

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

**2010**

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

For calendar year **2010**, or tax year beginning **2010**, and ending **20**

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

Name of foundation: **THE ROBERT WOOD JOHNSON FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **PO BOX 2316**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **PRINCETON, NJ 08543-2316**

**A Employer identification number**: **22-6029397**

**B Telephone number** (see page 10 of the instructions): **(609) 452-8701**

**H Check type of organization:**  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I Fair market value of all assets at end of year** (from Part II, col. (c), line 16) **\$ 9,199,687,456.**

**J Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	16,127.			
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments	967,815.	967,815.		
<b>4</b> Dividends and interest from securities	108,065,269.	162,332,373.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	148,683,841.			
<b>b</b> Gross sales price for all assets on line 6a <b>2,058,134,055.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		186,140,044.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	2,902,265.	11,769,470.		ATCH 1
<b>12 Total.</b> Add lines 1 through 11	260,635,317.	361,209,702.		

<b>13</b> Compensation of officers, directors, trustees, etc.	2,141,727.	146,108.		2,006,119.
<b>14</b> Other employee salaries and wages	20,726,184.	3,431,599.		17,683,391.
<b>15</b> Pension plans, employee benefits	15,834,099.	1,008,196.		11,532,732.
<b>16 a</b> Legal fees (attach schedule) <b>ATCH 2.</b>	215,897.	23,238.	0.	175,968.
<b>b</b> Accounting fees (attach schedule) <b>ATCH 3.</b>	649,042.	130,751.	0.	137,788.
<b>c</b> Other professional fees (attach schedule) *	37,301,958.	76,928,693.		1,239,471.
<b>17</b> Interest	53,972.	3,687,124.		50,871.
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions) **	2,414,847.	1,102,561.		125,733.
<b>19</b> Depreciation (attach schedule) and depletion	6,064,036.			
<b>20</b> Occupancy	1,954,096.	1,062,532.		1,388,701.
<b>21</b> Travel, conferences, and meetings	1,158,596.	160,717.		1,005,514.
<b>22</b> Printing and publications	1,237,093.			1,303,794.
<b>23</b> Other expenses (attach schedule) <b>ATCH 6.</b>	49,642,201.	10,547,692.		44,945,024.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	139,393,748.	98,229,211.	0.	81,595,106.
<b>25</b> Contributions, gifts, grants paid	254,881,660.			359,172,005.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	394,275,408.	98,229,211.	0.	440,767,111.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	-133,640,091.			
<b>b Net investment income</b> (if negative, enter -0-)		262,980,491.		
<b>c Adjusted net income</b> (if negative, enter -0-)			0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	15,505,475.	5,474,252.	5,474,252.
	2	Savings and temporary cash investments	665,611,934.	405,177,858.	405,177,858.
	3	Accounts receivable <input type="checkbox"/> 13,002,796.			
		Less: allowance for doubtful accounts <input type="checkbox"/>	23,165,802.	13,002,796.	13,002,796.
	4	Pledges receivable <input type="checkbox"/> 9,652,765.			
		Less: allowance for doubtful accounts <input type="checkbox"/>	9,811,039.	9,652,765.	9,652,765.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) <input type="checkbox"/>			
		Less: allowance for doubtful accounts <input type="checkbox"/>			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	269,758.	227,485.	227,485.
	10 a	Investments - U.S. and state government obligations (attach schedule) <sup>*,*</sup>	111,384.	81,520.	81,520.
	b	Investments - corporate stock (attach schedule) <b>ATCH 8</b>	1,197,398,832.	1,063,168,869.	1,063,168,869.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 9</b>	9,873,563.	394,512,625.	394,512,625.
	11	Investments - land, buildings, and equipment: basis <input type="checkbox"/> 1,165,588.			
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>	1,165,588.	1,165,588.	8,000,000.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule) <b>ATCH 10</b>	6,325,247,645.	7,065,153,686.	7,065,153,686.	
14	Land, buildings, and equipment: basis <input type="checkbox"/> 71,927,596.				
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>	49,269,425.	47,390,433.	47,390,433.	
15	Other assets (describe <input type="checkbox"/> <b>ATCH 11</b> )	187,150,926.	187,845,167.	187,845,167.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,484,581,371.	9,192,853,044.	9,199,687,456.	
Liabilities	17	Accounts payable and accrued expenses	10,506,212.	6,994,230.	
	18	Grants payable	465,330,186.	364,209,403.	
	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 <input type="checkbox"/> <b>ATCH 12</b> )	212,136,247.	215,276,128.	
	23	<b>Total liabilities</b> (add lines 17 through 22)	687,972,645.	586,479,761.	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted	7,786,797,687.	8,596,720,518.	
	25	Temporarily restricted	9,811,039.	9,652,765.	
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	7,796,608,726.	8,606,373,283.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	8,484,581,371.	9,192,853,044.		

