



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation Jolie-Pitt Foundation		A Employer identification number 20-5176706
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,652,080	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	147,736			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,920	2,920		
	4 Dividends and interest from securities	9,531	2,947		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-194			
	b Gross sales price for all assets on line 6a 23,920,143				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	10,616		10,616		
12 Total Add lines 1 through 11	170,609	5,867	10,616		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	395,716		10,616	385,100
	15 Pension plans, employee benefits	21,926			21,926
	16 a Legal fees (attach schedule)	5,994			5,994
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	108,191	4,541		103,650
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,164			
	19 Depreciation (attach schedule) and depletion	5,490			
	20 Occupancy	41,746			41,746
	21 Travel, conferences, and meetings	89,173			89,173
	22 Printing and publications	5,920			5,920
	23 Other expenses (attach schedule)	326,523	2,630		323,893
	24 Total operating and administrative expenses Add lines 13 through 23	1,002,843	7,171	10,616	977,402
	25 Contributions, gifts, grants paid	2,303,873			2,303,873
26 Total expenses and disbursements Add lines 24 and 25	3,306,716	7,171	10,616	3,281,275	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,136,107				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions
(HTA)

Form 990-PF (2010)

SCANNED NOV 29 2011

G-18

19

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			
	2 Savings and temporary cash investments	516,172	554,358	554,358
	3 Accounts receivable ▶ 450			
	Less allowance for doubtful accounts ▶	1,202	450	450
	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	5,304	8,598	8,598
	10 a Investments—U S and state government obligations (attach schedule)	303,255	151,103	151,130
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	5,917,387	2,849,205	2,849,903
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 72,804			
	Less accumulated depreciation (attach schedule) ▶ 6,405	35,063	66,399	66,399
	15 Other assets (describe ▶ Microloans)		21,242	21,242
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,778,383	3,651,355	3,652,080
	17 Accounts payable and accrued expenses	12,096	21,175	
	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)	12,096	21,175	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	6,766,287	3,630,180	
	30 Total net assets or fund balances (see page 17 of the instructions)	6,766,287	3,630,180	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,778,383	3,651,355	

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	6,766,287
2 Enter amount from Part I, line 27a	2	-3,136,107
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,630,180
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	3,630,180

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 Publicly-traded Securities				
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 23,920,143		23,920,337	-194	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k) but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-194	
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	-194	
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.

(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))
2009	5,945,495	8,900,733	0.667978
2008	6,711,793	8,281,502	0.810456
2007	3,630,748	6,827,344	0.531795
2006	2,494,834	2,501,918	0.997169
2005			0.000000
2 Total of line 1, column (d)			2 3.007398
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 0.751850
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,570,931
5 Multiply line 4 by line 3			5 3,436,654
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 3,436,654
8 Enter qualifying distributions from Part XII, line 4 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.			8 3,339,343

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,000
b	Exempt foreign organizations—tax withheld at source	6b	
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	1,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,000
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,000 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA, DE		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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 ▶				
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			
Located at ▶ 501 Silverside Road, Ste 123, Wilmington, DE ZIP+4 ▶ 19809-1377				
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ Cambodia				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 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 ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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 ATTACHMENT				

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
Stephan Bogner 117 Main Street, Seymour, CT 06483	CEO MJP Fd LLC 40 00	140,000	0	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Endeavor Group LLC 1775 Pennsylvania Ave NW, Ste 350, Washington, DC 20006	Philanthropic Consulting	88,451

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 See attachment	891,810
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 Microcredit. During 2010, MJP disbursed loans to 201 needy Cambodian individuals, who used their loans to purchase crop seeds and agricultural tools. All borrowers have repaid their loans on time.	21,242
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3	21,242

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	3,570,747
b	Average of monthly cash balances	1b	1,069,793
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,640,540
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	4,640,540
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	69,608
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,570,931
6	Minimum investment return. Enter 5% of line 5	6	228,547

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	228,547
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	228,547
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	228,547
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	228,547

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	3,281,275
b	Program-related investments—total from Part IX-B	1b	21,242
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	36,826
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,339,343
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,339,343

