>11</td>
<td>11</td>
</tr>
<tr>
<td>12 Other income (See instructions; attach schedule.)</td>
<td>12</td>
<td>12</td>
</tr>
<tr>
<td>13 Total. Combine lines 3 through 12</td>
<td>13</td>
<td>117,946.</td>
</tr>
</tbody>
</table>

Part II Deductions Not Taken Elsewhere
(See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

<table>
<thead>
<tr>
<th>(A)</th>
<th>(B)</th>
<th>(C)</th>
</tr>
</thead>
<tbody>
<tr>
<td>14 Compensation of officers, directors, and trustees (Schedule K)</td>
<td>14</td>
<td>14</td>
</tr>
<tr>
<td>15 Salaries and wages</td>
<td>15</td>
<td>15</td>
</tr>
<tr>
<td>16 Repairs and maintenance</td>
<td>16</td>
<td>16</td>
</tr>
<tr>
<td>17 Bad debts</td>
<td>17</td>
<td>17</td>
</tr>
<tr>
<td>18 Interest (attach schedule)</td>
<td>18</td>
<td>18</td>
</tr>
<tr>
<td>19 Taxes and licenses</td>
<td>19</td>
<td>19</td>
</tr>
<tr>
<td>20 Charitable contributions (See instructions for limitation rules.)</td>
<td>20</td>
<td>20</td>
</tr>
<tr>
<td>21 Depreciation (attach Form 4562)</td>
<td>22a</td>
<td>22b</td>
</tr>
<tr>
<td>22 Less depreciation claimed on Schedule A and elsewhere on return</td>
<td>22</td>
<td>22</td>
</tr>
<tr>
<td>23 Depletion</td>
<td>23</td>
<td>23</td>
</tr>
<tr>
<td>24 Contributions to deferred compensation plans</td>
<td>24</td>
<td>24</td>
</tr>
<tr>
<td>25 Employee benefit programs</td>
<td>25</td>
<td>25</td>
</tr>
<tr>
<td>26 Excess exempt expenses (Schedule I)</td>
<td>26</td>
<td>26</td>
</tr>
<tr>
<td>27 Excess readership costs (Schedule J)</td>
<td>27</td>
<td>27</td>
</tr>
<tr>
<td>28 Other deductions (attach schedule)</td>
<td>28</td>
<td>28</td>
</tr>
<tr>
<td>29 Total deductions. Add lines 14 through 28</td>
<td>29</td>
<td>0</td>
</tr>
<tr>
<td>30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13</td>
<td>30</td>
<td>117,946.</td>
</tr>
<tr>
<td>31 Net operating loss deduction (limited to the amount on line 30)</td>
<td>31</td>
<td>117,946.</td>
</tr>
<tr>
<td>32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30</td>
<td>32</td>
<td>0.</td>
</tr>
<tr>
<td>33 Specific deduction (Generally $1,000, but see instructions for exceptions.)</td>
<td>33</td>
<td>1,000.</td>
</tr>
<tr>
<td>34 Unrelated business taxable income, Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32</td>
<td>34</td>
<td>0.</td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see instructions.

Form 990-T (2010) 2010

23
Part III | Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
   Controlled group members (sections 1561 and 1563) check here □ See instructions and:
   a) Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order):
      (1) $ □ (2) $ □ (3) $ □
   b) Enter organization's share of: (1) Additional 5% tax (not more than $11,750) □ (2) Additional 3% tax (not more than $100,000) □
   c) Income tax on the amount on line 34 □

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
   □ Tax rate schedule or □ Schedule D (Form 1041)

37 Proxy tax. See instructions □

38 Alternative minimum tax □

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies □

Part IV | Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) □
   □ Other credits (see instructions) □
   □ General business credit. Attach Form 3800 □
   □ Credit for prior year minimum tax (attach Form 8801 or 8827) □
   □ Total credits. Add lines 40a through 40d

