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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

12/01, 2010, and ending

11/30, 2011

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

THE WARBURG PINCUS FOUNDATION

A Employer identification number

13-4148834

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

Room/suite

B Telephone number (see page 10 of the instructions)

450 LEXINGTON AVENUE

32ND FL

(212) 878-0653

City or town, state, and ZIP code

NEW YORK, NY 10017

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

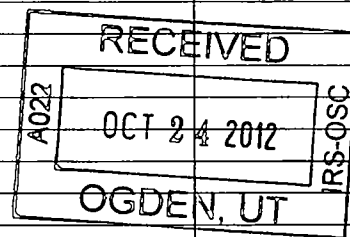
☐ Other (specify)

16) \$ 4,160,229.

(Part I, column (d) must be on cash basis)

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	6,155,300.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,681.	2,681.		ATCH 1
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	438,028.			
b Gross sales price for all assets on line 6a	3,931,078.			
7 Capital gain net income (from Part IV, line 2)		2,877,546.		
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	6,596,009.	2,880,227.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	60,000.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3.	390.	165.		
24 Total operating and administrative expenses. Add lines 13 through 23	60,390.	165.		
25 Contributions, gifts, grants paid	2,260,269.			2,260,269.
26 Total expenses and disbursements. Add lines 24 and 25	2,320,659.	165.		2,260,269.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	4,275,350.			
b Net investment income (if negative, enter -0-)		2,880,062.		
c Adjusted net income (if negative, enter -0-)				



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

JSA ** ATCH 2

Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	739,129.	3,252,229.	3,252,229.
	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) ATCH 4	0.	1,762,250.	908,000.
	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)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	739,129.	5,014,479.	4,160,229.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	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	739,129.	5,014,479.	
	30 Total net assets or fund balances (see page 17 of the instructions)	739,129.	5,014,479.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	739,129.	5,014,479.	

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	739,129.
2 Enter amount from Part I, line 27a	2	4,275,350.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,014,479.
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	5,014,479.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,877,546.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,320,551.	1,060,295.	2.188590
2008	2,456,112.	329,353.	7.457385
2007	1,013,026.	733,469.	1.381144
2006	62,698.	182,935.	0.342734
2005	95,336.	254,044.	0.375274
2 Total of line 1, column (d)			2 11.745127
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 2.349025
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 3,059,882.
5 Multiply line 4 by line 3			5 7,187,739.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28,801.
7 Add lines 5 and 6			7 7,216,540.
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 2,260,269.

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		1	57,601.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <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	
3 Add lines 1 and 2		3	57,601.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	57,601.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	32,055.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	41,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	73,055.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	124.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,330.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 15,330. Refunded <input type="checkbox"/>	11		

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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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	
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"/> 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

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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? Website address ▶ NOT APPLICABLE	13	X	
14	The books are in care of ▶ TIM CURT Telephone no ▶ 212-878-6121 Located at ▶ 450 LEXINGTON AVE NEW YORK, NY ZIP + 4 ▶ 10017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> 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? 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 ▶	16	Yes	No X

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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

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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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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
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

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 5		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.
		0

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 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	
Total. Add lines 1 through 3	

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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	1,313,523.
b	Average of monthly cash balances	1b	1,792,956.
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	3,106,479.
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	3,106,479.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	46,597.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,059,882.
6	Minimum investment return. Enter 5% of line 5	6	152,994.

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	152,994.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	57,601.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	57,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	95,393.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	95,393.
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	95,393.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,260,269.
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	2,260,269.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,260,269.

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				95,393.
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	95,336.			
b From 2006	62,698.			
c From 2007	1,013,026.			
d From 2008	2,456,433.			
e From 2009	2,320,551.			
f Total of lines 3a through e	5,948,044.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,260,269.				
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) <i>See</i>	2,260,269.			
d Applied to 2010 distributable amount <i>(with 5A)</i>	0.			
e Remaining amount distributed out of corpus	95,393.			95,393.
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:	8,112,920.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	8,112,920.			
10 Analysis of line 9				
a Excess from 2006	62,698.			
b Excess from 2007	1,013,026.			
c Excess from 2008	2,456,433.			
d Excess from 2009	2,320,551.			
e Excess from 2010	2,260,212.			