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				228,547
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	2,436,390			
c From 2007	3,295,649			
d From 2008	6,303,222			
e From 2009	5,500,133			
f Total of lines 3a through e	17,535,394			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,339,343				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				228,547
e Remaining amount distributed out of corpus	3,110,796			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,646,190			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	20,646,190			
10 Analysis of line 9				
a Excess from 2006	2,436,390			
b Excess from 2007	3,295,649			
c Excess from 2008	6,303,222			
d Excess from 2009	5,500,133			
e Excess from 2010	3,110,796			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

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))

Angelina Jolie

Brad Pitt

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

c Any submission deadlines

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

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 <i>Paid during the year</i>				
AEGIS TRUST THE HOLOCAUST CENTRE LAXTON NOTTINGHAMSHIRE NG22 UK	N/A	Other	Expenditure Responsibility Grant	150,000
AFGHAN HANDS INC 99 BATTERY PL STE 12-H NEW YORK NY 10280	N/A	509(a)(1)	General & Unrestricted	5,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK NY 10001	N/A	509(a)(1)	Emergency Medical Operations in Haiti	1,000,000
DRURY UNIVERSITY 900 N BENTON AVE SPRINGFIELD MO 65802	N/A	509(a)(1)	O'Reilly Family Center	200,000
EPILEPSY FOUNDATION OF GREATER LA 5777 W CENTURY BLVD STE 820 LOS ANGELES CA 90045	N/A	509(a)(1)	Charitable Event	5,000
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON MA 02115	N/A	509(a)(1)	Maddox Chivan Center	150,000
HUNGARIAN RED CROSS MAGYAR VOROSKERESZT 1367 BUDAPEST 5, PF 1 HUNGARY	N/A	Other	Expenditure Responsibility Grant	35,000
JANE GOODALL INSTITUTE AUSTRIA PROBUSGASSE 3, A 1190 VIENNA AUSTRIA	N/A	Other	Expenditure Responsibility Grant	15,000
OPERATION BLANKETS OF LOVE 11931 PASO ROBLES AVE GRANADA HILLS CA 91344	N/A	509(a)(1)	General & Unrestricted	15,000
SOS CHILDRENS VILLAGE USA INC 1001 CONNECTICUT AVE, NW STE 1 WASHINGTON DC 20036	N/A	509(a)(1)	General & Unrestricted	100,000
SOS CHILDRENS VILLAGE USA INC 1001 CONNECTICUT AVE, NW STE 1 WASHINGTON DC 20036	N/A	509(a)(1)	Supplemental Financial Support for Foster Children	150,000
Total See Attached Statement			3a	2,303,873
b <i>Approved for future payment</i>				
Total			3b	0

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 | | |

[illegible]

- 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

- 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 _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D Haskell

Jeffrey D. Haskell

10/27/2011

Check ☐ if
self-employed

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶

Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824

Phone no	(800) 839-1754
----------	----------------

Schedule of Contributors

OMB No 1545-0047

2010

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

Name of the organization

Employer identification number

Jolie-Pitt Foundation

20-5176706

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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
Jolie-Pitt Foundation

Employer identification number
20-5176706

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Offer, Robert c/o Altman, Greenfield & Selvaggi LLP Los Angeles CA 90024 Foreign State or Province Foreign Country	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	The Elementary Teachers' Federation of Ontario 480 University Avenue, Ste 1000 Toronto Foreign State or Province Ontario Foreign Country Canada	\$ 54,182	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	United Nations Development Programme #53 Pasteur Street, Boeung Keng Kang POB 877 Phnom Penh Foreign State or Province Foreign Country Cambodia	\$ 49,335	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Australian Ctr for Intl Ag Research 38 Thyme Street Fern Hill Park Foreign State or Province Foreign Country Australia	\$ 33,219	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
Jolie-Pitt Foundation

Employer identification number
20-5176706

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... ..... .....	\$ ..... 0	.....

