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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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

LARRY ROBBINS FOUNDATION  
C/O GLENVIEW CAPITAL MANAGEMENT

A Employer identification number

26-1578481

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

767 FIFTH AVENUE, 44TH FL

City or town, state, and ZIP code

NEW YORK, NY 10153

H Check type of organization  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) ► \$ 38,933,073.

J Accounting method  Cash  Accrual Other (specify) (Part I, column (d) must be on cash basis)

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 . . . . . ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc received (attach schedule)	29,444,000.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities . . . . .				
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	1,740,061.			
b Gross sales price for all assets on line 6a . . . . .	4,184,000.			
7 Capital gain net income (from Part IV, line 2) . . . . .		1,740,061.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11 . . . . .	31,184,061.	1,740,061.		
13 Compensation of officers, directors, trustees, etc . . . . .				
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) ATCH 1 . . . . .	5,751.	2,875.	0.	2,876.
b Accounting fees (attach schedule) ATCH 2 . . . . .				
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) * *	5,886.			
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) ATCH 4 . . . . .	37,545.			37,375.
24 Total operating and administrative expenses				
Add lines 13 through 23 . . . . .	49,182.	2,875.	0.	40,251.
25 Contributions, gifts, grants paid . . . . .	16,086,348.			16,086,348.
26 Total expenses and disbursements Add lines 24 and 25	16,135,530.	2,875.	0.	16,126,599.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	15,048,531.			
b Net investment income (if negative, enter -0-) . . . . .		1,737,186.		
c Adjusted net income (if negative, enter -0-) . . . . .				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

OE1410 1 000

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JSA \*\* ATCH 3

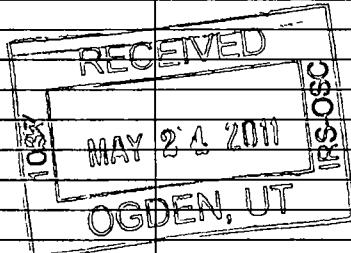
Form 990-PF (2010)

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SCANNED MAY 27 2011  
Revenue

Operating and Administrative Expenses



<b>Part II Balance Sheets</b>	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
1	Cash - non-interest-bearing . . . . .	7,141.	15,398,861.	15,398,861.
2	Savings and temporary cash investments . . . . .			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use . . . . .			
9	Prepaid expenses and deferred charges . . . . .			
10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
b	Investments - corporate stock (attach schedule) . . . . .			
c	Investments - corporate bonds (attach schedule) . . . . .			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . .	ATTACH 5.	28,107,357.	17,783,014.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►) . . . . .			
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	28,114,498.	33,181,875.	38,933,073.
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			0.
	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted . . . . .	28,114,498.	33,181,875.	
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/></b>			
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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	28,114,498.	33,181,875.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	28,114,498.	33,181,875.	

**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	28,114,498.
2	Enter amount from Part I, line 27a . . . . .	2	15,048,531.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	43,163,029.
5	Decreases not included in line 2 (itemize) ► ATTACHMENT 6	5	9,981,154.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b> . . . . .	6	33,181,875.

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }		<b>2</b>	1,740,061.	
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 . . . . .	{ }		<b>3</b>		

**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?

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))
2009	13,170,165.	16,089,797.	0.818541
2008	4,594,985.	29,204,526.	0.157338
2007	6,011,102.	20,329,382.	0.295685
2006	7,396,783.	10,552,780.	0.700932
2005	4,317,534.	3,946,313.	1.094068
<b>2 Total of line 1, column (d)</b>			<b>2</b> 3.066564
<b>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</b>			<b>3</b> 0.613313
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 22,978,039.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 14,092,730.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 17,372.
<b>7 Add lines 5 and 6</b>			<b>7</b> 14,110,102.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 16,126,599.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	17,372.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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		
3	Add lines 1 and 2 . . .	3	17,372.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	0.	
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	17,372.	
6	<b>Credits/Payments</b>			
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . .	6a	0.	
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	0.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	475.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	17,847.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11	11		