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

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)

	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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ 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	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
Name and address (home or business)				
a Paid during the year ATTACHMENT 6				
Total			▶ 3a	2,260,269.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part VII-A Analysis of income-producing activities		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
Enter gross amounts unless otherwise indicated		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,681.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	438,028.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				440,709.	
13	Total. Add line 12, columns (b), (d), and (e)					440,709.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2010

Name of the organization

THE WARBURG PINCUS FOUNDATION

Employer identification number

13-4148834

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (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 THE WARBURG PINCUS FOUNDATION

Employer identification number
13-4148834**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$ 2,216,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$ 938,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	WARBURG PINCUS & CO. 450 LEXINGTON AVE NEW YORK, NY 10017	\$ 684,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE WARBURG PINCUS FOUNDATION

Employer identification number
13-4148834**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	WARBURG PINCUS & CO. 450 LEXINGTON AVE NEW YORK, NY 10017	\$ 823,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	WARBURG PINCUS & CO. 450 LEXINGTON AVE NEW YORK, NY 10017	\$ 591,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE WARBURG PINCUS FOUNDATION

Employer identification number
13-4148834**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
4	40,000 SHARES OF POLYPORE INT'L INC	\$ 2,216,800.	03/03/2011
6	10,000 SHARES POLYPORE INT'L INC	\$ 684,950.	05/27/2011
7	25,000 SHARES INTERMUNE, INC	\$ 823,625.	06/13/2011
8	10,000 SHARES POLYPORE INT'L INC	\$ 591,300.	06/14/2011
		\$	
		\$	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU MERRILL LYNCH	2,681.	2,681.
TOTAL	<u>2,681.</u>	<u>2,681.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX ON INV. INCOME	60,000.
TOTALS	<u>60,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKERS MANAGEMENT FEE	165.	165.
LAW JOURNAL AD	125.	
FILING FEE	100.	
TOTALS	<u>390.</u>	<u>165.</u>

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTERMUNE INC.	0.	1,762,250.	908,000.
TOTALS	<u>0.</u>	<u>1,762,250.</u>	<u>908,000.</u>

THE WARBURG PINCUS FOUNDATION

13-4148834

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SCOTT ARENARE 450 LEXINGTON AVENUE 32ND FL NEW YORK, NY 10017	SECRETARY/DIRECTOR 2.00	0.	0.	0.
CHARLES KAYE 450 LEXINGTON AVENUE 32ND FL NEW YORK, NY 10017	CO-PRESIDENT/DIRECTOR 1.50	0.	0.	0.
JOSEPH LANDY 450 LEXINGTON AVENUE 32ND FL NEW YORK, NY 10017	CO-PRESIDENT/DIRECTOR 1.50	0.	0.	0.
STEVE G. GLENN 450 LEXINGTON AVENUE 32ND FL NEW YORK, NY 10017	ASSISTANT TREASURER/DIRECTOR 1.50	0.	0.	0.
TIMOTHY J. CURT 450 LEXINGTON AVENUE 32ND FL NEW YORK, NY 10017	TREASURER/DIRECTOR 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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)	
3,931,078.		POLYPORE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 1,053,532.				D	05/13/2004 2,877,546.	VARIOUS
TOTAL GAIN (LOSS)							<u>2,877,546.</u>	

FEDERAL FOOTNOTES

PART XIII LINE 4(C) THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG.
SEC. 53.4942 (A)-3(D)(2) TO APPLY ALL OF THE 2010 QUALIFYING
DISTRIBUTIONS TO CORPUS.

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

ATTACHMENT 6

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED

NONE

170 (B) (1) (A)

VARIOUS CHARITABLE PURPOSES INCLUDING BUT NOT
LIMITED TO MEDICAL, EDUCATIONAL, HUMANITARIAN,
ETC

2,260,269.

ATTACHMENT 6A

TOTAL CONTRIBUTIONS PAID

2,260,269

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **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).**

OMB No 1545-0092

2010

Name of estate or trust

THE WARBURG PINCUS FOUNDATION

Employer identification number

13-4148834

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 2,877,546.
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 2,877,546.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		2,877,546.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,877,546.

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**, as necessary.

