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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE SKADDEN FOUNDATION		A Employer identification number 13-3455231
Number and street (or P O box number if mail is not delivered to street address) 360 HAMILTON AVENUE		B Telephone number (see instructions) (212) 735-2956
City or town, state, and ZIP code WHITE PLAINS, NY 10601-1811		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☒	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 9,588,665.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	6,470,927.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,680.	5,680.		
4	Dividends and interest from securities	121,245.	121,245.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 19	13,057.			
b	Gross sales price for all assets on line 6a	3,524,674.			
7	Capital gain net income (from Part IV, line 2)		13,057.		
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	6,610,909.	139,982.		
13	Compensation of officers, directors, trustees, etc	314,833.			314,833.
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 instructions)	2,024.			24.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	147,875.			121,514.
22	Printing and publications	63,159.			33,633.
23	Other expenses (attach schedule) ATCH 2	23,760.	3,053.		17,269.
24	Total operating and administrative expenses. Add lines 13 through 23	551,651.	3,053.		487,273.
25	Contributions, gifts, grants paid	3,477,658.			3,477,658.
26	Total expenses and disbursements. Add lines 24 and 25	4,029,309.	3,053.		3,964,931.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,581,600.			
b	Net investment income (if negative, enter -0-)		136,929.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	83,174.	12,744.	12,744.	
	2 Savings and temporary cash investments	3,413,617.	6,031,426.	6,031,426.	
	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 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. 3 .	84,110.	9,274.	9,274.	
	c Investments - corporate bonds (attach schedule) ATCH. 4 .	3,372,762.	3,535,221.	3,535,221.	
	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)	6,953,663.	9,588,665.	9,588,665.		
Liabilities	17 Accounts payable and accrued expenses	32,507.	61,325.		
	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)	32,507.	61,325.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	6,610,305.	7,192,766.		
	25 Temporarily restricted	310,851.	2,334,574.		
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds . .				
	30 Total net assets or fund balances (see instructions)	6,921,156.	9,527,340.		
31 Total liabilities and net assets/fund balances (see instructions)	6,953,663.	9,588,665.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,921,156.
2 Enter amount from Part I, line 27a	2	2,581,600.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 5</u>	3	24,584.
4 Add lines 1, 2, and 3	4	9,527,340.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,527,340.

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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					
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) 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			
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		
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 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 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))
2010	3,993,432.	6,895,932.	0.579100
2009	4,200,126.	5,638,031.	0.744963
2008	4,060,411.	4,484,219.	0.905489
2007	3,619,134.	4,348,097.	0.832349
2006	3,209,275.	4,491,180.	0.714573
2 Total of line 1, column (d)			2 3.776474
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.755295
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,670,295.
5 Multiply line 4 by line 3			5 5,038,040.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,369.
7 Add lines 5 and 6			7 5,039,409.
8 Enter qualifying distributions from Part XII, line 4			8 3,964,931.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,739.
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	2,739.
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	2,739.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,133.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,133.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	394.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 394. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► WWW.SKADDENFELLOWSHIPS.ORG				
14	The books are in care of ► CHRIS FULTON Telephone no ► 914-750-3460			
Located at ► 360 HAMILTON AVE WHITE PLAINS, NY ZIP + 4 ► 10601				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	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 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 instructions)? **5b** ☐ Yes ☒ NoOrganizations 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? **ATTACHMENT. 6.** ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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 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 7		314,833.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 8		314,833.

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

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 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 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 instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,474,680.
b	Average of monthly cash balances	1b	3,297,193.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,771,873.
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	
3	Subtract line 2 from line 1d	3	6,771,873.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,578.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,670,295.
6	Minimum investment return. Enter 5% of line 5	6	333,515.

Part XI Distributable Amount (see 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	333,515.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,739.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,739.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	330,776.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	330,776.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	330,776.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,964,931.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,964,931.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,964,931.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				330,776.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 3,212,818.				
b From 2007 3,621,146.				
c From 2008 4,063,034.				
d From 2009 4,247,331.				
e From 2010 3,608,491.				
f Total of lines 3a through e	18,752,820.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,964,931.				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				330,776.
e Remaining amount distributed out of corpus . .	3,634,155.			
5 Excess distributions carryover applied to 2011 . (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	22,386,975.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	3,212,818.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	19,174,157.			
10 Analysis of line 9				
a Excess from 2007 . . . 3,621,146.				
b Excess from 2008 . . . 4,063,034.				
c Excess from 2009 . . . 4,247,331.				
d Excess from 2010 . . . 3,608,491.				
e Excess from 2011 . . . 3,634,155.				

Part XIV Private Operating Foundations (see 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 2011, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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))

JOSEPH FLOM & ROBERT SHEEHAN

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 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

ATTACHMENT 9

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

SEE ATTACHED APPLICATION

c Any submission deadlines

ANNUALLY IN OCTOBER

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

SEE ATTACHED APPLICATION

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> ATTACHMENT 10				
Total			▶ 3a	3,477,658.
b <i>Approved for future payment</i> ATTACHMENT 11				
Total			▶ 3b	5,945,140.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	5,680.	
4 Dividends and interest from securities				14	121,245.	
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	13,057.	
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)					139,982.	
13 Total. Add line 12, columns (b), (d), and (e)					13	139,982.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

Employer identification number

13-3455231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS ALLINGHAM II ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	RAND APRIL 300 SOUTH GRAND AVENUE, SUITE 3400 LOS ANGELES, CA 90071-3144	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	MARGARET BROWN ONE BEACON STREET BOSTON, MA 02108-3194	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	ALEC CHANG 525 UNIVERSITY AVENUE, SUITE 1100 PALO ALTO, CA 94301	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	MARK CHEHI ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	ANTHONY CLARK ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SUSAN CURTIS 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	DANIEL DEVITO 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	BRIAN DUWE 155 NORTH WACKER DRIVE CHICAGO, IL 60606-1720	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	HILARY FOULKES AN DER WELLE 3, 60322 FRANKFURT AM MAIN FED. REP. OF GERMANY,	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	WILLIAM FRANK 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	DAVID FRIEDMAN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	KENNETH GIDEON 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	FRANKLIN GITTES 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	DAVID HANSEN 525 UNIVERSITY AVENUE, SUITE 1100 PALO ALTO, CA 94301	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	JULIA KAZAKS 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
17	ANDREW KENOE 155 NORTH WACKER DRIVE CHICAGO, IL 60606-1720	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	MARTIN KLEPPER 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