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
1c	<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	
d	Did the foundation file Form 1120-POL for this year? . . .		
	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
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 . . .	X	
4a	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? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	X	
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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? If "Yes," complete Part II, col (c), and Part XV . . .	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 . . .	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)? If "Yes," complete Part XIV . . .	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► N/A		
14	LARRY ROBBINS	Telephone no ► 212-812-4720
Located at ► 767 FIFTH AVENUE, 44TH FL NEW YORK, NY ZIP + 4 ► 10153		
15	Form 1041 - Check here ► 15	
and enter the amount of tax-exempt interest received or accrued during the year		
16	Yes	No
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<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)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 ► . . . . .		
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	
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? . . . . .	<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	
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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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? . . . ATTACHMENT 7 . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (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				
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . ►

**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		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

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

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

Expenses

1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

**Part IX-B Summary of Program-Related Investments (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 NONE	
-----	
2	
-----	
All other program-related investments. See page 24 of the instructions	
3 NONE	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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
b Average of monthly cash balances	1b 881,940.
c Fair market value of all other assets (see page 25 of the instructions)	1c 22,446,018.
d Total (add lines 1a, b, and c)	1d 23,327,958.
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 23,327,958.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 349,919.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 22,978,039.
6 Minimum investment return. Enter 5% of line 5	6 1,148,902.

**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 1,148,902.
2a Tax on investment income for 2010 from Part VI, line 5	2a 17,372.
b Income tax for 2010 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 17,372.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 1,131,530.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 1,131,530.
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 1,131,530.

**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 16,126,599.
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 16,126,599.
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 17,372.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 16,109,227.

**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 . . . . .				1,131,530.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08 .20 07 .20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .	4,129,916.			
b From 2006 . . . . .	6,872,994.			
c From 2007 . . . . .	5,021,855.			
d From 2008 . . . . .	3,151,666.			
e From 2009 . . . . .	12,365,675.			
f Total of lines 3a through e . . . . .	31,542,106.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 16,126,599.				
a Applied to 2009, but not more than line 2a . . . . .				
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) . . . . .				
d Applied to 2010 distributable amount . . . . .				1,131,530.
e Remaining amount distributed out of corpus . . . . .	14,995,069.			
5 Excess distributions carryover applied to 2010 . (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	46,537,175.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 . . . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				
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) . . . . .	4,129,916.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	42,407,259.			
10 Analysis of line 9				
a Excess from 2006 . . . . .	6,872,994.			
b Excess from 2007 . . . . .	5,021,855.			
c Excess from 2008 . . . . .	3,151,666.			
d Excess from 2009 . . . . .	12,365,675.			
e Excess from 2010 . . . . .	14,995,069.			

**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 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)

4942(j)(5)

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

LAWRENCE ROBBINS 767 FIFTH AVENUE, 44TH FL NEW YORK, NY 10153

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

N/A

**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> SEE SCHEDULE ATTACHED	NONE			16,086,348.
<b>Total</b> . . . . .			► 3a	16,086,348.
b <i>Approved for future payment</i>				
<b>Total</b> . . . . .			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income (See page 28 of the instructions )	
		(a) Business code	(b) Amount		(c) Exclusion code
<b>1</b>	<b>Program service revenue</b>				
a					
b					
c					
d					
e					
f					
<b>g</b>	<b>Fees and contracts from government agencies</b>				
<b>2</b>	<b>Membership dues and assessments</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>				
<b>4</b>	<b>Dividends and interest from securities</b>				
<b>5</b>	<b>Net rental income or (loss) from real estate</b>				
a	Debt-financed property				
b	Not debt-financed property				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income</b>				
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>		18		1,740,061.
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>				
<b>11</b>	<b>Other revenue</b> a				
b					
c					
d					
e					
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>				1,740,061.
<b>13</b>	<b>Total Add line 12, columns (b), (d), and (e)</b>				1,740,061.

