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

2008

For calendar year 2008, or tax year beginning 10/01 , 2008, and ending 09/30 , 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite: 51 WEST 52ND STREET

City or town, state, and ZIP code: NEW YORK, NY 10019

A Employer identification number 13-3099901

B Telephone number (see page 10 of the instructions) (212) 403-1000

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,840,088.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	309.	309.		
4	Dividends and interest from securities	49,931.	49,931.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	164,284.			
b	Gross sales price for all assets on line 6a 5,749,908.				
7	Capital gain net income (from Part IV, line 2)		164,284.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	214,524.	214,524.		
13	Compensation of officers, directors, trustees, etc	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 1	11,898.	11,898.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	5,386.	388.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 3	867.	2.		865.
24	**Total operating and administrative expenses.** Add lines 13 through 23	18,151.	12,288.		865.
25	Contributions, gifts, grants paid	2,853,500.			2,853,500.
26	**Total expenses and disbursements** Add lines 24 and 25	2,871,651.	12,288.		2,854,365.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-2,657,127.			
b	**Net investment income** (if negative, enter -0-)		202,236.		
c	**Adjusted net income** (if negative, enter -0-)			-0-	

Revenue (lines 1–12); Operating and Administrative Expenses (lines 13–26)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	4,425.	976.	976.
	2	Savings and temporary cash investments	207,759.	79,038.	79,038.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)**	7,400,628.	9,118,319.	9,118,319.
	b	Investments - corporate stock (attach schedule) STMT 5	1,033,222.	1,078,926.	1,078,926.
	c	Investments - corporate bonds (attach schedule) STMT 6	597,660.	109,958.	109,958.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	5,079,568.	452,871.	452,871.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,323,262.	10,840,088.	10,840,088.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	14,323,262.	10,840,088.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,323,262.	10,840,088.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,323,262.	10,840,088.	

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	14,323,262.
2	Enter amount from Part I, line 27a	2	-2,657,127.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	114.
4	Add lines 1, 2, and 3	4	11,666,249.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	826,161.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,840,088.

**STMT 4

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	164,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	2,305,865.	14,272,846.	0.161556
2006	3,832,230.	11,007,072.	0.348161
2005	2,920,750.	12,342,292.	0.236646
2004	3,257,626.	9,892,320.	0.329309
2003	4,185,555.	9,675,894.	0.432576

2 Total of line 1, column (d)	2	1.508248
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.301650
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	10,968,459.
5 Multiply line 4 by line 3	5	3,308,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,022.
7 Add lines 5 and 6	7	3,310,658.
8 Enter qualifying distributions from Part XII, line 4	8	2,854,365.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _________ (attach copy of ruling 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	4,045.
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	
3	Add lines 1 and 2	3	4,045.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,045.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 4,400.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,400.
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	355.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 355. Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
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	N/A	
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 page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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)*

		Line	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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WACHTELL, LIPTON, ROSEN & KATZ Telephone no ▶ 212-403-1000

Located at ▶ 51 WEST 52ND ST. NEW YORK, NY ZIP + 4 ▶ 10019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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.

			Line	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 page 20 of the instructions)?		1b	N/A	
	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b	N/A	
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 2008 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 2008)*		3b	N/A	
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 2008?		4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If you answered "Yes" to 6b, also 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?	7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,557,967.
b	Average of monthly cash balances	1b	577,524.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,135,491.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,135,491.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	167,032.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,968,459.
6	**Minimum investment return.** Enter 5% of line 5	6	548,423.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	548,423.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,045.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,045.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	544,378.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	544,378.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	544,378.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,854,365.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,854,365.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,854,365.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				544,378.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			NONE	
b	Total for prior years 20 06 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2008				
a	From 2003 3,708,150.				
b	From 2004 3,259,350.				
c	From 2005 2,920,750.				
d	From 2006 3,835,777.				
e	From 2007 2,305,865.				
f	**Total** of lines 3a through e	16,029,892.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 2,854,365.				
a	Applied to 2007, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	2,854,365.	STMT 11		
d	Applied to 2008 distributable amount				
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	544,378.			544,378.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,339,879.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	3,163,772.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	15,176,107.			
10	Analysis of line 9				
a	Excess from 2004 3,259,350.				
b	Excess from 2005 2,920,750.				
c	Excess from 2006 3,835,777.				
d	Excess from 2007 2,305,865.				
e	Excess from 2008 2,854,365.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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 (a) 2008	Prior 3 years (b) 2007	(c) 2006	(d) 2005	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient 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 12				
Total . . . . ▶ **3a**				2,853,500.
b *Approved for future payment*				
NONE				NONE
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	309.	
4 Dividends and interest from securities			14	49,931.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	164,284.	
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)				214,524.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 214,524.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	NOT APPLICABLE