Part IV Capital Loss Limitation	
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 ()

Note: 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 **Capital Loss Carryover Worksheet** 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	
<ul style="list-style-type: none"> • 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

Employer identification number

13-4148834

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	POLYPORE INTERNATIONAL INC	05/13/2004	VARIOUS	3,931,078.	1,053,532.	2,877,546.
6b Total.	Combine the amounts in column (f). Enter here and on Schedule D, line 6b					2,877,546

PAID DATE	NAME OF ORGANIZATION	ADDRESS OF ORGANIZATION	CITY/STATE OF ORGANIZATION	AMOUNT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION
12/01/10	Boy Scouts of America	1325 West Walnut Hill Lane	Irving, TX 75015-2079	\$ 65,000	170(B)(1)(A)	Charity
12/01/10	Columbia University Medical Center	630 West 168th Street	New York, NY 10032	\$ 66,478	170(B)(1)(A)	Charity
12/01/10	Gillen Brewer School	810 East 92nd St	New York, NY 10128	\$ 12,500	170(B)(1)(A)	Charity
12/01/10	Whitney Museum of American Art	945 Madison Avenue	New York, NY 10021	\$ 20,000	170(B)(1)(A)	Charity
12/01/10	Warren Land Trust	140 Town Hill Road	Warren, CT 06754	\$ 6,000	170(B)(1)(A)	Charity
12/01/10	Beth Israel Hospital	555 West 57th Street, 18th Fl	New York, NY 10019	\$ 20,000	170(B)(1)(A)	Charity
12/01/10	Children For Children	6 East 43rd Street	New York, NY 10017	\$ 10,000	170(B)(1)(A)	Charity
12/01/10	"ASAP" After School Arts Program	PO Box 15	Washington Depot, CT 06794	\$ 2,000	170(B)(1)(A)	Charity
12/01/10	Harlem Children's Zone	35 East 125th Street	New York, NY 10035	\$ 5,000	170(B)(1)(A)	Charity
12/01/10	Partners in Health	888 Commonwealth Ave., 3rd Fl	Boston, MA 02215	\$ 5,000	170(B)(1)(A)	Charity
12/01/10	Juvenile Diabetes Research Foundation	200 Connecticut Avenue 5H	Norwalk, CT 06854	\$ 5,000	170(B)(1)(A)	Charity
12/01/10	The School of American Ballet	70 Lincoln Center Plaza	New York, NY 10023	\$ 16,500	170(B)(1)(A)	Charity
12/01/10	Center for the Advanced Study of India	3600 Market St. Suite 560	Philadelphia, PA 19104	\$ 20,000	170(B)(1)(A)	Charity
12/01/10	American Friends of the British Museum	6 West 48th Street, 10th Fl	New York, NY 10036	\$ 3,000	170(B)(1)(A)	Charity
12/01/10	Ummeed Child Development Fund	218 Harvard Street	Quincy, MA 02170-2523	\$ 4,000	170(B)(1)(A)	Charity
12/01/10	The Wharton School University of Pennsylvania	3451 Walnut St., 433 Franklin Bldg	Philadelphia, PA 19104	\$ 2,500	170(B)(1)(A)	Charity
12/02/10	Boy Scouts of America	1325 West Walnut Hill Lane	Irving, TX 75015-2079	\$ 55,000	170(B)(1)(A)	Charity
12/02/10	Grave 2 Asia	PO Box 193223, 465 California St, Suite 806	San Francisco, CA 94119-3223	\$ 333,250	170(B)(1)(A)	Charity
12/03/10	Multiple Myeloma Research Foundation	383 Main Avenue, 5th Fl	Norwalk, CT 06851	\$ 32,500	170(B)(1)(A)	Charity
12/03/10	Operation Homefront of New York & New Jersey	678 Aaron Ct.	Kingston, NY 12401	\$ 30,000	170(B)(1)(A)	Charity
12/03/10	Good Shephard Services	305 Seventh Avenue	New York, NY 10001	\$ 22,800	170(B)(1)(A)	Charity
12/03/10	Robin Hood Foundation	826 Broadway, 9th Fl	New York, NY 10003	\$ 10,000	170(B)(1)(A)	Charity
12/03/10	Harvard Management Company	600 Atlantic Avenue	Boston, MA 02210	\$ 60,000	170(B)(1)(A)	Charity
12/03/10	National Center for Missing & Exploited Children	Charles B. Wang Int'l Children's Bldg., 699 Prince St	Alexandria, VA 22314	\$ 11,000	170(B)(1)(A)	Charity
12/03/10	Student Sponsor Partners	286 Madison Avenue, Suite 1601	New York, NY 10017	\$ 1,400	170(B)(1)(A)	Charity
12/03/10	Nonprofit Enterprise Self Sustainability Team	4401 Tahoma Lane	Turlock, CA 95382	\$ 20,000	170(B)(1)(A)	Charity
12/03/10	Jewish Board of Family & Children Services	135 West 50th Street	New York, NY 10020	\$ 24,000	170(B)(1)(A)	Charity
12/03/10	Mothers 2 Mothers	7441 W. Sunset Blvd, Suite 205	Los Angeles, CA 90046	\$ 7,500	170(B)(1)(A)	Charity