13 Total: Add line 12, columns (b), (d), and (e) . . . . .  
(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash . . . . .	1a(1)	X
(2) Other assets . . . . .	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3) Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4) Reimbursement arrangements . . . . .	1b(4)	X
(5) Loans or loan guarantees . . . . .	1b(5)	X
(6) Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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** ~~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~~

5/16/11

► Founder & CEO

Signature of officer or trustee		Date	Title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	PTIN
	<i>William A. Zatorski</i>		05/16/2011	Check <input type="checkbox"/> if self-employed
	Firm's name ► PRICEWATERHOUSECOOPERS LLP		Firm's EIN ► 13-4008324	
Firm's address ► 300 MADISON AVENUE NEW YORK, NY		10017	Phone no 646-471-3000	

## Schedule of Contributors

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

OMB No 1545-0047

**2010**

Name of the organization LARRY ROBBINS FOUNDATION C/O GLENVIEW CAPITAL MANAGEMENT	Employer identification number 26-1578481
-----------------------------------------------------------------------------------------	----------------------------------------------

**Organization type (check one)**

**Filers of:**

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 LARRY ROBBINS FOUNDATION  
C/O GLENVIEW CAPITAL MANAGEMENTEmployer identification number  
26-1578481**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAWRENCE ROBBINS 767 FIFTH AVENUE, 44TH FL. NEW YORK, NY 10153	\$ 29,444,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution )</small>

**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)	
4,184,000.		SEE SCH ATTACHED PROPERTY TYPE: OTHER 2,443,939.					12/31/2006	VARIOUS
TOTAL GAIN (LOSS) .....							<u>1,740,061.</u>	

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,751.	2,875.	2,876.	
TOTALS	<u>5,751.</u>	<u>2,875.</u>	<u>0.</u>	<u>2,876.</u>

LARRY ROBBINS FOUNDATION

26-1578481

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ATTACHMENT 2

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FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>
2008 BALANCE DUE	5,886.
TOTALS	<u>5,886.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CONSULTING FEES	35,000.
GUIDESTAR FEE	1,500.
NYS FILING FEE	750.
ALM	125.
AMEX RENEWAL FEE	170.
<b>TOTALS</b>	<b><u>37,545.</u></b>

<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
35,000.	35,000.
1,500.	1,500.
750.	750.
125.	125.
	<b><u>37,375.</u></b>

ATTACHMENT 3

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GLENVIEW CAPITAL PARTNERS	3,765,944.	5,890,091.
GLENVIEW OFFSHORE OPPORTUNITY	12,941,350.	17,122,913.
GCM LITTLE ARBOR PARTNERS	1,075,720.	521,208.
 TOTALS	 <u>17,783,014.</u>	 <u>23,534,212.</u>

LARRY ROBBINS FOUNDATION

26-1578481

ATTACHMENT 5

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET ASSET PRIOR YEAR ADJUSTMENTS	9,981,154.
TOTAL	<u>9,981,154.</u>

ATTACHMENT 6FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NDUNA FOUNDATION  
GRANTEE'S ADDRESS: 181 EAST 65TH ST, APT. 31A/32A  
CITY, STATE & ZIP: NEW YORK, NY 10065  
GRANT DATE: 01/01/2010  
GRANT AMOUNT: 7,000,000.  
GRANT PURPOSE: SUPPORT CHARITABLE PROGRAMS  
AMOUNT EXPENDED: 7,000,000.  
ANY DIVERSION? NO  
DATES OF REPORTS: DECEMBER 2010  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:  
GRANTS WERE MADE TO APPROPRIATE PUBLIC CHARITIES BASED ON AGREED UPON  
APPROVAL OF LARRY ROBBINS FOUNDATIONS



Mr. Larry Robbins  
The Larry Robbins Foundation  
767 Fifth Avenue, 44th Floor  
New York, NY 10153

10 December 2010

Re: Grantee Report for Fiscal Year 2010

Dear Larry,

In accordance with the terms of our Expenditure Responsibility Agreement dated January 1, 2010, we are enclosing the Grantee Report for the fiscal year ending December 31, 2010. This letter summarizes the progress that The Nduna Foundation (the "Foundation") has made toward fulfilling the purposes of the grant made pursuant to that Agreement. The letter will also confirm that the Foundation has substantially complied with all of the terms of the Expenditure Responsibility Agreement governing the funds covered by this report.

Over the past year, the Foundation has spent the grant funds in furtherance of the stated purposes of the grant and related charitable purposes of the Foundation, including: (1) education programs in New York City through KIPP Charter schools; (2) poverty alleviation in New York City through the Robin Hood Foundation; (3) education program internationally through Teach for All; (4) children's nutrition programmes in Niger, Ethiopia, Sudan and Zimbabwe through UNCIEF; (5) conservation work in the United States and Africa through the National Fish and Wildlife Foundation; (6) programs supporting social entrepreneurs in developing countries through the Acumen Fund; and (7) grants to various programs/projects of other 501(c)(3) public charities. Attached as Exhibit 1 is a list that summarizes the Foundation's grantees from the LRF grant in calendar year 2010.

