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

2009

For calendar year 2009, or tax year beginning 10/01 **, 2009, and ending** 09/30, 2010

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] 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): 51 WEST 52ND STREET

Room/suite:

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) ▶ $ 9,555,476.

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,000,000.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	31.	31.		
	4 Dividends and interest from securities	35,242.	35,242.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-18,479.			
	b Gross sales price for all assets on line 6a 772,954.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	78.			ATCH 1
	12 **Total.** Add lines 1 through 11	2,016,872.	35,273.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	604.	604.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	14,077.	13,202.		875.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,681.	13,806.		875.
	25 Contributions, gifts, grants paid	3,430,400.			3,430,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,445,081.	13,806.		3,431,275.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,428,209.			
	b **Net investment income** (if negative, enter -0-)		21,467.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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	976.	978.	978.
	2 Savings and temporary cash investments	79,038.	91,589.	91,589.
	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 16 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			
	10a Investments - U S and state government obligations (attach schedule) **	9,118,319.	8,194,130.	8,194,130.
	b Investments - corporate stock (attach schedule) ATCH 5	1,078,926.	1,268,779.	1,268,779.
	c Investments - corporate bonds (attach schedule)	109,958.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	452,871.	0.	0.
	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)	10,840,088.	9,555,476.	9,555,476.
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	10,840,088.	9,555,476.	
	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)	10,840,088.	9,555,476.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,840,088.	9,555,476.	

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	10,840,088.
2	Enter amount from Part I, line 27a	2	-1,428,209.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3	143,597.
4	Add lines 1, 2, and 3	4	9,555,476.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,555,476.

**ATCH 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	-18,479.
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))
2008	2,854,365.	10,968,459.	0.260234
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

2	**Total** of line 1, column (d)	2	1.335906
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	0.267181
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,578,082.
5	Multiply line 4 by line 3	5	2,559,082.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	215.
7	Add lines 5 and 6	7	2,559,297.
8	Enter qualifying distributions from Part XII, line 4	8	3,431,275.

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 or determination 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 ▶ [X] and enter 1% of Part I, line 27b	1	215.
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	215.
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	215.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 355.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	355.
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	140.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 140. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ 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* ATCH 7	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		
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 2009 or the taxable year beginning in 2009 (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)(13)? 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 ▶ ☐
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 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 2009 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 2009)*	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 2009?	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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 ▶ [X]			
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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b	No: X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	No: 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
ATTACHMENT 8		0.	0.	0.

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		0.	0.	0.

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		0.

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	8,514,523.
b	Average of monthly cash balances	1b	1,209,418.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	9,723,941.
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	0.
3	Subtract line 2 from line 1d	3	9,723,941.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	145,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,578,082.
6	**Minimum investment return.** Enter 5% of line 5	6	478,904.

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	478,904.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	215.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	215.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	478,689.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	478,689.
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	478,689.

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	3,431,275.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,431,275.
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	215.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,431,060.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					478,689.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years. 20 07 ,20 06 ,20 05			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	3,259,350.				
b From 2005	2,920,750.				
c From 2006	3,835,777.				
d From 2007	2,305,865.				
e From 2008	2,854,365.				
f **Total** of lines 3a through e		15,176,107.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 3,431,275.					
a Applied to 2008, but not more than line 2a				0.	
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)		0.			
d Applied to 2009 distributable amount					478,689.
e Remaining amount distributed out of corpus		2,952,586.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		18,128,693.			
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		3,259,350.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		14,869,343.			
10 Analysis of line 9					
a Excess from 2005	2,920,750.				
b Excess from 2006	3,835,777.				
c Excess from 2007	2,305,865.				
d Excess from 2008	2,854,365.				
e Excess from 2009	2,952,586.				

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 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 28 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				
ATTACHMENT 9				
Total ▶ 3a				3,430,400.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	31.	
4 Dividends and interest from securities			14	35,242.	
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	-18,479.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			01	78.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				16,872.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 16,872.

(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 29 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 8/11/11 | Title Vice President

Paid Preparer's Use Only

Preparer's signature	Date 8/10/11	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00096798	
Firm's name (or yours if self-employed), address, and ZIP code	ERNST & YOUNG (U.S.) LLP 99 WOOD AVENUE SOUTH ISELIN, NJ 08830	EIN ▶ 34-6565596 Phone no 732-516-4200

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION

Employer identification number
13-3099901

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
[X] 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

[X] 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, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION

Employer identification number 13-3099901

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NY 10019	$ 2,000,000.	Person [ ] Payroll [X] 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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form **8868** (Rev January 2011)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization	Employer identification number
	WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION	13-3099901
	Number, street, and room or suite no If a P O box, see instructions	
	51 WEST 52ND STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	NEW YORK, NY 10019	

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	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

- The books are in the care of ▶ WACHTELL, LIPTON, ROSEN & KATZ

Telephone No ▶ 212 403-1000 FAX No. ▶ 212 403-2000

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 10/01 , 20 09 , and ending 09/30 , 20 10 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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.	**3a**	$ 0.
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.	**3b**	$ 0.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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 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).