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13-3455231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	LEA HABER KUCK 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
20	JONATHAN LERNER 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
21	NANCY LIEBERMAN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
22	CHRISTOPHER MALLOY 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
23	RICHARD MARMARO 300 SOUTH GRAND AVENUE, SUITE 3400 LOS ANGELES, CA 90071-3144	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
24	J. GREGORY MILMOE 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	HAROLD MOORE 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
26	THOMAS NOLAN 300 SOUTH GRAND AVENUE, SUITE 3400 LOS ANGELES, CA 90071-3144	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
27	ROBERT PINCUS ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
28	MATTHEW ROSEN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
29	ROBERT SAUNDERS ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
30	WILLIAM SCHERMAN 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number
13-3455231**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	PETER SIMSHAUSER ONE BEACON STREET BOSTON, MA 02108-3194	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
32	AUDREY SOKOLOFF ISUMI GARDEN TOWER, 21ST FLOOR 1-6-1 ROP MINATO-KU, 106-6021	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
33	KAREN VALIHURA ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
34	EDWARD WELCH ONE RODNEY SQUARE WILMINGTON, DE 19801	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
35	ROBERT ZIMET 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
36	MITSUHIRO KAMIYA ISUMI GARDEN TOWER, 21ST FLOOR 1-6-1 ROP MINATO-KU, 106-6021	\$ 7,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization THE SKADDEN FOUNDATION

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	BRUCE BUCK 40 BANK STREET, CANARY WHARF LONDON E14 5DS,	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
38	ARMAND GRUMBERG 68, RUE DU FAUBOURG SAINT-HONORE 75008 PARIS,	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
39	RICHARD ALDRICH, JR. AV. BRIGADEIRO FARIA LIMA, 3311/7 04538-132 SAO PAULO SP,	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
40	PETER ATKINS 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
41	HSBC BANK USA, NA 26525 RIVERWOODS BOULEVARD METTAWA, IL 60045	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
42	ROBERT & NETTIE BENENSON FOUNDATION 20 WEST 55TH STREET, 6TH FLOOR NEW YORK, NY 10019-5373	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	WASSERSTEIN FAMILY FUND 35 KNOX HILL ROAD, P.O. BOX 338 MORRISTOWN, NJ 07963-0338	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
44	GREGG GALARDI 115 BRANDON LANE WILMINGTON, DE 19807	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
45	JOHN GARDINER 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
46	MORRIS KRAMER 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
47	J. MICHAEL SCHELL 336 CENTRAL PARK WEST, APT 4-A NEW YORK, NY 10025-7109	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
48	EARLE YAFFA 4 TIMES SQUARE NEW YORK, NY 10036	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	JEROME COBEN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 9,810.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
50	ROGER AARON 4 TIMES SQUARE NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
51	THE NEWS CORPORATION FOUNDATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
52	JOHN MAHER FAMILY FOUNDATION 13025 HARTSOOK STREET SHERMAN OAKS, CA 91423	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
53	NICHOLAS NORRIS 11/-12/F RADCLIFFE, 120 POK FU LAM ROAD POK FU LAM,	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
54	ROBERT SHEEHAN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55	JOHN (JACK) WM. BUTLER, JR. 155 NORTH WACKER DRIVE CHICAGO, IL 60606-1720	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
56	ERIC COCHRAN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
57	ERIC FRIEDMAN 4 TIMES SQUARE NEW YORK, NY 10036	\$ 11,938.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
58	FRED GOLDBERG, JR. 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
59	LOUIS GOODMAN ONE BEACON STREET BOSTON, MA 02108-3194	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
60	RICHARD KADLICK 4 TIMES SQUARE NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	KENTON KING 525 UNIVERSITY AVENUE, SUITE 1100 PALO ALTO, CA 94301	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
62	CHARLES MULANEY 155 NORTH WACKER DRIVE CHICAGO, IL 60606-1720	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
63	PAUL OOSTERHUIS 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
64	JOHN RAYIS 155 NORTH WACKER DRIVE CHICAGO, IL 60606-1720	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
65	STEPHEN ROBINSON 4 TIMES SQUARE NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
66	MICHAEL ROGAN 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67	SCOTT SIMPSON 40 BANK STREET, CANARY WHARF LONDON E14 5DS,	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
68	WILLIAM SWEET, JR. 1440 NEW YORK AVENUE, NW WASHINGTON, DC 20005-2111	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
69	ROBERT CHILSTROM 4 TIMES SQUARE NEW YORK, NY 10036	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
70	JOEL MARCUS 385 EAST COLORADO BOULEVARD, SUITE 299 PASADENA, CA 91101	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
71	ELIOT SPITZER 985 FIFTH AVENUE NEW YORK, NY 10075	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
72	DONALD DRAPKIN RIO VISTA DRIVE ALPINE, NJ 7620	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73	EDWIN MCAMIS TRUSTEED IRA 4412 SANTA MARIA STREET CORAL GABLES, FL 33146	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
74	MICHAEL GOLDBERG 320 PARK AVENUE NEW YORK, NY 10022	\$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
75	ESTATE OF JOSEPH FLOM 4 TIMES SQUARE NEW YORK, NY 10036	\$ 1,124,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
76	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOUR TIMES SQUARE NEW YORK, NY 10036	\$ 4,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE SKADDEN FOUNDATION

Employer identification number

13-3455231

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$

Use duplicate copies of Part III if additional space is needed.

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

ATTACHMENT 1

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	2,024.	24.
TOTALS	<u>2,024.</u>	<u>24.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	3,053.	3,053.	
TELEPHONE	57.		252.
OFFICE EXPENSES	544.		3,424.
MOVING EXPENSES	6,513.		9,354.
ADMINISTRATIVE EXPENSES	9,354.		803.
BOOKS	803.		1,000.
NY STATE FILING FEE	1,000.		80.
DUES AND MEMBERSHIP FEES	80.		684.
INSURANCE EXPENSE	684.		1,672.
WEB-SITE SERVICES	1,672.		
TOTALS	<u>23,760.</u>	<u>3,053.</u>	<u>17,269.</u>

ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK	9,274.	9,274.
TOTALS	<u>9,274.</u>	<u>9,274.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BOND FUNDS	3,535,221.	3,535,221.
TOTALS	<u>3,535,221.</u>	<u>3,535,221.</u>

ATTACHMENT 5FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

24,584.