41 Subtract line 40e from line 39 □

42 Other taxes. Check if from □ Form 4255 □ Form 8611 □ Form 8697 □ Form 8866 □ Other (attach schedule) □

43 Total tax. Add lines 41 and 42 □

44 Payments: A 2009 overpayment credited to 2010 □
   □ 2010 estimated tax payments □
   □ Tax deposited with Form 8868 □
   □ Foreign organizations: Tax paid or withheld at source (see instructions) □
   □ Backup withholding (see instructions) □
   □ Credit for small employer health insurance premiums (Attach Form 8941) □
   □ Other credits and payments: □ Form 2439 □ Form 4136 □ Other □

45 Total payments. Add lines 44a through 44g □

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached □

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed □
   If YES, see instructions for other forms the organization may have to file
   □ Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid □

49 Enter the amount of line 48 you want: Credited to 2011 estimated tax □
   □ Refunded □

Part V | Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2010 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here □
   Israel □

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?
   If YES, see instructions for other forms the organization may have to file
   □

3 Enter the amount of tax-exempt interest received or accrued during the tax year □
   $

Schedule A - Cost of Goods Sold. Enter method of inventory valuation □
   N/A □

1 Inventory at beginning of year □
   $ □

2 Purchases □
   $ □

3 Cost of labor □
   $ □

4a Additional section 263A costs □
   $ □

4b Other costs (attach schedule) □
   $ □

5 Total. Add lines 1 through 4b □
   $ □

6 Cost of goods sold. Subtract line 6 □
   $ □

7 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? □

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

Signature of preparer □

Print/Type preparer's name □

Preparer's signature □

Date □

Check □ if self-employed □

PTIN □

Print/Type preparer's name □

Preparer's signature □

Date □

Check □ if self-employed □

PTIN □

Phone no. □

Form 990-T (2010) 24
Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

   (1)
   (2)
   (3)
   (4)

2. Rent received or accrued

   (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)
   (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)
   (c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)

3. Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)

   (a)
   (b)

Total

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property

   (1)
   (2)
   (3)
   (4)

2. Gross income from or allocable to debt-financed property

   (a) Straight line depreciation (attach schedule)
   (b) Other deductions (attach schedule)

   (1)
   (2)
   (3)
   (4)

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)

5. Average adjusted basis of or allocable to debt-financed property (attach schedule)

6. Column 4 divided by column 5

7. Gross income reportable (column 2 x column 6)

8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization

   (1)
   (2)
   (3)
   (4)

2. Employer identification number

3. Net unrelated income (loss) (see instructions)

4. Total of specified payments made

5. Part of column 4 that is included in the controlling organization's gross income

6. Deductions directly connected with income in column 5

7. Taxable income

8. Net unrelated income (loss) (see instructions)

9. Total of specified payments made

10. Part of column 9 that is included in the controlling organization's gross income

11. Deductions directly connected with income in column 10

Nonexempt Controlled Organizations

7. Taxable income

8. Net unrelated income (loss) (see instructions)

9. Total of specified payments made

10. Part of column 9 that is included in the controlling organization's gross income

11. Deductions directly connected with income in column 10

Add columns 5 and 10

Enter here and on page 1, Part I, line 8, column (A)

Add columns 6 and 11

Enter here and on page 1, Part I, line 8, column (B)
### Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td>(1)</td>
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<td>(3)</td>
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<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td>Enter here and on page 1, Part I, line 9, column (A)</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>0</strong></td>
<td></td>
<td></td>
<td>Enter here and on page 1, Part I, line 9, column (B)</td>
</tr>
</tbody>
</table>

### Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

<table>
<thead>
<tr>
<th>1. Description of exploited activity</th>
<th>2. Gross unrelated business income from trade or business</th>
<th>3. Expenses directly connected with production of unrelated business income</th>
<th>4. Net income (loss) from unrelated trade or business (column 2 minus column 3), if a gain, compute cols 5 through 7</th>
<th>5. Gross income from activity that is not unrelated business income</th>
<th>6. Expenses attributable to column 5</th>
<th>7. Excess exempt expenses (column 8 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
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<td>(3)</td>
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<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Enter here and on page 1, Part I, line 10, col (A)</td>
<td>Enter here and on page 1, Part I, line 10, col (B)</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

### Schedule J - Advertising Income (see instructions)

#### Part I Income From Periodicals Reported on a Consolidated Basis

<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>(1)</td>
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<tr>
<td>(4)</td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

#### Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
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<td>(3)</td>
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<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>Totals from Part I</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
</tr>
<tr>
<td><strong>Totals, Part II (lines 1-5)</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

### Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

<table>
<thead>
<tr>
<th>1. Name</th>
<th>2. Title</th>
<th>3. Percent of time devoted to business</th>
<th>4. Compensation attributable to unrelated business</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

Form 990-T (2010)
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Och-Ziff Real Estate TE Fund LP</td>
<td>162,600.</td>
</tr>
<tr>
<td>Frontpoint Onshore</td>
<td>&lt;4,444.&gt;</td>
</tr>
<tr>
<td>Total to Form 990-T, Page 1, line 5</td>
<td>117,946.</td>
</tr>
</tbody>
</table>
STATEMENT 9:

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, 2010
FEIN 73-1312865
Statement #10

Payee Name | Payee Address | Purpose | 2010 SSI -e Status |
--- | --- | --- | --- |
Phbrook Museum of Art | 2272 S Boulevard Road, Tulsa, OK 74114 | General Support | 22,000 SSI(e) |
PenFed | 214 Sullivan Street Suite 2A New York NY 10017 | General Support | 116,250 SSI(e) |
Project Interchange | 50 American Jewish Commitee 1165 15th Street NW Ste 1201, Washington DC 20005 | Programmatic | 25,118 SSI(e) |
Reed Center Volunteer Program of Tulsa | 5750 East 31st Street Tulsa OK 74135 | General Support | 2,702,000 SSI(e) |
San Francisco State University - Haiti | 33 Rancho Dr San Francisco CA 94112-2645 | General Support | 550 SSI(e) |
Schusterman Foundation - Israel | 7 Derech Bet Lechem St, Baka Jermualem 93553, Israel | General Support | 1,500 SSI(e) |
Shawnee Miller Museum of Jewish Art | 2021 East 7th Street Tulsa OK 74130 | Programmatic | 4,678,196 SSI(e) equivalent |
Synagogue Transformation and Renewal | 1660 Highway 100 S Ste 344, St Louis Park MN 55446 | General Support | 25,360 SSI(e) |
Teach For All Inc | 315 West 25th Street New York NY 10018 | General Support | 9,100 SSI(e) |
Teach For America | 315 West 25th Street 7th Floor New York NY 10018 | General Support | 120,000 SSI(e) |
Temple Israel Foundation inc | 2004 E 22nd Place Tulsa OK 74114-2332 | General Support | 393,750 SSI(e) |
The Circle Cinema Foundation | PO Box 905750 Tulsa, OK 74150 | General Support | 4,116 SSI(e) |
The Jewish Museum | 1650 West 31th Street Tulsa OK 74103 | Capital | 25,000 SSI(e) |
Thomas Gilcrease Museum | 1600 Gilcrease Museum Road Tulsa OK 74127 | General Support | 618 SSI(e) |
Town and Country School | 615 East 19th Street Tulsa OK 74114 | General Support | 22,000 SSI(e) |
Tulsa Children’s Museum | PO Box 761820 Tulsa OK 74170-1620 | General Support | 16,000 SSI(e) |
Tulsa City-County Library Trust | 400 2nd Street Tulsa OK 74103 | General Support | 10,000 SSI(e) |
Tulsa Community College Foundation | 6111 E 61st Street Tulsa OK 74115-8198 | General Support | 18,000 SSI(e) |
Tulsa Community Foundation | 7030 South Yale Avenue, Suite 800 Tulsa OK 74136-5749 | General Support | 26,700 SSI(e) |
Tulsa Day Center for the Homeless | 415 West Archer Tulsa OK 74103 | Capital | 193,743 SSI(e) |
Tulsa Garden Center Inc | 2435 South Peoria Avenue Tulsa OK 74114 | Programmatic | 133,501 SSI(e) |
Tulsa Girls Art School Projects inc | 2002 E Admiral Blvd Tulsa OK 74110 | General Support | 26,000 SSI(e) |
Tulsa Global Alliance | 600 S Tucker Tulsa OK 74104-3125 | Programmatic | 17,000 SSI(e) |
Tulsa Historical Society | 2445 South Peoria Avenue Tulsa OK 74114 | General Support | 20,000 SSI(e) |
Tulsa Opera | 1510 South Boulder Avenue Tulsa OK 74119-4479 | General Support | 5,000 SSI(e) |
Tulsa Symphony Orchestra | 111 E First St Tulsa OK 74103 | General Support | 20,000 SSI(e) |
Tulsa Technology Center Education Foundation | 121 E Kiowa St #334 Broken Arrow OK 74012 | General Support | 18,000 SSI(e) |
United States Holocaust Memorial Museum | 100 Raoul Wallenberg Place NW Washington DC 20024-2120 | General Support | 10,000 SSI(e) |
University of North Texas Foundation | PO Box 310650 Denton TX 76203-0650 | General Support | 1,600 SSI(e) |
University of Oklahoma Foundation Inc | 100 Towercrest Road Norman OK 73072 | General Support | 14,000 SSI(e) |
Visiting Nurse Association of Tulsa | 7975 E 51st Street Ste K-3 Tulsa OK 74145 | General Support | 2,296 SSI(e) |
Washington Center at Columbia Jewish Community Center Inc | 1326 19th Street NW Washington DC 20036 | General Support | 118 SSI(e) |
Washington Institute for Near East Policy | 1828 L Street, NW Suite 1050 Washington DC 20036 | Programmatic | 22,000 SSI(e) |
Youth Services of Tulsa Inc | 311 South Macczone Tulsa OK 74120 | General Support | 141,800 SSI(e) |