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		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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 8/9/10 — Title Vice President

Paid Preparer's Use Only

Preparer's signature	Date 8-6-10	Check if self-employed ☐ — Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	ERNST & YOUNG U.S. LLP 5 TIMES SQUARE NEW YORK, NY 10036	EIN ▶ 34-6565596 Phone no 212-773-3000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITES					VAR	VAR
5,749,908.		5,585,624.					164,284.	
TOTAL GAIN(LOSS)							164,284.	

JSA
8E1730 1 000

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODY FEES	11,898.	11,898.
TOTALS	11,898.	11,898.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX		4,998.	
FOREIGN TAX		388.	388.
	TOTALS	5,386.	388.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	865.		865.
BANK SERVICE CHARGES	2.	2.	
TOTALS	867.	2.	865.

WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION 13-3099901

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. TREASURY BILLS	9,118,319.	9,118,319.
US OBLIGATIONS TOTAL	9,118,319.	9,118,319.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1,500 SHS ACCENTURE LTD	55,905.	55,905.
900 SHS AMGEN INC	54,207.	54,207.
27 SHS BERKSHIRE HATHAWAY INC	89,721.	89,721.
2700 SHS BROOKFIELD ASSET MGMT	61,317.	61,317.
1,900 SHS COACH INC	62,546.	62,546.
1,100 SHS ENSCO INTL INC	46,794.	46,794.
1,900 SHS LOWES COS INC	39,786.	39,786.
2,200 SHS MICROSOFT CORP	56,958.	56,958.
1,200 SHS MOODYS CORP COM	24,552.	24,552.
1,100 SHS NYSE EURONEXT COM	31,779.	31,779.
1,100 SHS NOVARTIS AG	55,418.	55,418.
1,200 SHS NUCOR CORP	56,412.	56,412.
1,300 SHS OMNICOM GROUP INC	59,104.	59,104.
1,800 SHS RECKILL BENCKISOR	88,021.	88,021.
2,200 SHS ROBERT HALF INTL INC	55,044.	55,044.
800SHS TEVA PHARMACEUTICAL IND	40,448.	40,448.
1,600 SHS UNITEDHEALTH GROUP	40,064.	40,064.
1,600 SHS VIACOM INC	44,864.	44,864.
1,700 SHS WILLIS GROUP HLDGS	47,974.	47,974.
1,400 SHS WYETH GROUP LTD.	68,012.	68,012.
TOTALS	1,078,926.	1,078,926.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LN 2/11/2010	109,958.	109,958.
TOTALS	109,958.	109,958.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
- BLACKROCK MULTI-MANAGER PARTNERS (OFFSHORE) LTD, CLASS A	452,871.	452,871.
TOTALS	452,871.	452,871.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR YEAR ADJUSTMENT		114.
	TOTAL	114.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	826,161.
TOTAL	826,161.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTIN LIPTON 51 WEST 52ND STREET NEW YORK, NY 10019	PRESIDENT/DIRECTOR 1.	NONE	NONE	NONE
HERBERT M. WACHTELL 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRES/SECRETARY/DIRECTOR 1.	NONE	NONE	NONE
RICHARD D. KATCHER 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/DIRECTOR 1.	NONE	NONE	NONE
CONSTANCE MONTE 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/TREASURER 1.	NONE	NONE	NONE
EDWARD D. HERLIHY 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/DIRECTOR 1.	NONE	NONE	NONE
DANIEL A. NEFF 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/DIRECTOR 1.	NONE	NONE	NONE
JODI D. SCHWARTZ 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	N/A 509(A)170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000.
BELLEVUE LITERARY PRESS 550 FIRST AVENUE, OBV A640 NEW YORK, NY 10016	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	25,000.
NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM ONE LIBERTY PLAZA, 20TH FLOOR NEW YORK, NY 10006	N/A 509(A)170(B)(1)(A)(VI)	GENERAL SUPPORT	250,000.
PREP FOR PREP 328 WEST 71ST NEW YORK, NY 10023	N/A 509(A)170(B)(1)(A)(VI)	GENERAL SUPPORT	300,000.