The Foundation is pleased to report that we have made significant progress toward accomplishing the goals of the grant. Upon your request, we will provide a narrative account of the past year's achievements regarding grants we have made to the organizations mentioned above. As indicated above, these funds were fully expended in the fiscal year ended December 31, 2010. Thus, this report represents the Foundation's final accounting of the funds expended under the Expenditure Responsibility Agreement dated January 1, 2010. If you should have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "A. Robbins".

Amy L. Robbins  
Founder & Executive Director

Make it Matter.

A handwritten checkmark in black ink, consisting of a vertical line with a diagonal stroke through it.



Exhibit 1:

Grantee Report for LRF: 2010

Health & Welfare:	\$1,925,000
UNICEF	\$1,000,000
Robin Hood Foundation	\$ 750,000
EGPAF	\$ 175,00
Education:	\$ 825,000
KIPP Charter School	\$ 750,000
Allen-Stevenson	\$ 75,000
Human Rights, Entrepreneurs, Development:	\$3,275,000
Human Rights Watch	\$1,200,000
WITNESS	\$ 375,000
TechnoServe	\$ 700,000
Acumen Fund	\$1,000,000
Conservation:	\$ 975,000
National Fish & Wildlife Foundation	\$ 975,000

Make it Matter.



## EXPENDITURE RESPONSIBILITY AGREEMENT

The Nduna Foundation  
c/o Amy L. Robbins  
181 East 65th Street, Apt. 31A/32A  
New York, New York 10065

Dear Amy:

The Larry Robbins Foundation is pleased to inform you that The Nduna Foundation has been awarded a grant of \$7,000,000. The grant is to be used to fund: (1) education programs in New York City through KIPP Charter schools; (2) poverty alleviation in New York City through the Robin Hood Foundation; (3) education programs internationally through Teach for All, a partnership of Teach for America; (4) children's nutrition programs in Niger, Ethiopia, Sudan and Zimbabwe through UNICEF; (5) conservation work in the United States through the National Fish and Wildlife Foundation; and (6) programs supporting social entrepreneurs in developing countries through the Acumen Fund.

### Use of Funds

Under United States tax laws and regulations, all grant funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code §501(c)(3). This grant is made solely for the purposes stated in this Agreement, and the grant funds as well as any interest earned upon them may not be expended for any other purpose without the written approval of the Larry Robbins Foundation. Any funds not expended in accordance with the terms of this Agreement must be returned to the Larry Robbins Foundation.

In addition, The Nduna Foundation agrees not to use any of the grant funds for any of the following purposes with respect to either the United States or any foreign country:

(1) lobbying -- that is, any attempt to influence the outcome of any specific public election or any attempt to influence any legislation, such as by advocating the adoption or rejection of legislation, or by contacting or urging the public to contact members of a legislative body for the purpose of proposing, supporting or opposing legislation;

(2) carrying on, directly or indirectly, any voter registration drive;

(3) engaging in propaganda or partisan political activity;

(4) making grants to individuals for travel, study or other similar purposes, unless you comply with applicable United States tax law with regard to such grants; and

(5) making grants to other organizations (except public charities, governmental bodies and U.S. tax-exempt organizations), unless you conduct a "pre-grant" inquiry and have a written agreement with such organization in a form that is substantially the same as this Agreement. (Please let us know if you require more information on this procedure.)

### Annual Report

The Nduna Foundation will provide to us written narrative and financial reports regarding the use of the grant funds and the progress that the Foundation has made toward accomplishing the charitable purposes of the grant. Each report will include a financial statement attested to by its responsible financial officer or independent accountant showing the grant funds and records of receipts and expenditures under the grant.

Such a report must be provided within a reasonable time after the conclusion of your yearly accounting period for every year in which the grant funds have been expended or retained, and in no case provided later than three months after the end of such year.

You also agree to provide, within a reasonable time after the conclusion of your yearly accounting period during which the use of the grant funds is completed, a final report with respect to all expenditures made from the grant and progress made toward the goals of the grant.