Type or print	Name of exempt organization	Employer identification number
	WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION	13-3099901
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 51 WEST 52ND STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10019	

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	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 ▶ WACHTELL, LIPTON, ROSEN & KATZ
  Telephone No ▶ 212 403-1000 FAX No ▶ 212 403-2000
- 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 08/15, 20 11

5 For calendar year ______, or other tax year beginning 10/01, 20 09 , and ending 09/30, 20 10 .

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
ADDITIONAL TIME IS NEEDED TO COLLECT ALL 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	$ 0.
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	$ 0.
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

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 ▶ [signature] Title ▶ CPA Date ▶ 5.13.2011

ERNST & YOUNG U.S. LLP
99 WOOD AVENUE SOUTH
ISELIN, NJ 08830

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)	
		FIRST MANHATTAN - US TREASURIES PROPERTY TYPE: OTHER				P	VAR	VAR
519,779.		518,286.					1,493.	
		FIRST MANHATTAN - FEDERAL HOME LOAN PROPERTY TYPE: OTHER				P	02/11/2009	02/11/2010
110,000.		108,975.					1,025.	
		FIRST MANHATTAN - LT PUBLICLY TRADED SEC PROPERTY TYPE: SECURITIES				P	VAR	VAR
96,975.		118,041.					-21,066.	
		FIRST MANHATTAN - ST PUBLICLY TRADED SEC PROPERTY TYPE: SECURITIES				P	11/05/2008	10/16/2009
46,200.		46,131.					69.	
TOTAL GAIN(LOSS)							-18,479.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		78.
	TOTALS	78.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX		604.	604.
	TOTALS	604.	604.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODY FEES	13,252.	13,252.	
NEW YORK STATE FILING FEE	875.		875.
BANK SERVICE CHARGES	-50.	-50.	
TOTALS	14,077.	13,202.	875.

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

ATTACHMENT 4

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIRST MANHATTAN - U.S. TREASURY BILLS	479,620.	479,620.
JP MORGAN PRIVATE BANK - U.S. TREASURY BILLS	7,714,510.	7,714,510.
US OBLIGATIONS TOTAL	8,194,130.	8,194,130.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1,500 ACCENTURE PLC IRELAND	63,735.	63,735.
900 AMGEN INC	49,599.	49,599.
1,350 BERKSHIRE HATHAWAY	111,618.	111,618.
2,700 BROOKFIELD ASSET MGMT	76,599.	76,599.
1,900 COACH INC	81,624.	81,624.
700 DUN & BRADSTREET CORP	51,898.	51,898.
1,100 ENSCO INT'L LTD	49,203.	49,203.
1,900 INTERDIGITAL INC	56,259.	56,259.
500 ITT EDUCATIONAL SERVICES	35,135.	35,135.
2,200 MICROSOFT CORP	53,878.	53,878.
1,200 MOODYS CORP COM	29,976.	29,976.
1,100 NYSE EURONEXT COM	31,427.	31,427.
1,100 NOVARTIS AG	63,437.	63,437.
1,600 OMNICOM GROUP INC	63,168.	63,168.
1,379 PFIZER INC	23,678.	23,678.
1,800 RECKITT BENCKISER GROUP	99,291.	99,291.
2,200 ROBERT HALF INTL INC	57,200.	57,200.
800 TEVA PHARMACEUTICAL IND	42,200.	42,200.
1,600 UNITEDHEALTH GROUP INC	56,176.	56,176.
1,600 VIACOM INC CL B COM	57,904.	57,904.
2,000 WEIGHT WATCHERS INT'L	62,380.	62,380.
1,700 WILLIS GRP HOLDINGS LTD	52,394.	52,394.
TOTALS	1,268,779.	1,268,779.

ATTACHMENT 6

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		143,597.
	TOTAL	143,597.