12/03/10	Safe Horizon	2 Lafayette Street, 3rd Fl	New York, NY 10007	\$ 7,500	170(B)(1)(A)	Charity
12/03/10	Gillen Brewer School	410 East 92nd Street	New York, NY 10128	\$ 2,500	170(B)(1)(A)	Charity
12/03/10	Himalayan Cataract Project	PO Box 55	Waterbury, VT 05676	\$ 10,000	170(B)(1)(A)	Charity
12/03/10	Doctors Without Borders	PO Box 5030	Hagerstown, MD 21741	\$ 10,000	170(B)(1)(A)	Charity
12/03/10	The Children's Fund for GSD Research	917 Bethany Mountain Road	Cheshire, CT 06410	\$ 10,000	170(B)(1)(A)	Charity
12/03/10	CARE-Emerging Needs Fund	39 West 39th Street, 3rd fl	New York, NY 10018	\$ 4,000	170(B)(1)(A)	Charity
12/03/10	South County Hospital	100 Kenyon Avenue	Wakefield, RI 02879	\$ 2,000	170(B)(1)(A)	Charity
12/03/10	Friends of South Ferry Church	c/o SM Capital Management, 1 Financial Ctr, 24th fl	Boston, MA 02111	\$ 1,000	170(B)(1)(A)	Charity
12/03/10	Asia Society	725 Park Avenue	New York, NY	\$ 40,000	170(B)(1)(A)	Charity
12/08/10	Greenwich Academy	200 N. Maple Street	Greenwich, CT 06830	\$ 1,000	170(B)(1)(A)	Charity
12/08/10	Harvard Law School	124 Mt. Auburn Street	Cambridge, MA 02138	\$ 625	170(B)(1)(A)	Charity
01/12/11	Fordham University	888 7th Avenue, 7th Fl	New York, NY 10102-2138	\$ 1,000	170(B)(1)(A)	Charity
01/12/11	Cornell University	130 E. Seneca Street, #400	Ithaca, NY 14853	\$ 2,500	170(B)(1)(A)	Charity
01/12/11	Living Water Christian School	PO Box 259-PH	Big Laurel, Kentucky 40808	\$ 250	170(B)(1)(A)	Charity
01/12/11	Trust for Public Land	202 Tremont Street	Chattanooga, TN 37405	\$ 7,500	170(B)(1)(A)	Charity
01/12/11	Signal Mountain Social Services	633 Mississippi Avenue	Signal Mountain, TN 37377	\$ 7,500	170(B)(1)(A)	Charity
01/12/11	Tennessee River Gorge Trust	535 Chestnut Street, Suite 214	Chattanooga, TN 37402	\$ 7,500	170(B)(1)(A)	Charity
01/12/11	Hunter Museum of American Art	10 Bluff View Avenue	Chattanooga, TN 37403	\$ 7,500	170(B)(1)(A)	Charity
01/12/11	Public Education Foundation	3360 West Sahara, Suite 160	Las Vegas, NV 89102	\$ 7,500	170(B)(1)(A)	Charity
01/12/11	St John's Lutheran School	663 Manor Road	Staten Island, NY 10314	\$ 500	170(B)(1)(A)	Charity
01/12/11	The University of Connecticut Foundation Inc	2390 Alumni Drive, Unit 3206	Storrs, CT 06269-3206	\$ 2,500	170(B)(1)(A)	Charity
01/12/11	Vanety Child Learning Center	47 Humphrey Drive	Syosset, NY 11791	\$ 2,500	170(B)(1)(A)	Charity
01/12/11	South Asian Youth Action	54-5 Seabury Street	Elmhurst, NY 11373	\$ 2,500	170(B)(1)(A)	Charity
02/04/11	Lincoln Center Theatre	150 West 65th Street	New York, NY 10023	\$ 75,000	170(B)(1)(A)	Charity
02/04/11	USA Water Polo	2124 Main Street, Suite 24D	Huntington Beach, CA 92648	\$ 2,000	170(B)(1)(A)	Charity
02/04/11	American Red Cross-Greenwich CT Chapter	99 Indian Field Road	Greenwich, CT 06830	\$ 2,000	170(B)(1)(A)	Charity
02/04/11	Global Partnership for Afghanistan	PO Box 1237	New York, NY 10036	\$ 20,000	170(B)(1)(A)	Charity
02/04/11	Memorial Sloan Kettering Cancer Center	Cycle for Survival, 633 Third Ave. 28th Fl	New York, NY 10017	\$ 1,000	170(B)(1)(A)	Charity
02/04/11	Rumson Education Foundation	PO Box 395	Rumson, NJ 07760	\$ 250	170(B)(1)(A)	Charity
02/04/11	University of Michigan-Gifts & Records	3003 South State St., Suite 8000	Ann Arbor, MI 48109	\$ 500	170(B)(1)(A)	Charity
02/04/11	Collegiate School	241 W. 77th Street	New York, NY 10024	\$ 2,001	170(B)(1)(A)	Charity
02/04/11	New York Presbyterian Fund Inc	525 East 68th Street	New York, NY 10065	\$ 150,000	170(B)(1)(A)	Charity
02/14/11	Asia Society	725 Park Avenue	New York, NY	\$ 50,000	170(B)(1)(A)	Charity
02/14/11	Cranbrook	39221 Woodward Avenue, PO Box 801	Bloomfield, MI 48303	\$ 2,500	170(B)(1)(A)	Charity
02/14/11	Duke University-School of Law	PO Box 90581	Durham, NC 27708	\$ 2,500	170(B)(1)(A)	Charity
02/15/11	Lincoln Center Theater	150 West 65th Street	New York, NY 10023	\$ 100,000	170(B)(1)(A)	Charity
02/15/11	Autism Speaks	1 East 33rd Street, 4th Fl	New York, NY 10016	\$ 15,000	170(B)(1)(A)	Charity