Name of organization

Jolie-Pitt Foundation

Employer identification number

20-5176706

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ 0

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

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:		10,616	0	10,616
		(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
1	Other Program Revenue	10,616	0	10,616
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:					5,994	0	0	5,994
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	5,994	0		5,994			
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:					108,191	4,541	0	103,650
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Fee for Defining and Developing Foundation's Philanthropic Objectives	88,451	0		88,451			
2	Investment Management Services	4,541	4,541		0			
3	Philanthropic Consultant	8,556	0		8,556			
4	Education Advisor	6,643	0		6,643			
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					2,164	0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated Tax for 2010	1,000	0		0			
2	Excise Tax Payment with 990-PF for 2009	64	0		0			
3	Excise Tax Payment with 990-PF Extension for 2009	100	0		0			
4	Payment with 4720 for 2009	1,000	0		0			
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 19 - Depreciation and Depletion

						TOTAL:					
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income		
1	Automobiles	Various	Straight-line	5	59,620	102	2,572	0	0		
2	Equipment/furniture	Various	Straight-line	5	13,184	813	2,918	0	0		
3											
4											
5											
6											
7											
8											
9											
10											

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					326,523	2,630	0	323,893
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	30,011	0	0	30,011			
2	Bank Charges	2,630	2,630	0	0			
3	State or Local Filing Fees	275	0	0	275			
4	Supplies	17,862	0	0	17,862			
5	Equipment/Repairs/Maintenance	44,006	0	0	44,006			
6	Other Fees	1,557	0	0	1,557			
7	Telephone/Internet/Fax	18,333	0	0	18,333			
8	Postage	1,611	0	0	1,611			
9	Insurance	6,232	0	0	6,232			
10	Local Employee Recreation Programs	13,645	0	0	13,645			
11	Government Operational Support/Conservation	3,153	0	0	3,153			
12	Livestock/Agronomy Expenses	27,748	0	0	27,748			
13	Rural Employee Food Subsidies	4,594	0	0	4,594			
14	Special Conservation Field Operations	15,226	0	0	15,226			
15	Agro-research Expenses	9,521	0	0	9,521			
16	Community Household Infrastructure Support (wells, roads, sanitation)	8,787	0	0	8,787			
17	Other Cambodian Program Expenses	12,521	0	0	12,521			
18	School Equipment/Materials	6,223	0	0	6,223			
19	School Salaries/Supplemental Pay	6,198	0	0	6,198			
20	School Meal Program	6,061	0	0	6,061			
21	Other School Programs	14,535	0	0	14,535			
22	Healthcare Post Operational Support	18,187	0	0	18,187			
23	Healthcare Centre Operational Support	41,433	0	0	41,433			
24	Rural Planning Interventions and Supplies	15,010	0	0	15,010			
25	Payroll Processing Fees	1,164	0	0	1,164			

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

		TOTAL:	150,000	151,103	151,130
	Description/Symbol/CUSIP Number		Shares	(b) Book Value	(c) Fair Market Value
1	CALIFORNIA ST RANS SER- A-2 03 00%-06/28/2011 (13063BHY1)		150,000	151,103	151,130
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:		2,849,205		2,849,903	
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value			
1	ABBEY NATIONAL NA - 0027A1NB1 (0027A1NB1)	150,000	149,990	149,994			
2	BANCO BILBAO VIZCAYA NY BRH - 0 425% - 02/22/2011 (0594L87G0)	150,000	150,002	150,027			
3	BANCO DEL ESTADO DE CHILE-0 51000%-01/25/2011 (05959CUD3)	150,000	150,011	150,026			
4	BAYERISCHE LANDESBANK N Y - 0 480% - 02/07/2011 (0727M6UM0)	150,000	150,004	150,029			
5	BNP PARIBAS CDA 0556P1NL1 (0556P1NL1)	150,000	149,966	149,981			
6	CREDIT AGRICOLE NO AMERIA INC 22532CNK6 (22532CNK6)	150,000	149,966	149,981			
7	DEXIA DEL LLC 2521E1P33 (2521E1P33)	150,000	149,814	149,937			
8	ING US FDG LLC 4497W1N69 (4497W1N69)	150,000	149,994	149,997			
9	KBC BK NV N Y BRH CD - 0 430% - 02/08/2011 (4823T0SG5)	150,000	150,000	150,021			
10	KOREA DEV BK NY 5006E1PE8 (5006E1PE8)	150,000	149,886	149,922			
11	LANDESBANK BADEN-WURTEMBERG - 0 300% - 02/04/2011 (51488P5K0)	150,000	150,000	150,000			
12	LANDESBANK HESSEN-THURINGEN - 0 320% - 01/19/2011 (51488HN69)	200,000	200,004	200,005			
13	NATIXIS US FIN CO LLC 6323A1NA0 (6323A1NA0)	150,000	149,889	149,991			
14	NORDEA NORTH AMERICA 6555P1N45 (6555P1N45)	150,000	149,996	149,999			
15	NORINCHUKIN BK N Y BRH - 0 310% - 02/07/2011 (65602XX56)	200,000	200,000	200,001			
16	SANTANDER CENT HISPANO FIN DEL 80281KN78 (80281KN78)	200,000	199,717	199,987			
17	SKANDINAVISKA ENSKILDA BANKEN - 0 390% -04/07/2011 (83051ADE8)	150,000	150,000	150,017			
18	SOCIETE GENERALE NORTH AMERICA 83365SNE9 (83365SNE9)	150,000	149,966	149,988			