TOTAL

24,584.

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

GRANTEE'S NAME: CENTRO DE LOS DERECHOS DEL MIGRANTE
GRANTEE'S ADDRESS: CALLE VICTOR ROSALES, NO. 164
CITY, STATE & ZIP: ZACATECAS
FOREIGN COUNTRY: MEXICO
GRANT DATE: VAR
GRANT AMOUNT: 26,187.
GRANT PURPOSE: PAYMENTS FOR FELLOWSHIPS
AMOUNT EXPENDED: 26,187.
ANY DIVERSION? NO
DATES OF REPORTS: VARIOUS
VERIFICATION DATE: VAR
RESULTS OF VERIFICATION:
FUNDS WERE USED AS INTENDED - TO FUND FELLOWSHIPS

GRANTEE'S NAME: ADVICE ON INDIVIDUAL RIGHTS IN EUROPE
GRANTEE'S ADDRESS: 17 RED LION SQUARE, 3RD FLOOR
CITY, STATE & ZIP: LONDON WC1R 4QH
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: VAR
GRANT AMOUNT: 13,928.
GRANT PURPOSE: PAYMENTS FOR FELLOWSHIPS
AMOUNT EXPENDED: 13,928.
ANY DIVERSION? NO
DATES OF REPORTS: VARIOUS
VERIFICATION DATE: VAR
RESULTS OF VERIFICATION:
FUNDS WERE USED AS INTENDED - TO FUND FELLOWSHIPS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
ERIC J. FRIEDMAN 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	PRESIDENT 1.00	0 0 0
BARRY H. GARFINKEL 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	VICE PRESIDENT 1.00	0 0 0
JUDITH S. KAYE 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
JOSE LOZANO 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
SUZANNE MCKECHNIE KLAHR 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
PETER P. MULLEN 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
KURT L. SCHMOKE 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
SOLOMON B. WATSON IV 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
MARTHA MINOW 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
ROBERT C. SHEEHAN 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	TRUSTEE 1.00	0 0 0
LAUREN AGUIAR 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	CHAIRMAN OF THE BOARD 1.00	0 0 0
NOAH PUNTUS 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	VICE PRESIDENT 1.00	0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
CHRIS FULTON 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	SECRETARY/TREASURER 1.00	0
SUSAN BUTLER PLUM 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811	FOUNDATION ADMINISTRATOR 40.00	314,833.
	GRAND TOTALS	<u>314,833.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SUSAN BUTLER PLUM 360 HAMILTON AVENUE WHITE PLAINS, NY 10601-1811 FOUNDATION ADMINISTRATOR	FOUND ADMINISTRATOR	314,833.
TOTAL COMPENSATION		<u>314,833.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SUSAN BUTLER PLUM
FOUR TIMES SQUARE
NEW YORK, NY 10036
212-735-2956

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACLU IMMIGRANTS' RIGHTS PROJECT 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	91,827
ACLU OF SOUTHERN CALIFORNIA 1313 WEST 8TH STREET LOS ANGELES, CA 90017	NONE 509(A) (1)		FLOW INCUBATOR GRANT	10,000.
ADVICE ON INDIVIDUAL RIGHTS IN EUROPE (AIRE) CENTR 17 RED LION SQUARE, 3RD FLOOR WC1R 4QH LONDON UNITED KINGDOM	NONE EXPENDITURE RESPONSIB.		PAYMENTS FOR FELLOWSHIPS	13,928.
ADVOCACY, INC 7800 SHOAL CREEK BLVD., # 171E AUSTIN, TX 78757-1024	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	14,246
ADVOCATES FOR CHILDREN OF NEW YORK 151 WEST 30TH STREET, 5TH FLOOR NEW YORK, NY 10001	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	87,662
AISA VILLAROSA BERG 1025 E FOREST AVE., #139 DETROIT, MI 48207	NONE INDIVIDUAL		PAYMENTS FOR FELLOWSHIPS	1,234

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ALEXANDER BONI-SAENZ 111 W. JACKSON BLVD , 3RD FLOOR CHICAGO, IL 60604	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	1,267
ALISON KAMHI 2 WEST SANTA CLARA STREET, 8TH FLOOR SAN JOSE, CA 95113	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	1,976
AMY SALTZMAN 1800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	5,238
AMY WALTERS 1800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	1,746.
ASIAN AMERICAN LEGAL DEFENSE & EDUCATION FUND 99 HUDSON STREET, 12TH FLOOR NEW YORK, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	65,091
ASIAN PACIFIC AMERICAN LEGAL CENTER 1145 WILSHIRE BLVD , 2ND FLOOR LOS ANGELES, CA 90017	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	55,440.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATLANTA VOLUNTEER LAWYERS FOUNDATION 235 PEACHTREE STREET, NE SUITE 1750, NORTH TOWER ATLANTA, GA 30303	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	26,704.
AYUDA INC. 1707 KALORAMA ROAD, NW WASHINGTON, DC 20009	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	53,627.
BAY AREA LEGAL AID 2 WEST SANTA CLARA STREET, 8TH FLOOR SAN JOSE, CA 95113	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,212
BAZELON CENTER FOR MENTAL HEALTH LAW 1101 15 STREET, NW, SUITE 1212 WASHINGTON, DC 20005	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	29,518.
BOSTON MEDICAL CENTER 88 EAST NEWTOWN STREET, VOSE 5 BOSTON, MA 02118	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,288.
BROOKLYN LEGAL SERVICES CORPORATION A 80 JAMAICA AVENUE BROOKLYN, NY 11207	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	62,554