Total CLSPF 2010 Yearly Charitable Contributions $3,727,715
**CHARLES AND LYNN SCHUSTERMAN FAMILY FOUNDATION**
**TAX I.D. 73-1312866; FORM 990-T**
**TAX RETURN SCHEDULE-TAX YEAR ENDED 12/31/10**

**STATEMENT 11:**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Operating Loss Generated in 2009</td>
<td>(174,003)</td>
</tr>
<tr>
<td>Net Operating Loss Carryover Applied to 2010</td>
<td>117,946</td>
</tr>
<tr>
<td>Net Operating Loss Carryover to 2011</td>
<td>(56,057)</td>
</tr>
</tbody>
</table>
CHARLES AND LYNN SCHUSTERMAN FAMILY FOUNDATION  
TAX I.D. 73-1312965; FORM 990-PF  
PERSONS BECOMING SUBSTANTIAL CONTRIBUTORS DURING 2010  
TAX YEAR ENDED 12/31/10

<table>
<thead>
<tr>
<th>Statement 12:</th>
<th>2010 Contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>LSIT (Delaware) Management LLC</td>
<td>4,500,000</td>
</tr>
</tbody>
</table>
| Two West Second Street, 20th Floor  
Tulsa, Oklahoma 74103 |
Grant Report of the Schusterman Foundation – Israel
A registered Amutah

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 Four Million Six Hundred Seventy-eight Thousand One Hundred Five and 84/100 ($4,678,105.84) US Dollars received by Grantee during calendar year 2010 (the "Grant"):

1. 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;

2. The Grantee has made distributions, prior to the close of its most recent fiscal year, totaling Four Million One Hundred Thirty-two Thousand Four Hundred Forty-five and 84/100 ($4,132,445.84) US Dollars which amount is Five Hundred Forty-five Thousand Six Hundred Sixty ($545,660.00) US Dollars less than the sum of:

   (a) the total amount of the Grant and any other amounts received from all other U.S. private foundations during the taxable year in which the Grant was made; 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.