Form 990-PF, Part II, Line 14 - Land, Buildings, and Equipment

TOTAL:		72,804	915	6,405	35,063	66,399	66,399
	Item or Category	Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Automobiles	59,620	102	2,674	26,978	56,946	56,946
2	Equipment/Furniture	13,184	813	3,731	8,085	9,453	9,453
3							
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2010, Jolie-Pitt Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$2,303,873. This amount represents over 25% of the Foundation's net assets of \$6,765,836 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2010. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Part VII-B, Question 5c: Expenditure Responsibility Statements

Pursuant to IRC Regulation 53.4945-5(d)(2), the Jolie-Pitt Foundation provides the following information for four grants:

- | | | | |
|-------------|------------------------------|--|---------|
| (i) | Grantee: | DRC School Project and Community Centre ("DRC")
PO Box 885, Swakopmund Namibia | |
| (ii) | Amount of Grant: | October 28, 2009 | \$5,000 |
| (iii) | Purpose of Grant: | Program support | |
| (iv) & (vi) | Reports of Amounts Expended: | DRC submitted a full and complete report of its expenditure of the October, 2009 grant on November 9, 2010. | |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. | |
| (vii) | Verification: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made. | |

Part VII-B, Question 5c: Expenditure Responsibility Statements

- | | | | |
|-------------|------------------------------|--|----------|
| (i) | Grantee: | Jane Goodall Institute - Austria
Probusgasse 3, A 1190, Vienna | |
| (ii) | Amount of Grant: | June 14, 2010 | \$15,000 |
| (iii) | Purpose of Grant: | Dr. Jane Goodall documentary project | |
| (iv) & (vi) | Reports of Amounts Expended: | Jane Goodall Institute submitted a full and complete report of its expenditure of the June, 2010 grant on April 15, 2011. | |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. | |
| (vii) | Verification: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made. | |

Part VII-B, Question 5c: Expenditure Responsibility Statements

- | | | | |
|-------------|------------------------------|--|-----------|
| (i) | Grantee: | Aegis Trust
c/o The Holocaust Centre, Laxton, Nottinghamshire NG22, 0PA, UK | |
| (ii) | Amount of Grant: | September 22, 2010 | \$150,000 |
| (iii) | Purpose of Grant: | Provide funding for the Lubanga and Katanga Trial Project | |
| (iv) & (vi) | Reports of Amounts Expended: | Aegis Trust submitted a report of its partial expenditure of the September, 2010 grant on May 3, 2011. | |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. | |
| (vii) | Verification: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore no independent verification of the report was made. | |

Part VII-B, Question 5c: Expenditure Responsibility Statements

Part VII-B, Question 5c: Expenditure Responsibility Statements for 2010 grants, continued

- | | | | |
|-------------|------------------------------|--|----------|
| (i) | Grantee: | Hungarian Red Cross
1367 Budapest 5, Pf. 1, Hungary | |
| (ii) | Amount of Grant: | November 12, 2010 | \$35,000 |
| (iii) | Purpose of Grant: | Provide assistance to those affected by the chemical spill in Hungary | |
| (iv) & (vi) | Reports of Amounts Expended: | Hungarian Red Cross submitted a partial report of its complete expenditure of the November, 2010 grant on May 9, 2011. | |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. | |
| (vii) | Verification: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made. | |

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Angelina Jolie	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Co- President / Director	1	0	0	0
2	Brad Pitt	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Co- President / Director / Secretary	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

Jolie-Pitt Foundation

EIN: 20-5176706

Taxable Year Ending December 31, 2010

Form 990-PF, Part IX-A: Direct Charitable Activities

In 2003, Ms. Angelina Jolie (in conjunction with WildAid) began a project dedicated to the conservation of Cambodia's endangered Cardamom Mountains' northern territory. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area). Samlout contains most of the region's biodiversity: forests, freshwater ecosystems, and endangered species. As more resources became available, MJP's operations expanded into other areas such as reforestation, community protected area, park management and integrated rural development (UN Millennium Development Goals). In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation which continues the project ("MJP") currently.