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BUSINESS & PROF. PEOPLE FOR THE PUBLIC INTEREST 25 EAST WASHINGTON ST , SUITE 1515 CHICAGO, IL 60602	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	61,841
CASA CORNELIA LAW CENTER 2760 FIFTH AVENUE, SUITE 200 SAN DIEGO, CA 92103-6330	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	26,039
CENTER FOR CHILDREN'S LAW & POLICY 1701 K STREET, NW, SUITE 1100 WASHINGTON, DC 20006	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	28,750
CENTER FOR CONFLICT RESOLUTION/RESOLUTION SYSTEMS 11 EAST ADAMS STREET, #500 CHICAGO, IL 60603	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	63,497
CENTRO DE LOS DERECHOS DEL MIGRANTE CALLE VICTOR ROSALES, NO. 164 CP 98000 COLONIA CENTRO MEXICO	NONE EXPENDITURE RESPONSIB.	PAYMENTS FOR FELLOWSHIPS	26,187
CENTRO LEGAL DE LA RAZA 3022 INTERNATIONAL BLVD , SUITE 410 OAKLAND, CA 94601	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	52,157.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO ALLIANCE AGAINST SEXUAL EXPLOITATION 3304 N. LINCOLN AVENUE, SUITE 202 CHICAGO, IL 60657	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	13,595
CHILDREN'S LAW CENTER OF MASSACHUSETTS P.O. BOX 710, 298 UNION STREET LYNN, MA 01903	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	29,928.
CHILDREN'S RIGHTS, INC. 330 SEVENTH AVENUE, 4TH FLOOR NEW YORK, NY 10001	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	28,693.
COLORADO LEGAL SERVICES 1905 SHERMAN STREET, SUITE 400 DENVER, CO 80203	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	13,913.
COMMUNITY LEGAL AID 405 MAIN STREET, 4TH FLOOR WORCESTER, MA 01608	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	25,059.
COMMUNITY LEGAL AID SOCIETY 100 W. 10TH STREET, SUITE 801 WILMINGTON, DE 19801	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	30,842

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMUNITY LEGAL SERVICES 3638 NORTH BROAD STREET PHILADELPHIA, PA 19140	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	26,571
COMMUNITY LEGAL SERVICES AND COUNSELING CENTER ONE WEST STREET CAMBRIDGE, MA 02139	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,971
COMMUNITY SERVICE SOCIETY OF NEW YORK 105 EAST 22ND STREET NEW YORK, NY 10010	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	59,544.
CONNECTICUT LEGAL SERVICES 62 WASHINGTON STREET MIDDLETOWN, CT 06457	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	66,225
COVENANT HOUSE 460 WEST 41ST STREET NEW YORK, NY 10036	NONE 509(A) (1)	FLDM INCUBATOR GRANT	10,000.
DAMON KING 200 PINE STREET, SUITE 300 SAN FRANCISCO, CA 94104	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	1,295.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DISABILITY RIGHTS EDUCATION & DEFENSE FUND ED ROBERTS CAMPUS, 3075 ADELINE STREET, SUITE 210 BERKELEY, CA 94703	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	54,481.
DISABILITY RIGHTS LEGAL CENTER 919 ALBANY STREET LOS ANGELES, CA 90015	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	57,711.
DISABILITY RIGHTS TEXAS 7800 SHOAL CREEK BLVD, # 171E AUSTIN, TX 78757-1024	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	42,753.
EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, CA 94703	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	27,190.
EDUCATION LAW CENTER 60 PARK PLACE, SUITE 300 NEWARK, NJ 07102	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	56,510
EQUIP FOR EQUALITY 20 NORTH MICHIGAN AVENUE, SUITE 300 CHICAGO, IL 60602	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	58,350.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ERIN DOUGHERTY 801 B STREET, SUITE 401 ANCHORAGE, AK 99501	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	4,737
FORDHAM UNIVERSITY SCHOOL OF LAW 140 WEST 62ND STREET NEW YORK, NY 10023	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000.
GEORGIA LEGAL SERVICES PROGRAM MACON REGIONAL OFFICE, 241 THIRD STREET MACON, GA 31201	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	61,799
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, MA 2114	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	116,957
INGRID SWANSON 426 STATE STREET NEW HAVEN, CT 06510-2018	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	4,140
JOIN 1435 NE 81ST AVENUE, SUITE 100 PORTLAND, OR 97213	NONE 509(A) (2)	FLOM INCUBATOR GRANT	10,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUST CHILDREN, LEGAL AID JUSTICE CENTER 1000 PRESTON AVENUE, SUITE A CHARLOTTESVILLE, VA 22903	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	29,051
JUSTICE AT WORK 565 BOYLSTON STREET BOSTON, MA 02116	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000
KATE WHITE 922 QUARRIER STREET, 4TH FLOOR CHARLESTON, WV 25301	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	2,427.
KRISTIN LOVE CALLE VICTOR ROSALES, NO 164, COLONIA CENTRO CP 98 ZACATECAS, ME 0	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	11,681
LATINO JUSTICE (PRLDEF) 99 HUDSON STREET, 14TH FLOOR NEW YORK, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	60,426
LAUREN LOWE 20 NORTH MICHIGAN AVENUE, SUITE 300 CHICAGO, IL 60602	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	2,927.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAURIE BALL COOPER 6402 ARLINGTON BLVD , SUITE 300 FALLS CHURCH, VA 22042	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	4,068.
LAWYERS COMMITTEE FOR CIVIL RIGHTS OF THE SF BAY A 131 STEUART ST, SUITE 400 SAN FRANCISCO, CA 94105	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	54,413.
LEGAL ADVOCATES FOR CHILDREN AND YOUTH 152 NORTH THIRD STREET, 3RD FLOOR SAN JOSE, CA 95112	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000
LEGAL AID FOUNDATION OF LOS ANGELES 1550 W 8TH STREET LOS ANGELES, CA 90017	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	55,015.
LEGAL AID OF ARKANSAS 1905 E. MISSION BLVD. SUITE 6 FAYETTEVILLE, AR 72703	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,244
LEGAL AID OF WEST VIRGINIA 922 QUARRIER STREET, 4TH FLOOR CHARLESTON, WV 25301	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,368.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEGAL AID SERVICE OF NORTHEASTERN MINNESOTA 350 NORTHWEST 1ST AVENUE, SUITE F GRAND RAPIDS, MN 55744	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	53,498.
LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, CA 94104	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	55,925.
LEGAL AID SOCIETY OF SAN MATEO COUNTY 521 EAST FIFTH AVENUE SAN MATEO, CA 94402-1302	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,945
LEGAL AID SOCIETY OF THE DISTRICT OF COLUMBIA 1331 H STREET NW # 350 WASHINGTON, DC 20005	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000
LEGAL ASSISTANCE FOUNDATION METROPOLITAN CHICAGO 111 W JACKSON BLVD., 3RD FLOOR CHICAGO, IL 60604	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	43,075.
LEGAL SERVICES CENTER 122 BOYLSTON STREET JAMAICA PLAIN, MA 02130	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,720