ATTACHMENT 6A (Pg 1 of 2)

6A

PAID DATE	NAME OF ORGANIZATION	ADDRESS OF ORGANIZATION	CITY/STATE OF ORGANIZATION	AMOUNT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION
02/15/11	Council on Foreign Relations	The Harold Pratt House, 58 East 68th Street	New York, NY 10065	\$ 1,000	170(B)(1)(A)	Charity
03/17/11	The American Council on Germany	14 East 60th Street, Suite 1000	New York, NY 10022	\$ 200	170(B)(1)(A)	Charity
03/17/11	USA Water Polo	2124 Main Street, Suite 24D	Huntington Beach, CA 92648	\$ 25,000	170(B)(1)(A)	Charity
04/13/11	New York Botanical Garden	200th Street & Kazimiroff Blvd	Bronx, NY 10458	\$ 25,000	170(B)(1)(A)	Charity
04/13/11	The Asia Foundation	465 California St, 9th Fl	San Francisco, CA 94104	\$ 5,000	170(B)(1)(A)	Charity
04/13/11	The American Society of International Law	2223 Massachusetts Avenue, NW	Washington, DC 20008	\$ 4,000	170(B)(1)(A)	Charity
04/13/11	Friends of Hudson River Park	311 West 43rd Street, Suite 300	New York, NY 10036	\$ 5,000	170(B)(1)(A)	Charity
04/13/11	The Caedmon School	416 East 80th Street	New York, NY 10075	\$ 2,500	170(B)(1)(A)	Charity
04/13/11	University of Virginia	914 Emmet Street, Box 400127	Charlottesville, VA 22903	\$ 1,250	170(B)(1)(A)	Charity
05/26/11	Community Fund of Bronxville	17 Sagamore Road	Bronxville, NY 10708	\$ 5,000	170(B)(1)(A)	Charity
06/06/11	The Avon Foundation for Women	1345 Avenue of the Americas	New York, NY 10105-0196	\$ 500	170(B)(1)(A)	Charity
06/06/11	SPHS Alumni Association	1300 SW 54th Avenue	Plantation, FL 33317	\$ 2,500	170(B)(1)(A)	Charity
06/06/11	Concordia Conservatory	171 White Plains Road	Bronxville, NY 10708	\$ 10,000	170(B)(1)(A)	Charity
06/20/11	The Flea Theatre	41 White Street	New York, NY 10013	\$ 25,000	170(B)(1)(A)	Charity
06/21/11	Friends Academy	270 Duck Pond Road	Locust Valley, NY 11560	\$ 250	170(B)(1)(A)	Charity
06/21/11	University of Pennsylvania	3451 Walnut St., 433 Franklin Bldg	Philadelphia, PA 19104	\$ 750	170(B)(1)(A)	Charity
06/21/11	Horace Mann School	231 West 246th Street	Bronx, NY 10471	\$ 1,250	170(B)(1)(A)	Charity
06/28/11	Dartmouth College	6066 Development Office	Hanover, NH 03755	\$ 2,500	170(B)(1)(A)	Charity
06/28/11	Duke University	PO Box 90581	Durham, NC 27708	\$ 500	170(B)(1)(A)	Charity
06/28/11	The Trustees of the University of Pennsylvania	3451 Walnut St., 433 Franklin Bldg	Philadelphia, PA 19104	\$ 300	170(B)(1)(A)	Charity
06/28/11	Choate Rosemary Hall	333 Christian Street	Wallingford, CT 06492	\$ 2,500	170(B)(1)(A)	Charity
06/28/11	American Academy in Rome	7 East 60th Street	New York, NY 10022	\$ 34,000	170(B)(1)(A)	Charity
07/12/11	Collegiate College	241 W 77th Street	New York, NY 10024	\$ 2,500	170(B)(1)(A)	Charity
07/12/11	Science Education Center	349 N Maple Avenue	Greenwich, CT 06830	\$ 500	170(B)(1)(A)	Charity
07/12/11	Asia Society	725 Park Avenue	New York, NY 10021	\$ 100,000	170(B)(1)(A)	Charity
07/13/11	Chaminade High School	340 Jackson Avenue	Mineola, NY 11501	\$ 500	170(B)(1)(A)	Charity
07/13/11	Passage to Excellence	1 Fisher Court	White Plains, NY 10604	\$ 1,000	170(B)(1)(A)	Charity