Consent of Directors In Lieu of
Meeting of Directors of

THE WACHTELL, LIPTON, ROSEN & KATZ FOUNDATION

The undersigned, being all of the directors of The Wachtell, Lipton, Rosen & Katz Foundation, a New York corporation (the "Corporation"), do hereby consent without meeting, pursuant to Section 708(b) of the Not-for-Profit Corporation Law of the State of New York to the adoption of the following resolutions:

RESOLVED, that the Board of Directors has determined that it is in the best interests of the Corporation to decrease, and hereby approves decreasing, the size of the Board of Directors of the Corporation from five to four directors; and be it further

RESOLVED, that the following persons be, and they hereby are, elected directors of the Corporation, to serve until the next annual meeting of the Board of Directors of the Corporation or until their successors shall be elected and qualified:

Martin Lipton
Herbert M. Wachtell
Edward D Herlihy
Daniel A Neff

RESOLVED, that the individuals currently serving as officers of the Corporation be, and they hereby are, removed and the following persons be, and they hereby are, elected to the office or offices set forth opposite their names to serve until the next annual meeting of the Board of Directors of the Corporation or until their successors shall be elected and qualified

Name	Office(s)
Martin Lipton	President
Herbert M. Wachtell	Vice President and Secretary
Edward D. Herlihy	Vice President
Daniel A. Neff	Vice President
Jodi J. Schwartz	Vice President
Constance Monte	Vice President and Treasurer

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $25,000.00 to Bellevue Literary Press.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $10,000.00 to Children's Hearing Institute.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $5,000.00 to Duke University School of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $20,000.00 to Fordham Law School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $15,000.00 to George Washington University School of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $5,000.00 to Georgetown University Law School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $100,000.00 to Harvard Law School

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $25,000.00 to Harvard Law School Fund.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $15,000.00 to IJA-NYU.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $75,000.00 to MFY Legal Services

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $10,000 00 to Mount Sinai President's Fund.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $50,000.00 to Mount Sinai/NYU Medical Center.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $250,000.00 to National September 11 Memorial and Museum at the World Trade Center.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $1,000,000.00 to New York University.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $25,000.00 to New York University School of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $10,000.00 to New York University School of Medicine.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $200,000.00 to NYU – Langone Medical Center.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $100,000.00 to NYU Medical Center.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $5,000.00 to Ohio University – Michael E. Moritz College of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $10,000.00 to Partnership with Children.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $300,000.00 to Prep for Prep.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $5,000.00 to Rutgers Law School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $20,000.00 to Stanford University Law School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $50,000.00 to Temple Emanu-El.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $50,000.00 to Temple Emanu-El Nursery School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $25,000.00 to The American Law Institute

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $50,000.00 to The Brennan Center for Justice.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $10,000.00 to The Jewish Museum.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $30,000.00 to Trinity School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $250,000.00 to UJA Federation of New York.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $5,000.00 to University at Buffalo Law School.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $35,000.00 to University of Chicago School of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $30,000.00 to University of Pennsylvania School of Law.

RESOLVED, that the appropriate officers of the Corporation be, and each of them is, authorized to perform all acts and do all things necessary or desirable, and the Board hereby ratifies all prior acts taken, to distribute the sum of $38,500.00 to Yale Law School.

RESOLVED, that the Corporation effect a redemption of all of the Corporation's outstanding shares in BlackRock Multi-Manager Partners (Offshore) Ltd. Class C Initial Series and that each of the Corporation's officers is authorized and directed to execute and deliver on behalf of the Corporation such documents as may be necessary to effect such redemption each in form and substance satisfactory to such signatory.

RESOLVED, that all acts of the officers of the Corporation in the general conduct of its affairs during the year ended September 30, 2009 are hereby approved, ratified and adopted.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take or cause to be taken any and all actions, to execute any and all agreements, certificates, instructions, requests or any other instruments or documents and to do any and all things which in their sole discretion may be necessary or advisable to effectuate each of the foregoing resolutions and to carry out the purposes thereof.

RESOLVED, that all actions heretofore taken by any of the officers, representatives or agents of the Corporation, by or on behalf of the Corporation or any of its affiliates in connection with the foregoing resolutions be, and each of the same hereby is, ratified and approved.