The terms of the Grant allow for distribution of any carry over funds by no later than the close of the first taxable year after the taxable year in which the grant was made.

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;

   (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

   (c) to make a grant to any individual for travel, study or other similar purposes, or to make a grant to any organization.
I declare that the foregoing and any supporting documents are true and correct to the best of my knowledge.

SCHUSTERMAN FOUNDATION - ISRAEL

[Signature]

By: David Gappell  
Title: Managing Director
<table>
<thead>
<tr>
<th>Grantee Name</th>
<th>Payment Amount</th>
<th>Support Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>American Jewish Joint Distribution Committee</td>
<td>$21,250.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Amutat Gvanim</td>
<td>$530,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Amutat Lasova</td>
<td>$103,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Ayalim Association</td>
<td>$50,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Havatzelet Humanitarian Organization</td>
<td>$10,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Israel National Council for the Child</td>
<td>$50,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Jerusalem Season of Culture (JSoc)</td>
<td>$600,000.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>Lev Ha'ir Community Association</td>
<td>$15,000.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>Morton H. Meyerson Family Foundation</td>
<td>$25,000.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>New Spirit - Students for Jerusalem</td>
<td>$10,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>Schusterman Foundation - Israel</td>
<td>$35,929.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>Schusterman Foundation - Israel</td>
<td>$603,500.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>The Haruv Institute</td>
<td>$1,389,098.00</td>
<td>General Operating Support</td>
</tr>
<tr>
<td>The Jerusalem Chamber Music Festival</td>
<td>$5,000.00</td>
<td>Project/Program Support</td>
</tr>
<tr>
<td>The Maabada</td>
<td>$65,000.00</td>
<td>Project/Program Support</td>
</tr>
</tbody>
</table>

Grand Total: $53,512,777.00
Form 8868 (Rev. 1-2011)

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

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).

Name of exempt organization
Charles and Lynn Schusterman
Family Foundation

Employer identification number
73-1312965

Number, street, and room or suite no. If a P.O. box, see instructions.
Two West Second Street, 20th Floor

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
Tulsa, OK  74103-3123

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

Application Is For

<table>
<thead>
<tr>
<th>Return Code</th>
<th>Application Is For</th>
<th>Return Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990</td>
<td>01</td>
<td>Form 1041-A</td>
</tr>
<tr>
<td>Form 990-BL</td>
<td>02</td>
<td>Form 4720</td>
</tr>
<tr>
<td>Form 990-EZ</td>
<td>03</td>
<td>Form 5227</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
<td>Form 5227</td>
</tr>
<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
<td>Form 6069</td>
</tr>
<tr>
<td>Form 990-T (trust other than above)</td>
<td>06</td>
<td>Form 8870</td>
</tr>
</tbody>
</table>

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

Schusterman Interests

Telephone No. 918/591-1090

If the organization does not have an office or place of business in the United States, check this box □

If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) □. If this is for the whole group, check this box □. If it is for part of the group, check this box □ and attach a list with the names and EINs of all members the extension is for.

I request an additional 3-month extension of time until November 15, 2011.

For calendar year 2010, or other tax year beginning □ and ending □, I state that the organization is in good standing and that all required returns have been filed.

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

State in detail why you need the extension

Taxpayer hereby respectfully requests additional time 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.

8b 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.

8c 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.

Signature and Verification

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

Signature □ Title □ CPA Date □

Form 8868 (Rev. 1-2011)