08/01/11	Minot Area Community Fund	15 Second Avenue SW, Suite 102	Minot, ND 58701	\$ 2,500	170(B)(1)(A)	Charity
08/01/11	New American Foundation	1899 L Street NW, Suite 400	Washington, DC 20036	\$ 75,000	170(B)(1)(A)	Charity
08/01/11	NY Pace	347 5th Avenue, Suite 703	New York, NY 10016	\$ 10,000	170(B)(1)(A)	Charity
08/01/11	Trinitas Health Foundation	PO Box 259	Elizabeth, NJ 07207	\$ 150,000	170(B)(1)(A)	Charity
08/01/11	Trustees of the University of Pennsylvania	3451 Walnut St., 433 Franklin Bldg	Philadelphia, PA 19104	\$ 2,500	170(B)(1)(A)	Charity
09/06/11	Manhasset Women's Coalition Against Breast	PO Box 1007	Manhasset, NY 11030	\$ 10,000	170(B)(1)(A)	Charity
09/06/11	Schenectady City School District	PO 3956	Schenectady, NY 12303	\$ 500	170(B)(1)(A)	Charity
09/06/11	Alzheimer's Association Long Island Chapter	45 Park Avenue	Bay Shore, NY 11706	\$ 500	170(B)(1)(A)	Charity
09/06/11	West Point End - Class of 1971	698 Mills Road	West Point, NY 10996	\$ 2,000	170(B)(1)(A)	Charity
09/09/11	Concordia Conservatory of Music	171 White Plains Road	Bronxville, NY 10708	\$ 65,000	170(B)(1)(A)	Charity
09/16/11	Lawrence Hospital Center	55 Palmer Avenue	Bronxville, NY 10708	\$ 5,000	170(B)(1)(A)	Charity
09/16/11	Memorial Sloan-Kettering Cancer Center	445 Park Avenue, 7th Fl	New York, NY 10022	\$ 1,000	170(B)(1)(A)	Charity
09/16/11	National Parks Foundation	1201 Eye Street, NW Suite 550B	Washington, DC 20005	\$ 30,000	170(B)(1)(A)	Charity
09/16/11	American Friends of the British Museum	6 West 48th Street, 10th Fl	New York, NY 10036	\$ 3,000	170(B)(1)(A)	Charity
09/16/11	Franklin & Marshall College	PO Box 3003	Lancaster, PA 17604	\$ 1,787	170(B)(1)(A)	Charity
09/23/11	Gillen Brewer School	810 East 92nd St.	New York, NY 10128	\$ 10,000	170(B)(1)(A)	Charity
09/23/11	Good Shepherd Services	305 Seventh Avenue, 9th Fl	New York, NY 10001	\$ 50,000	170(B)(1)(A)	Charity
09/23/11	Wesleyan University	70 Wyllys Avenue	Middletown, CT 06459	\$ 2,500	170(B)(1)(A)	Charity
10/03/11	Friends of Cancer Research	1800 M Street NW, Suite 1050 South	Washington, DC 20036	\$ 33,333	170(B)(1)(A)	Charity
10/03/11	Albany Fund for Education	PO Box 3110	Albany, NY 12203	\$ 500	170(B)(1)(A)	Charity
10/14/11	Kaufman Center	129 West 67th Street	New York, NY 10023	\$ 20,000	170(B)(1)(A)	Charity
10/28/11	BuildOn	PO Box 16741	Stamford, CT 06905	\$ 15,000	170(B)(1)(A)	Charity
10/28/11	Resources for the Future	1616 P Street NW	Washington, DC 20036	\$ 25,798	170(B)(1)(A)	Charity
10/28/11	National Center for Missing & Exploited	Charles B Wang Int'l Children's Bldg., 699 Prince St	Alexandria, VA 22314	\$ 5,000	170(B)(1)(A)	Charity
11/04/11	Juvenile Diabetes Research Foundation	432 Park Avenue S -15th Fl	New York, NY 10016	\$ 20,000	170(B)(1)(A)	Charity
11/11/11	Center for the Advanced Study of India	3600 Market St. Suite 560	Philadelphia, PA 19104	\$ 4,000	170(B)(1)(A)	Charity
11/11/11	Resources for the Future	1616 P Street NW	Washington, DC 20036	\$ 25,798	170(B)(1)(A)	Charity
				TOTAL	\$ 2,260,269	