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEGAL SERVICES OF EASTERN MISSOURI 4232 FOREST PARK AVENUE ST LOUIS, MO 63108	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,102
LOS ANGELES GAY AND LESBIAN CENTER 1625 N SCHRADER BLVD LOS ANGELES, CA 90028	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,434
MAKE THE ROAD BY WALKING 301 GROVE STREET, BUSHWICK BROOKLYN, NY 11237	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	38,421
MARGARETTA HOMSEY KROEGER 197 FRIEND STREET BOSTON, MA 02114	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	4,707
MARYLAND DISABILITY LAW CENTER 1800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	55,367
MENTAL HEALTH ADVOCACY SERVICES 3255 WILSHIRE BLVD # 902 LOS ANGELES, CA 90010	NONE 509(A) (2)	FLOM INCUBATOR GRANT	10,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MFY LEGAL SERVICES 299 BROADWAY, 4TH FLOOR NEW YORK, NY 10007	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	30,539.
MICHIGAN CHILDREN'S LAW CENTER 1025 E. FOREST AVE , #139 DETROIT, MI 48207	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	24,760.
MICHIGAN STATE UNIVERSITY COLLEGE OF LAW 368 LAW COLLEGE BUILDING EAST LANSING, MI 48824	NONE 509(A) (3)		FLOM INCUBATOR GRANT	10,000
MINNESOTA LEGAL SERVICES COALITION 2324 UNIVERSITY AVENUE WEST SAINT PAUL, MN 55114	NONE 509(A) (1)		FLOM INCUBATOR GRANT	10,000.
MISSISSIPPI CENTER FOR JUSTICE P.O BOX 191 INDIANOLA, MS 38751	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	27,152
MISSISSIPPI WORKERS' CENTER FOR HUMAN RIGHTS 213 MAIN STREET GREENVILLE, MS 38701	NONE 509(A) (1)		FLOM INCUBATOR GRANT	10,000

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAACP LEGAL DEFENSE & EDUCATION FUND 99 HUDSON STREET, SUITE 1600 NEW YORK, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	30,737
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD, SUITE 2850 LOS ANGELES, CA 90010	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	67,036.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE, NW SUITE 800 WASHINGTON, DC 20036	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	35,897.
NATIVE AMERICAN RIGHTS FUND 801 B STREET, SUITE 401 ANCHORAGE, AK 99501	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,333
NATONAL HOUSING LAW PROJECT 614 GRAND AVENUE, SUITE 320 OAKLAND, CA 94610	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	29,776
NEW HAVEN LEGAL ASSISTANCE ASSOCIATION 426 STATE STREET NEW HAVEN, CT 06510-2018	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	29,537.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW ORLEANS WORKERS' CENTER FOR RACIAL JUSTICE 217 NORTH PRIEUR STREET NEW ORLEANS, LA 70112	NONE 509(A)(1)		FLOM INCUBATOR GRANT	10,000
NEW YORK CIVIL LIBERTIES UNION 125 BROAD STREET NEW YORK, NY 10004	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	62,117
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 WEST 30TH STREET, 11TH FLOOR NEW YORK, NY 10001	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	29,182
PAULINA DAVIS 151 WEST 30TH STREET, 5TH FLOOR NEW YORK, NY 10001	NONE INDIVIDUAL		PAYMENTS FOR FELLOWSHIPS	2,448
PROBONO NET 151 WEST 30TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE 509(A)(1)		FLOM INCUBATOR GRANT	10,000
PUBLIC INTEREST LAW CENTER 1709 BENJAMIN FRANKLIN PARKWAY - 2ND FLOOR PHILADELPHIA, PA 19103	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	30,882.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC JUSTICE CENTER ONE NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	67,650.
QUEENS LEGAL SERVICES 89-00 SUTPHIN BOULEVARD JAMAICA, NY 11435	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000
REBECCA WALTERS 1707 KALORAMA ROAD, NW WASHINGTON, DC 20009	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	5,207
RHODE ISLAND LEGAL SERVICES, INC. 56 PINE STREET, SUITE 400 PROVIDENCE, RI 02903	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,271
SAMANTHA LEFLAR 1905 E. MISSION BLVD. SUITE 6 FAYETTEVILLE, AR 72703	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	200.
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E WASHINGTON STREET, SUITE 500 CHICAGO, IL 60602	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	85,802.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHAYLA MYERS 1625 N. SCHRADER BLVD. LOS ANGELES, CA 90028	NONE INDIVIDUAL	PAYMENTS FOR FELLOWSHIPS	4,475.
SOUTH BROOKLYN LEGAL SERVICES 105 COURT STREET NEW YORK, NY 11201	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000
SOUTHERN POVERTY LAW CENTER 233 PEACHTREE STREET, NE, SUITE 2150 ATLANTA, GA 30303	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,445.
SWORDS TO FLOWSHARES 1060 HOWARD STREET SAN FRANCISCO, CA 94103	NONE 509(A) (1)	FLOM INCUBATOR GRANT	10,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BLVD , SUITE 300 FALLS CHURCH, VA 22042	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	24,777
THE DOOR, LEGAL SERVICES CENTER 121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	30,013

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	67,466.
THE LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, CA 94104	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	27,436
THE UNIVERSITY OF CHICAGO 1101 E 58TH STREET CHICAGO, IL 60637-5416	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	5,000.
URBAN JUSTICE CENTER 123 WILLIAM STREET, 16TH FLOOR NEW YORK, NY 10038-3804	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	116,015
WESTERN MASSACHUSETTS LEGAL SERVICES 152 NORTH STREET, SUITE 155 PITTSFIELD, MA 01201	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	25,002
WORKING HANDS LEGAL CLINIC 77 W WASHINGTON STREET CHICAGO, IL 60602	NONE 509(A) (2)		PAYMENTS FOR FELLOWSHIPS	13,317

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

YOUTH LAW CENTER

NONE

PAYMENTS FOR FELLOWSHIPS

24,079

200 PINE STREET, SUITE 300

509(A) (1)