You also agree to provide to us copies of any other reports, publications or written material prepared in connection with the project funded by this grant and, upon our request, to provide any other report or information which we believe is necessary to keep us fully apprised of the status or use of the grant funds.

Although grant funds need not be physically separated, records of receipts and expenditures under the grant, as well as copies of the report furnished to us, should be kept available for our inspection until four years after the grant.

### Payment Terms

Payment under the grant will be made on the following date, after receipt of a signed copy of this Agreement:

<u>Date</u>	<u>Amount</u>
1/1/2010	\$7,000,000

### Sign and Return

If this Agreement meets with your approval, kindly sign it and return one copy to us.

Acknowledged by:

  
Larry Robbins Foundation

Dated: 12/1/09

  
The Nduna Foundation

Dated: 18 DEC 2009

LARRY ROBBINS FOUNDATION

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

26-1578481

ATTACHMENT 7

NAME AND ADDRESS

LAWRENCE ROBBINS  
767 FIFTH AVENUE, 44TH FL  
NEW YORK, NY 10153

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

5.00

GRAND TOTALS

96790W 2532

V 10-6.1

PAGE 28

ATTACHMENT 7

	Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
1	Robin Hood Foundation 826 Broadway, 7th Fl New York, NY 10003	None Public Charity	Fight poverty in NYC	6,534,000
2	The JCC in Manhattan 334 Amsterdam Avenue @ 75th Street New York, NY 10023	None Public Charity	Supporting the values of Pluralism, diversity & tolerance	18,000
3	New Heights Youth, Inc 1290 Avenue of the Americas New York , NY 10104,	None Public Charity	Youth Development Programs	10,000
4	The Posse Foundation, Inc 14 Wall St, 8A Ste 500 New York, NY 10005	None Public Charity	Youth leadership development and college access programs	5,000
5	Trustees of the University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	None Private Charity	Support Higher Education at University of Pennsylvania	10,000
6	NYU Hospital for Joint Diseases 301 East 17th Street New York, NY 10003	None Public Charity	Research Center devoted to the treatment and research for musculoskeletal and neurological disorders	5,000
7	KIPP New York Inc 250 E 156th St Bronx, NY 10451	None Public Charity	Supports Education	237,500
8	The Ira Sohn Conference Foundation 550 Madison Avenue , 28th Fl New York, NY 10022	None Public Charity	To raise funds for the medical research, care and treatment of children with pediatric cancers and other health care causes	50,000
9	Children's Memorial Hospital Chicago 2380 N Children's Plaza Chicago, IL 60614	None Public Charity	To raise funds for the medical research, care and treatment of pediatric specialties	10,000
10	FATE Foundation USA PO BOX 1157 Englewood Cliffs, NJ 07632	None Public Charity	To help children and adults with Autism	5,000
11	Southampton Village Police Benevolent Association PO BOX 759 Southampton, NY 11969	None Public Charity	To support annual activities and youth services	10,000
12	Hartem Children's Zone 103 W 108th Street New York, NY 10025	None Public Charity	To enhance the quality of life for children and families in poverty	10,000