ATTACHMENT 6A (Pg 2 of 2)

THE WARBURG PINCUS FOUNDATION - EIN 13-4148834 FYE = 11-30-2011

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

(a) Description	(b) P-Purchase D-Donation	© Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Deprec Cost per Books	(h) Gain or (Loss)	Tax Basis Cost	Gain (Loss) per Books	Adjustment	ST/LT
40,000 POLYPORE INTERNATIONAL INC			VARIOUS	\$ 2,725,387	\$ 2,216,800	\$ 508,587	\$ 690,126	\$ 2,035,261	\$ (1,526,674)	LT
20,000 POLYPORE INTERNATIONAL INC			VARIOUS	\$ 1,205,691	\$ 1,276,250	\$ (70,559)	\$ 363,406	\$ 842,286	\$ (912,845)	LT
TOTAL				\$ 3,931,078	3,493,050	438,028	1,053,532	2,877,547	(2,439,519)	
	6910	4 92	33997 2							
	1990	51 07	101629 3							
	550	37 42	20581							
	550	36 02	19811							
	6910	4 92	33997 2							
	1990	51 07	101629 3							
	550	48 09	26449 5							
	550	46 02	25311							
			363405 5							

STATE OF NEW YORK

County of New York, S:

THE ANNUAL RETURN
OF THE WAHBURG PIN-
CUS FOUNDATION for
the November 30, year end-
ed 2011 is available at its
principal office located at
450 Lexington Avenue,
33rd Fl., New York, NY
10017 for inspection during
regular business hours by
any citizen who requests it
within 180 days hereof.
Principal Manager of the
Foundation is TIMOTHY
CURT
1853976

m19

Jennifer Hanrahey, being duly sworn, says that she is the
PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW
JOURNAL**, a Daily Newspaper; that the Advertisement hereto
annexed has been published in the said **NEW YORK LAW
JOURNAL** *one time* on the 19th day of March, 2012.

TO WIT : MARCH 19, 2012

SWORN BEFORE ME, this 19th day
Of March, 2012.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015