SAN FRANCISCO, CA 94104

TOTAL CONTRIBUTIONS PAID

3,477,658

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACLU IMMIGRANTS' RIGHTS PROJECT 39 DRUMM STREET SAN FRANCISCO, CA 94111	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	92,000
ACLU IMMIGRANTS' RIGHTS PROJECT 125 BROAD ST , 18TH FLOOR NEW YORK, NY 10004	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	121,233
ADVANCEMENT PROJECT 1220 L STREET, NW SUITE 850 WASHINGTON, DC, CA 20005	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	92,000.
ADVICE ON INDIVIDUAL RIGHTS IN EUROPE (AIRE) CENTR 17 RED LION SQUARE, 3RD FLOOR LONDON WC1R 4QH UNITED KINGDOM, DC 20005	NONE EXPENDITURE RESPONSIB.		PAYMENTS FOR FELLOWSHIPS	97,498.
ADVOCATES FOR CHILDREN OF NEW YORK 151 WEST 30TH STREET, 5TH FLOOR NEW YORK, TX 78757-1024	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	116,331
AFRICAN SERVICES COMMITTEE 429 WEST 127TH STREET NEW YORK, NY 10001	NONE 509(A)(1)		PAYMENTS FOR FELLOWSHIPS	92,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASIAN AMERICAN LEGAL DEFENSE & EDUCATION FUND 99 HUDSON STREET, 12TH FLOOR NEW YORK, NY 10027	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	105,691
ASIAN AMERICAN LEGAL DEFENSE & EDUCATION FUND 1145 WILSHIRE BLVD., 2ND FLOOR LOS ANGELES, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,720.
ASIAN PACIFIC AMERICAN LEGAL CENTER 1145 WILSHIRE BLVD , 2ND FLOOR LOS ANGELES, CA 90017	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	92,000
ATLANTA VOLUNTEER LAWYERS FOUNDATION 235 PEACHTREE STREET, NE SUITE 1750, NORTH TOWER ATLANTA, CA 90017	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	80,113
AYUDA INC 1707 KALORAMA ROAD, NW WASHINGTON, GA 30303	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,190.
BOSTON MEDICAL CENTER 88 EAST NEWTOWN STREET, VOSE 5 BOSTON, DC 20009	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	81,863

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROOKLYN LEGAL SERVICES CORP. 80 JAMAICA AVENUE BROOKLYN, MA 02118	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	31,277
BUSINESS & PROF PEOPLE FOR THE PUBLIC INTEREST 25 EAST WASHINGTON ST, SUITE 1515 CHICAGO, NY 11207	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	30,921
CALIFORNIA RURAL LEGAL ASSISTANCE, INC 2115 KERN STREET, SUITE 370 FRESNO, IL 60602	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	92,000
CANCER LEGAL RESOURCE CENTER 919 ALBANY STREET LOS ANGELES, CA 93721	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	28,856.
CASA CORNELIA LAW CENTER 2760 FIFTH AVENUE, SUITE 200 SAN DIEGO, CA 90015	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	78,116.
CENTER FOR CONFLICT RESOLUTION/RESOLUTION SYSTEMS 11 EAST ADAMS STREET, #500 CHICAGO, CA 92103-6330	NONE 509(A)(1)	PAYMENTS FOR FELLOWSHIPS	29,634.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY LEGAL AID SOCIETY 100 W. 10TH STREET, SUITE 801 WILMINGTON, IL 60603	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	107,949.
COMMUNITY LEGAL SERVICES AND COUNSELING CENTER ONE WEST STREET CAMBRIDGE, DE 19801	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	86,912
COMMUNITY SERVICE SOCIETY OF NEW YORK 105 EAST 22ND STREET NEW YORK, MA 02139	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	29,772
CONNECTICUT LEGAL SERVICES 62 WASHINGTON STREET MIDDLETOWN, NY 10010	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	33,112.
DISABILITY RIGHTS EDUCATION & DEFENSE FUND ED ROBERTS CAMPUS, 3075 ADELIN STREET, SUITE 210 BERKELEY, CT 06457	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,240
DISABILITY RIGHTS LEGAL CENTER 919 ALBANY STREET LOS ANGELES, CA 94703	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	28,856

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DISABILITY RIGHTS TEXAS 7800 SHOAL CREEK BLVD SUITE 142-S AUSTIN, CA 90015	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	85,523
EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, TX 78757	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	81,570
EQUIP FOR EQUALITY 20 NORTH MICHIGAN AVENUE, SUITE 300 CHICAGO, CA 94703	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	29,575.
GEORGIA LEGAL SERVICES PROGRAM MACON REGIONAL OFFICE, 241 THIRD STREET MACON, IL 60602	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	30,900.
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, GA 31201	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	208,854
HOMELESS PERSONS REPRESENTATION PROJECT 201 NORTH CHARLES STREET, SUITE 1104 BALTIMORE, MA 02114	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	92,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INNER CITY LAW CENTER 1309 EAST SEVENTH STREET LOS ANGELES, MD 21201		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
JUST CHILDREN, LEGAL AID JUSTICE CENTER 1000 PRESTON AVENUE, SUITE A CHARLOTTESVILLE, CA 90021		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	87,153
LAWYERS COMMITTEE FOR CIVIL RIGHTS OF THE SF BAY A 131 STEUART ST, SUITE 400 SAN FRANCISCO, VA 22903		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,206
LAWYERS' COMMITTEE FOR CIVIL RIGHTS UNDER LAW 1401 NEW YORK AVENUE, NW, SUITE 400 WASHINGTON, DC, CA 94105		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
LEGAL AID FOUNDATION OF LOS ANGELES 1550 W 8TH STREET LOS ANGELES, CA 20005		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	119,508
LEGAL AID OF ARKANSAS 1905 E MISSION BLVD SUITE 6 FAYETTEVILLE, CA 90017		NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	81,732.