NEW YORK UNIVERSITY LAW SCHOOL 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	25,000.
THE BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	50,000.
NYU MEDICAL CENTER 550 FIRST AVENUE NEW YORK, NY 10016	N/A 509(A)170(B)(1)(A)(III	GENERAL SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HEARING INSTITUTE 380 2ND AVENUE NEW YORK, NY 10010	N/A 509(A)170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000
IJA - NYU 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	15,000.
MFY LEGAL SERVICES 299 BROADWAY NEW YORK, NY 10007	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	75,000.
MOUNT SINAI - NYU MEDICAL CENTER ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK, NY 10029	N/A 509(A)170(B)(1)(A)(III	GENERAL SUPPORT	50,000.
MOUNT SINAI PRESIDENT'S FUND ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK, NY 10029	N/A 509(A)170(B)(1)(A)(III	GENERAL SUPPORT	10,000.
TEMPLE EMANU-EL NURSERY SCHOOL ONE EAST 65TH STREET NEW YORK, NY 10021	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	50,000.
NEW YORK UNIVERSITY 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	1,000,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NYU LANGONE MEDICAL CENTER 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	N/A 509(A)170(B)(1)(A)(III	GENERAL SUPPORT	200,000.
TRINITY SCHOOL 139 WEST 91ST STREET NEW YORK, NY 10024	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	30,000.
UJA FEDERATION OF NEW YORK 130 EAST 29TH STREET NEW YORK, NY 10016	N/A 509(A)170(B)(1)(A)(IV)	GENERAL SUPPORT	250,000
UNIVERSITY AT BUFFALO LAW SCHOOL JOHN LORD O'BRIAN HALL BUFFALO, NY 14260	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.
UNIVERSITY OF CHICAGO SCHOOL OF LAW 5801 S ELLIS AVE CHICAGO, IL 60637	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	35,000.
DUKE UNIVERSITY SCHOOL OF LAW SCIENCE DRIVE AND TOWERVIEW ROAD DURHAM, NC 27708	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000
GEORGETOWN UNIVERSITY SCHOOL OF LAW 600 NEW JERSEY AVENUE, NW WASHINGTON, DC 20001	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGE WASHINGTON UNIVERSITY SCHOOL OF LAW 2000 H STREET, NW WASHINGTON, DC 20052	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	15,000.
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVENUE, POUND 300 CAMBRIDGE, MA 02138	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	100,000.
OHIO UNIVERSITY - MICHAEL E. MORITZ SCHOOL OF LAW 55 WEST 12TH AVENUE COLUMBUS, OH 43210	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF LAW 3400 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	30,000.
RUTGERS LAW SCHOOL 123 WASHINGTON STREET NEWARK, NJ 07102	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.
STANFORD UNIVERSITY LAW SCHOOL 559 NATHAN ABBOTT WAY STANFORD, CA 94305	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	20,000.
THE AMERICAN LAW INSTITUTE 4025 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORDHAM LAW SCHOOL 140 WEST 62ND STREET NEW YORK, NY 10023	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	20,000.
YALE LAW SCHOOL 127 WALL STREET NEW HAVEN, CT 06511	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	38,500.
PARTNERSHIP WITH CHILDREN 299 BROADWAY, SUITE 1300 NEW YORK, NY 10007	N/A 509(A)170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000.
HARVARD LAW SCHOOL FUND 1563 MASSACHUSETTS AVENUE, POUND 300 CAMBRIDGE, MA 02138	N/A 509(A)170(B)(1)(A)(II)	GENERAL SUPPORT	25,000.
TEMPLE EMANU-EL ONE EAST 65TH STREET NEW YORK, NY 10021	N/A 509(A)170(B)(1)(A)(I)	GENERAL SUPPORT	50,000.
NEW YORK UNIVERSITY SCHOOL OF MEDICINE 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	N/A 509(A)170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
		TOTAL CONTRIBUTIONS PAID	2,853,500.