LARRY ROBBINS FOUNDATION  
EIN 26-1578481  
ATTACHMENT TO 2010 FORM 990PF, PART XV-LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
13 Teach for America 315 West 36th Street, 7th FL New York, NY 10018	None Public Charity	To eliminate educational inequity by enlisting our nation's most promising future leaders in the effort	350,000
14 Sesame Workshop 1900 Broadway New York, NY 10023	None Public Charity	Promote educational activities for children	5,000
15 LIFT (fKA National Student Partnerships) 800 7th Street, NW Suite 300 Washington, DC 20001	None Public Charity	Combat poverty and expand opportunity for all people	25,000
16 Harlem RBI 333 E 100th Street New York, NY 10029	None Public Charity	Provides inner-city kids the opportunity to learn play and grow	10,000
17 New Jersey State Policemen's Benevolent Association 158 Main Street Woodbridge, NJ 07055	None Public Charity	Support law enforcement officials in New Jersey	5,000
18 Alpine Volunteer Emergency Ambulance Service 72 Ruckman Road Closter, NJ 07624	None Public Charity	Provides ambulance service and heavy rescue to various towns in New Jersey	5,000
19 Baby Buggy 305 W. 37th Street 8th Floor New York, NY 10018	None Public Charity	Help provide New York City's families in need with essential equipment, clothing, and products for infants and children	5,000
20 Cresskill Volunteer Firemen's Association 67 Union Avenue, Cresskill Cresskill, NJ 07626	None Public Charity	Provides firefighting service and heavy rescue to various towns in New Jersey	5,000
21 KIPP Houston High School 10711 KIPP Way Houston, TX 77099	None Public Charity	To rescue animals from kill shelters and provide quality medical care until adoption	500,000
22 UJA Federation of New York 130 East 59th Street New York, NY 10022	None Public Charity	Support the care for those in need for Jewish people in New York	1,000,000
23 Education Foundation of Alpine PO Box 745 Alpine, NJ 07620	None Public Charity	To support the school for Alpine Public School District	21,150
24 Project ALS 900 Broadway, Suite 901 New York, NY 10003	None Public Charity	Support the effective treatment of Lou Gehrig's Disease	5,000
25 Invest for Kids	None	Promote education of investments for children	50,000

LARRY ROBBINS FOUNDATION  
EIN 26-1578481  
ATTACHMENT TO 2010 FORM 990PF, PART XV-LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

	Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
	875 N Michigan Ave Suite 3400 Chicago, IL 60611	Public Charity	To support the foundation	7,000,000
26	The Nduna Foundation 850 Third Ave New York, NY 10022	None Private Nonoperating Foundation	Support education for social and economic equality	100,000
27	Education Reform Now 928 Broadway # 505 New York, NY 10010	None Public Charity	Help the working conditions, benefits, and lives of NYPD Members	2,500
28	Captains Endowment Association 233 Broadway # 1801 New York, NY 10279	None Public Charity	Offers broad spectrum of science-based services to children	10,000
29	Princeton Child Development Institute 300 Cold Soil Road Princeton, NJ 08540	None Public Charity	Promote the decrease of educational advancement gap	20,000
30	Education Equality Projects 855 Broadway # 5 New York, NY 10003	None Public Charity	Support the pediatric hospital for patient care, education and research	790
31	Children's Memorial Chicago 2300 N Lincoln Avenue Chicago, IL 60614	None Public Charity	Support the funding of research to find cures for childhood cancers	1,000
32	St Baldrick's 1333 S. Mayflower Avenue Suite 400 Monrovia, CA 91016	None Public Charity	Support a private boys elementary school	605
33	Allen-Stevenson School Auction 132 East 78th Street New York, NY 10075	None Public Charity	MSG Suite Provide financial assistance for nursery school, day camp and program participants (MSG Suite, Tickets, and Catering)	2,003
34	JCC White Hot Nights Auction 334 Amsterdam Avenue New York, NY 10023	None Public Charity	Support the institution for documentation, study, and interpretation of Holocaust history	1,800
35	US Holocaust Museum 60 East 42nd Street NY 10165	None Public Charity	Support a private boys elementary school	5,000
36	Allen Stevenson School Family Benefit 132 East 78th Street New York, NY 10075	None Public Charity	Support a network of free enrollment college-prep public school in under-resourced communities	2,500
37	KIPP Casino Night 625 West 133rd Street, 3rd Floor	None Public Charity		

Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
New York, NY 10027			
38 Allen Stevenson School Family Benefit 132 East 78th Street New York, NY 10075	None Public Charity	Prize donated for Mandarin Oriental Spa Yankee Tickets donated from Global Events Group	4,000
39 Pony Power Auction Lanwades Park, Kentford near Newmarket, Suffolk, CB8 7UJ	None Public Charity	Support a private boys elementary school of owning a horse Donated Wayne Gretzky hockey gloves	3,300
40 American Foundation for Suicide Prevention Out of Darkness 120 Wall Street, 22nd Floor New York, NY 10005	None Public Charity	Benefit the AFSP, raise money for research and education programs	10,000
41 Foundation for Autism Training and Education PO Box 1157 Englewood Cliffs, NJ 07632	None Public Charity	Golf Outing - raise money for individuals with autism to achieve independence	1,800
42 Ovarian Cancer Research Fund 14 Pennsylvania Plaza Suite 1400 New York, NY 10122	None Public Charity	Fund research to find a method of early detection for ovarian cancer	5,000
43 Leukemia & Lymphoma Society 1311 Mamaronck Avenue, Suite 310 White Plains, NY 10605	None Public Charity	Support research, patient services, treatment for those with leukemia	5,000
44 American Cancer Society 125 W 31st St New York, NY 10001	None Public Charity	Support research, patient services, treatment for those with cancer	1,000
45 Allen Stevenson School 132 East 78th Street New York, NY 10075	None Public Charity	Supporting the values of Pluralism, diversity & tolerance	12,500
46 JCC White Hot Nights Auction 334 Amsterdam Avenue New York, NY 10023	None Public Charity	Supports Education	6,900
<b>Total Contributions made 2010</b>			<b><u>16,086.348</u></b>