FORM 990PF - PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEGAL AID SERVICE OF NORTHEASTERN MINNESOTA 350 NORTHWEST 1ST AVENUE, SUITE F GRAND RAPIDS, AR 72703	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	26,749
LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, MN 55744	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	27,963.
LEGAL AID SOCIETY OF SAN MATEO COUNTY 521 EAST FIFTH AVENUE SAN MATEO, CA 94104	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	83,834.
LEGAL ASSISTANCE FOUNDATION METROPOLITAN CHICAGO 120 S. LASALLE STREET, SUITE 900 CHICAGO, CA 94402-1302	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	174,240.
LEGAL SERVICES CENTER 122 BOYLSTON STREET JAMAICA PLAIN, IL 60603-3425	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	175,160.
LEGAL SERVICES OF EASTERN MISSOURI 4232 FOREST PARK AVENUE ST LOUIS, MA 02130	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	84,306

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEGAL SERVICES OF GREATER MIAMI 3000 BISCAYNE BOULEVARD, SUITE 500 MIAMI, MO 63108	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	92,000
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, FL 33137	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	85,264.
MANHATTAN LEGAL SERVICES ONE NORTH CHARLES STREET, SUITE 200 BALTIMORE, NY 11237	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	31,277
MARYLAND DISABILITY LAW CENTER 1800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	27,683.
MFY LEGAL SERVICES 299 BROADWAY, 4TH FLOOR NEW YORK, MD 21201	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	92,000
MICHIGAN CHILDREN'S LAW CENTER 1025 E. FOREST AVE., #139 DETROIT, NY 10007	NONE 509(A) (1)		PAYMENTS FOR FELLOWSHIPS	74,279.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSISSIPPI CENTER FOR JUSTICE P O. BOX 191 INDIANOLA, MI 48207	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	81,456.
NATIONAL ASSOCIATION OF THE DEAF 8630 FENTON STREET, SUITE 820 SILVER SPRING, MS 38751	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD, SUITE 2850 LOS ANGELES, MD 20910	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	109,844.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE, NW SUITE 800 WASHINGTON, CA 90010	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	107,690.
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 WEST 30TH STREET, 11TH FLOOR NEW YORK, DC 20036	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	87,545
NEW YORK LEGAL ASSISTANCE GROUP 450 WEST 33RD STREET, 11TH FLOOR NEW YORK, NY 10001	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	26,550

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILADELPHIA LEGAL ASSISTANCE 42 S. 15TH STREET, SUITE 500 PHILADELPHIA, NY 10001	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
PUBLIC COUNSEL 610 SOUTH ARDMORE AVENUE LOS ANGELES, PA 19102	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
PUBLIC INTEREST LAW CENTER 1709 BENJAMIN FRANKLIN PARKWAY - 2ND FLOOR PHILADELPHIA, CA 90005	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,647
PUERTO RICAN LEGAL DEFENSE FUND (PRLDEF) 99 HUDSON STREET, 14TH FLOOR NEW YORK, PA 19103	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	30,213.
RHODE ISLAND LEGAL SERVICES 56 PINE STREET, SUITE 400 PROVIDENCE, NY 10013	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	123,393.
SANCTUARY FOR FAMILIES CENTER FOR BATTERED WOMEN'S PO BOX 1406 NEW YORK, RI 02903	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E. WASHINGTON STREET, SUITE 500 CHICAGO, NY 10268	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	116,037
SELFHELP COMMUNITY SERVICES 520 EIGHTH AVENUE, 5TH FLOOR NEW YORK, IL 60602	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	92,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, NY 10018	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
SWORDS TO PLOWSHARES 1060 HOWARD STREET SAN FRANCISCO, AL 36104	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BLVD., SUITE 300 FALLS CHURCH, CA 94103	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	74,330
TEXAS RIOGRANDE LEGAL AID 4920 N IH-35 AUSTIN, VA 22042	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD., SUITE 550 LOS ANGELES, TX 78751	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
THE LEGAL AID SOCIETY 199 WATER STREET NEW YORK, CA 90010	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	87,596
THE LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, NY 10038	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
THE LEGAL AID SOCIETY OF THE DISTRICT OF COLUMBIA 1331 H STREET, NW SUITE 350 WASHINGTON, DC 94104	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
THE WAGE JUSTICE CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, NY 20005	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	27,552
URBAN JUSTICE CENTER 123 WILLIAM STREET, 16TH FLOOR NEW YORK, WV 94104	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	58,007.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON LAWYERS' COMMITTEE FOR CIVIL RIGHTS AND 11 DUPONT CIRCLE, NW SUITE 400 WASHINGTON, DC, NY 10038	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000.
WORKING HANDS LEGAL CLINIC 77 W WASHINGTON STREET CHICAGO, CA 20036	NONE 509(A) (2)	PAYMENTS FOR FELLOWSHIPS	93,220
YOUTH ADVOCACY FOUNDATION TEN MALCOLM X BOULEVARD ROXBURY, IL 60602	NONE 509(A) (1)	PAYMENTS FOR FELLOWSHIPS	92,000
TOTAL CONTRIBUTIONS APPROVED			<u>5,945,140.</u>

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE SKADDEN, ARPS, SLATE, MEAGHER & FLOM FELLOWSHIP FOUNDATION", CHANGING ITS NAME FROM "THE SKADDEN, ARPS, SLATE, MEAGHER & FLOM FELLOWSHIP FOUNDATION" TO "THE SKADDEN FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2011, AT 12:23 O'CLOCK P.M.

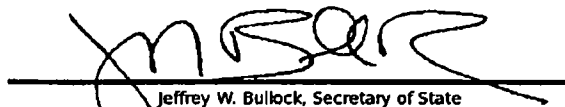
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2155888 8100

111026521

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9057293

DATE: 09-27-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:23 PM 09/21/2011
FILED 12:23 PM 09/21/2011
SRV 111026521 - 2155888 FILE

**CERTIFICATE OF AMENDMENT OF
THE RESTATED CERTIFICATE OF INCORPORATION
OF THE SKADDEN, ARPS, SLATE, MEAGHER & FLOM FELLOWSHIP FOUNDATION**

The Skadden, Arps, Slate, Meagher & Flom Fellowship Foundation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

(1) Article FIRST of the Corporation's Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is The Skadden Foundation (hereinafter the "Corporation").

(2) Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended to expand the purposes of the Corporation such that Article FOURTH is amended to read in its entirety as follows:

FOURTH: The purposes of the Corporation are to operate exclusively for charitable and educational purposes in the United States primarily by fostering and supporting legal assistance to the poor and disadvantaged and in the public interest by (i) making grants to enable individuals to work for organizations qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") that provide such legal assistance; (ii) making grants to support innovative projects and programs to foster and support the provision of such legal assistance; (iii) sponsoring conferences and similar programs that address topics of interest to lawyers serving public interest and nonprofit organizations; and (iv) engaging in any and all lawful activities in furtherance of the foregoing purposes, except as restricted herein or prohibited by law. The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

(3) Article SIXTH of the Corporation's Restated Certificate of Incorporation is hereby amended to clarify that no part of the assets or net earnings of the Corporation shall inure to the benefit of, or upon dissolution or otherwise be distributable to, the Corporation's directors, as well as its members, trustees, officers or other private persons, such that Article SIXTH is amended to read in its entirety as follows:

SIXTH: No part of the assets or net earnings of the Corporation shall inure to the benefit of, or upon dissolution or otherwise be distributable to, its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH hereof.