2010 Accomplishments

Agriculture Achieving food security and nutritional wellbeing has been central to MJP's poverty alleviation program in Samlout. In 2010, MJP created 41 farmer field training schools with 301 farmers in 6 Samlout target villages. Training focused on livestock management (cows, pigs, and chickens), homestead food production (fish and vegetable gardens), fruit trees and crop production. The main upland crops in Samlout are soybeans, maize, sesame, mungbeans, and peanuts.

Education In 2010, MJP continued to design and implement professional coaching and training to 5 primary schools with 1,576 students and 43 teachers, 5 kindergarten classes with 135 children and 5 teachers, and 1 lower secondary school with 165 students and 11 teachers. School programs supported include school gardens and other nutrition projects, school sport clubs, in-class physical education, reading clubs and library enhancement, eco-ranger clubs, computer training, sanitation and hygiene education, and education and training materials such as textbooks.

Healthcare In 2010, MJP continued to provide hands-on interactive coaching/training sessions and direct clinical interventions at two MJP health facilities: Kampong Touk Health Post and Bueng Run Health Centre. The primary focus is to improve the quality of health care services in the region to reduce child mortality and morbidity, improve maternal health, and combat HIV/AIDS, malaria and other diseases. In 2010, the newly built health centre received 8,038 cases compared to 1,557 cases in 2009.

Infrastructure To significantly reduce poverty and achieve the UN Millennium Development Goals, it is vital to make a sustained improvement in developing the region's infrastructure facilities and services, including roads, schools, health facilities, wells, and toilets. Since 2007, MJP has been actively participating in rebuilding Samlout's infrastructure.

Micro-credit MJP understands the importance of business approaches to produce economic and social change. To support and expand the economic participation of low-income households in Samlout, MJP created the Micro-Credit Plus project. The project provides support to the development of small, family-owned business that will generate additional income to improve household savings. In 2010, MJP worked in 6 target villages and created 7 new micro-credit groups with 93 new members for a total of 245 members and 19 micro-credit groups. In 2010, MJP provided \$25,439 in loans to 201 farmers. All borrowers/members paid back their loans on time.

Women Self-Empowerment In June 2010, MJP established this project which focuses on empowering and promoting the rights of women/girls through various vocational skills training and business activities that can improve their socio-economic status in their families and in the greater community. During 2010, MJP gathered information to help identify women's issues and existing programs in order to determine how to move forward with the project.

Jolie-Pitt Foundation

EIN: 20-5176706

Taxable Year Ending December 31, 2010

Form 990-PF, Part IX-A: Direct Charitable Activities

Conservation To reduce deforestation in the areas outside Samlout Protected Area, MJP, in cooperation with the Battambang Forestry Administration, established 11 Community Forestry schemes in 4 target communes 3 sites in Samlout, 4 sites in Tasanh, 1 site in Sung, and 3 sites in Meanchey Community Forestry is a system for community-based natural resource management that places responsibility for forest protection, management, and utilization on local communities living in the vicinity of those forests, while maintaining the community forest land as state-owned property

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST JOHNS FOUNDATION FOR COMMUNITY HEALTH INC

Street

1235 E CHEROKEE ST

City

SPRINGFIELD

State

MO

Zip Code

65804

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Jane Pitt Pediatric Cancer Center Endowment Fund

Amount

333,334

Name

TEAGRAS HELPING HANDS INC

Street

5130 CHARTRES ST

City

NEW ORLEANS

State

LA

Zip Code

70117

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Pam Dashiell Funeral Fund

Amount

3,000

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Pakistan Flood Relief Effort

Amount

100,000

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Quick Impact Projects for Refugee Women in Ecuador

Amount

20,000

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Radios Purchased in Quito

Amount

2,539

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Angelina Jolie Boarding School in Kakuma Camp

Amount

20,000