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust LARRY ROBBINS FOUNDATION  
C/O GLENVIEW CAPITAL MANAGEMENT

Employer identification number

**Note: Form 5227 filers need to complete only Parts I and II.**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4 ( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	1,740,061.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	
9	Capital gain distributions . . . . .	9	
10	Gain from Form 4797, Part I . . . . .	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	11	( )
12	Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►	12	1,740,061.

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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

<b>Part III</b> <b>Summary of Parts I and II</b> <b>Caution: Read the instructions before completing this part</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13 Net short-term gain or (loss) . . . . .	13			
14 Net long-term gain or (loss):	14a			1,740,061.
a Total for year . . . . .	14b			
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	14c			
c 28% rate gain . . . . .	15			1,740,061.
<b>15 Total net gain or (loss). Combine lines 13 and 14a</b> . . . . . ►				

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

<b>Part IV</b> <b>Capital Loss Limitation</b>	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 . . . . .	16 ( )
<b>Note:</b> If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the <b>Capital Loss Carryover Worksheet</b> on page 7 of the instructions to figure your capital loss carryover.	

#### **Part V** **Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17			
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19			
20 Add lines 18 and 19 . . . . .	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21			
22 Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	22			
23 Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	23			
24 Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24			
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	25			
26 Subtract line 25 from line 24 . . . . .	26			
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28			
29 Subtract line 28 from line 27 . . . . .	29			
30 Multiply line 29 by 15% (15) . . . . .	30			
31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31			
32 Add lines 30 and 31 . . . . .	32			
33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34			

Schedule D (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

**Employer identification number**

LARRY ROBBINS FOUNDATION

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 1,740,061.

**Schedule D-1 (Form 1041) 2010**

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## LARRY ROBBINS FOUNDATION

EIN 26-1577841

## ATTACHMENT TO 2010 FORM 990PF, SCHEDULE OF CAPITAL GAIN / LOSS

Name	Date Acq	Date Sold	Shares	Share Type	Cost Basis	Gross Proceeds	Gain/(Loss)
Glenview Capital Partners	Various	9/1/2010	112,880,035	Series BB/21E	(112,880)	112,500	(380)
Glenview Capital Partners	Various	12/1/2010	439,517,5890	Series BB/21E	(439,518)	486,107	46,589
Glenview Capital Partners	Various	12/1/2010	1,530,2720	Series BB/21E	(1,530)	1,692	162
Glenview Capital Partners	Various	12/1/2010	11,031,6300	Series BB/21E	(11,032)	12,201	1,169
GCM Little Arbor Partners	Various	1/4/2010	277,117,6700	Series BB/11E	(277,118)	300,000	22,882
GCM Little Arbor Partners	Various	9/1/2010	21,421,4340	Series BB/11E	(21,421)	25,000	3,579
GCM Little Arbor Partners	Various	12/1/2010	40,212,3400	Series BB/11E	(40,212)	50,000	9,788
Glenview Offshore Opportunity	Various	1/1/2010	932,942,7000	BM/1	(932,943)	1,800,000	867,057
Glenview Offshore Opportunity	Various	9/1/2010	56,701,9460	BM/1	(56,702)	112,500	55,798
Glenview Offshore Opportunity	Various	12/1/2010	550,583,7900	BM/1	(550,584)	1,284,000	733,416

Total Capital Gain/(Loss) (2,443,939) 4,184,000 1,740,061