(4) Article NINTH of the Corporation's Restated Certificate of Incorporation is hereby amended to eliminate the requirement that the members of the Corporation must approve any amendment of the Corporation's Restated Certificate of Incorporation such that Article Ninth is amended to read in its entirety as follows:

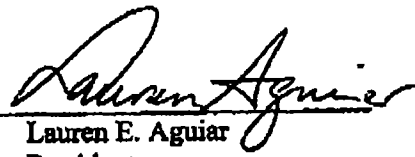
NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Restated Certificate of Incorporation in the manner presently or hereafter prescribed by law, except that such right shall not be exercised in a manner that would or might be inconsistent with exemption from Federal income tax pursuant to Section 501(c)(3) of the Code. Any amendment to this Restated Certificate of Incorporation shall require the affirmative vote of a majority of all of the members of the Corporation's Board of Directors.

(5) The last paragraph of Article TENTH of the Corporation's Restated Certificate of Incorporation is hereby amended to eliminate the reference to the members of the Corporation amending the Restated Certificate of Incorporation such that the last paragraph of Article TENTH is amended to read in its entirety as follows:

No director shall be personally liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the General Corporation Law of the State of Delaware or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this paragraph of Article TENTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(6) The foregoing amendments were duly adopted in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 20 day of September, 2011.

By: 
Lauren E. Aguiar
President

SKADDEN FELLOWSHIP APPLICATION

2013 APPLICATION PROCEDURES

Skadden Fellowships will provide support for 2013 law school graduates and outgoing judicial law clerks who want to work in the public interest for the type of organization described below. The Fellowship duration is for two years.

Grants will be made to sponsoring organizations only. Therefore, before the final application date of October 1, a public interest organization which will sponsor the applicant must be identified. The sponsor must be a 501(c)3 organization which provides civil legal services to the poor, including the working poor, the elderly, the disabled or those deprived of their civil or human rights.

When the application is considered by the grantmaking panel, the worthiness of the proposed project's goals as well as the applicant's competency, character and commitment will be considered.

It must also be understood that the applicant cannot receive any other fellowship funds or prize monies for the duration of the Skadden Fellowship, if awarded. Applications must be received by October 1. Fellows will be notified by December 7.

Those submitting applications for the first year will be required to submit this Fellowship Application plus the following:

1. Official Law School Transcript
2. Two (2) Letters of Recommendation from:
 - (a) Law School Professor
 - (b) Former Employer
3. Commitment Letter from Potential Sponsoring Organization (and brochure if available)
4. 501(c)3 Tax-exempt Status Qualifying Letter
5. Resume

Please feel free to attach your essays on separate sheets.

Please send applications to:

Skadden Fellowship Program
Four Times Square - Room 29-218
New York, New York 10036
Attention: Susan B. Plum

Non-Discrimination Policy

The Skadden Arps Fellowship Program is committed to a policy against discrimination based on sex, sexual orientation, marital or parental status, race, color, religious creed, national origin, age or handicap.

Applicant Name: _____
(Last) (First) (Middle)

Address: _____

Home Tel. No. _____ Office Tel. No. _____

Cell Phone No. _____ E-mail Address: _____

Soc. Sec No. _____

LAW SCHOOL _____

Date of Graduation _____

Percentile/Rank/GPA: _____

Law Review/Law Journal. _____

ADVANCED DEGREE.

School. _____

Year: _____

Degree. _____ Course of Study: _____

UNDERGRADUATE DEGREE

School _____

Year: _____ Degree _____

Degree _____

BAR EXAM _____

Bar Admissions: _____ Date _____

Date _____

Date: _____

JUDICIAL CLERKSHIP Judge _____

Court: _____

From: _____ to _____

SPONSORING ORGANIZATION: _____

Address. _____

Tel No. _____

Name of
Supervising Attorney: _____

Synopsis of
Proposed Project: _____

PREVIOUS PUBLIC INTEREST EMPLOYMENT

1. Employer: _____

Address: _____

Position _____ Dates _____

2 Employer: _____

Address: _____

Position _____ Dates. _____

3 Employer. _____

Address: _____

Position _____ Dates: _____

OTHER EMPLOYMENT

- 1 Employer. _____
Address: _____

Position _____ Dates: _____
- 2 Employer. _____
Address: _____

Position _____ Dates. _____
3. Employer: _____
Address: _____

Position _____ Dates _____

NAMES OF YOUR TWO REFERENCES FOR THIS APPLICATION

1. Name: _____
Address: _____

Tel. No _____
- 2 Name: _____
Address: _____

Tel. No. _____

PLEASE RESPOND TO THE FOLLOWING STATEMENTS:

Describe briefly (300 words) your proposed public interest project . Please specify what legal rights you will be enforcing and how you think your project will work.

Select one or two of your previous public interest projects and state briefly (300 words) their significance.

State briefly (300 words) your sense of the relevancy of public interest work to contemporary society:

I hereby certify that the facts set forth in the above application are true and complete to the best of my knowledge. I understand that falsified statements on this application shall be considered sufficient cause for denial of receipt of a fellowship.

DATE

APPLICANT'S SIGNATURE

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions SKADDEN, ARPS, SLATE, MEAGHER & FLOM FELLOWSHIP FOUNDATION	Employer identification number (EIN) or ☒ 13-3455231
	Number, street, and room or suite no. If a P.O. box, see instructions 360 HAMILTON AVENUE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WHITE PLAINS, NY 10601-1811	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CHRIS FULTON

Telephone No ► 914 750-3460

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
☒ calendar year 20 11 or
☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SKADDEN, ARPS, SLATE, MEAGHER & FLOM FELLOWSHIP FOUNDATION	☒ 13-3455231
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions	360 HAMILTON AVENUE	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WHITE PLAINS, NY 10601-1811	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ CHRIS FULTON

Telephone No. ☒ 914 750-3460

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning 20, and ending 20.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Kurtis P. Lee

Title ☒ CPA

Date ☒ 6-15-2012

Form 8868 (Rev. 1-2012)