Date: As of 9/27, 2010

Martin Lipton, Director

Herbert M. Wachtell, Director

Richard D. Katcher, Director

Edward D. Herlihy

Edward D. Herlihy, Director

Daniel A. Neff

Daniel A. Neff, Director

ATTACHMENT 7

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

ATTACHMENT 8

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 1.00	0.	0.	0.
HERBERT M. WACHTELL 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRES/SECRETARY/DIRECTOR 1.00	0.	0.	0.
CONSTANCE MONTE 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/TREASURER 1.00	0.	0.	0.
EDWARD D. HERLIHY 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
DANIEL A. NEFF 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JODI D. SCHWARTZ 51 WEST 52ND STREET NEW YORK, NY 10019	VICE PRESIDENT 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	146,400.
HEALTHCARE CHAPLAINCY 315 EAST 62ND STREET NEW YORK, NY 10021	NONE 509(A)(2)	GENERAL SUPPORT	100,000.
NEW YORK UNIVERSITY LAW SCHOOL 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	200,000.
COLUMBUS CITIZENS FOUNDATION 8 EAST 69TH STREET NEW YORK, NY 10021	NONE 509(A)(2)	GENERAL SUPPORT	100,000.
TRINITY SCHOOL 139 WEST 91ST STREET NEW YORK, NY 10024	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000.
FORDHAM LAW SCHOOL 140 WEST 62ND STREET NEW YORK, NY 10023	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGETOWN UNIVERSITY SCHOOL OF LAW 600 NEW JERSEY AVENUE, NW WASHINGTON, DC 20001	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000
GEORGE WASHINGTON UNIVERSITY SCHOOL OF LAW 2000 H STREET, NW WASHINGTON, DC 20052	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVENUE, POUND 300 CAMBRIDGE, MA 02138	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	100,000.
OHIO STATE UNIVERSITY 154 W 12TH AVENUE COLUMBUS, OH 43210	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000
UNIVERSITY OF PENNSYLVANIA SCHOOL OF LAW 3400 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	30,000.
STANFORD UNIVERSITY LAW SCHOOL 559 NATHAN ABBOTT WAY STANFORD, CA 94305	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	20,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE LAW SCHOOL 127 WALL STREET NEW HAVEN, CT 06511	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	58,000.
AMERICAN LAW INSTITUTE 4025 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE 509(A)(2)	GENERAL SUPPORT	25,000.
FORDHAM LAW SCHOOL 140 WEST 62ND STREET NEW YORK, NY 10023	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	10,000.
DUKE UNIVERSITY SCHOOL OF LAW SCIENCE DRIVE AND TOWERVIEW ROAD DURHAM, NC 27708	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.
UNIVERSITY OF CHICAGO SCHOOL OF LAW 5801 S ELLIS AVE CHICAGO, IL 60637	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	135,000.
UNIVERSITY AT BUFFALO LAW SCHOOL JOHN LORD O'BRIAN HALL BUFFALO, NY 14260	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	5,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE NEW BRUNSWICK, NJ 08901	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	5,000
OVERLOOK HOSPITAL FOUNDATION 36 UPPER OVERLOOK ROAD SUMMIT, NJ 07902	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	1,000.
MOUNT SINAI - NYU MEDICAL CENTER ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK, NY 10029	NONE 170(B)(1)(A)(III)	GENERAL SUPPORT	50,000
NEW YORK UNIVERSITY 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	NONE 170(B)(1)(A)(II)	EDUCATIONAL SUPPORT	1,000,000.
UJA FEDERATION OF NEW YORK 130 EAST 29TH STREET NEW YORK, NY 10016	NONE 170(B)(1)(A)(IV)	GENERAL SUPPORT	250,000.
TEMPLE EMANU-EL NURSERY SCHOOL ONE EAST 65TH STREET NEW YORK, NY 10021	NONE 170(B)(1)(A)(II)	GENERAL SUPPORT	50,000.

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

ATTACHMENT 9 (CONT'D)

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 10016	NONE 170(B)(1)(A)(III)	GENERAL SUPPORT	300,000.
MOUNT SINAI PRESIDENT'S FUND ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK, NY 10029	NONE 170(B)(1)(A)(III)	GENERAL SUPPORT	10,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	50,000.
CHILDREN'S HEARING INSTITUTE 380 2ND AVENUE NEW YORK, NY 10010	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000.
MFY LEGAL SERVICES 299 BROADWAY NEW YORK, NY 10007	NONE 170(B)(1)(A)(II)	GENERAL SUPPORT	75,000
PREP FOR PREP 328 WEST 71ST NEW YORK, NY 10023	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	300,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM ONE LIBERTY PLAZA, 20TH FLOOR NEW YORK, NY 10006	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	250,000
THE CHILDREN'S AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	50,000.
PARTNERSHIP WITH CHILDREN, INC 299 BROADWAY NO. 1300 NEW YORK, NY 10007	NONE 170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000
THE HUNTER COLLEGE FOUNDATION 695 PARK AVENUE NEW YORK, NY 10065	NONE 170(B)(1)(A)(IV)	GENERAL SUPPORT	25,000.
IJA - NYU 40 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	NONE 170(B)(1)(A)(II)	GENERAL SUPPORT	15,000.
		TOTAL CONTRIBUTIONS PAID	3,430,400.