**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	7,796,608,726.
2	Enter amount from Part I, line 27a	2	-133,640,091.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> ATTACHMENT 13	3	947,101,970.
4	Add lines 1, 2, and 3	4	8,610,070,605.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> ATTACHMENT 14	5	3,697,322.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,606,373,283.

\*\* ATCH 7

Form 990-PF (2010)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: 2em;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 <span style="font-size: 2em;">}</span>			<b>2</b>	186,140,044.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .			<b>3</b>		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	459,168,359.	7,431,357,498.	0.061788
2008	496,585,774.	9,235,187,013.	0.053771
2007	428,419,345.	9,819,785,552.	0.043628
2006	415,858,213.	9,130,308,193.	0.045547
2005	419,424,167.	8,889,739,415.	0.047181
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.251915
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.050383
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 8,169,230,275.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 411,590,329.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 2,629,805.
<b>7</b> Add lines 5 and 6			<b>7</b> 414,220,134.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8</b> 444,922,515.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 2,629,805. Row 2: Tax under section 511... 2: -0-. Row 3: Add lines 1 and 2... 2,629,805. Row 4: Subtitle A (income) tax... 0. Row 5: Tax based on investment income... 2,629,805. Row 6: Credits/Payments: 6a: 4,361,667. Row 7: Total credits and payments... 4,361,667. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 1,731,862. Row 11: Enter the amount of line 10 to be: Credited to 2011 estimated tax 1,731,862. Refunded 11.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... No (X). Row 1b: Did it spend more than \$100 during the year... No (X). Row 1c: Did the foundation file Form 1120-POL for this year? No (X). Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No (X). Row 3: Has the foundation made any changes, not previously reported to the IRS... No (X). Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes (X). Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? Yes (X). Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No (X). Row 6: Are the requirements of section 508(e) satisfied either: By language in the governing instrument, or By state legislation... Yes (X). Row 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... Yes (X). Row 8a: Enter the states to which the foundation reports or with which it is registered... CA, DC, IL, IN, KY, LA, MD, MS, NJ, NY, UT. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes (X). Row 9: Is the foundation claiming status as a private operating foundation... No (X). Row 10: Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses... No (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . ATCH. 15. ATCH. 16 . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.RWJF.ORG
14 The books are in care of MARGARET H. EINHORN, CFO&TREAS Telephone no. (609) 452-8701
Located at RT. 1 & COLLEGE ROAD EAST, PRINCETON, NJ ZIP + 4 08543-2316
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . 1b 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 2010? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . Yes No X
If "Yes," list the years . . . . .
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. . . . .
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . X Yes No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) . . . . . 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . . 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  **5b**  X  
Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATTACHMENT 17  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6 a** 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**  X  
If "Yes" to 6b, file Form 8870.

**7 a** 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**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 18		2,141,727.	548,008.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 19		2,741,211.	330,511.	0.

**Total number of other employees paid over \$50,000**  **201**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 20		14,134,249.
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<b>Total</b> number of others receiving over \$50,000 for professional services . . . . . ▶		117

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

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

	Expenses
1 SEE PAGE 33	
-----	
-----	38,362,242.
2	
-----	
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3	
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4	
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**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
-----	
-----	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,285,634,797.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	8,000,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,293,634,797.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,293,634,797.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	124,404,522.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,169,230,275.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	408,461,514.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	408,461,514.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	2,629,805.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,629,805.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	405,831,709.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	7,585,399.
<b>5</b>	Add lines 3 and 4	<b>5</b>	413,417,108.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	413,417,108.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	440,767,111.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	4,155,404.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	444,922,515.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	2,629,805.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	442,292,710.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				413,417,108.
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			0.	
<b>b</b> Total for prior years: 20 08, 20 07, 20 06 . . . . .		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .	19,444,850.			
<b>e</b> From 2009 . . . . .	80,623,622.			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	100,068,472.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 444,922,515.				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2010 distributable amount . . . . .				413,417,108.
<b>e</b> Remaining amount distributed out of corpus . . . . .	31,505,407.			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	131,573,879.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2011.</b> Subtract lines 7 and 8 from line 6a . . . . .	131,573,879.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .	19,444,850.			
<b>d</b> Excess from 2009 . . . . .	80,623,622.			
<b>e</b> Excess from 2010 . . . . .	31,505,407.			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support, Gross investment income).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 21

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

ATTACHMENT 22

c Any submission deadlines:

ATTACHMENT 23

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

ATTACHMENT 24

**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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 25</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				359,172,005.
<p><i>b Approved for future payment</i></p> <p>ATTACHMENT 26</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				144,369,008.

Form **990-PF** (2010)





**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
186140044.		OTHER PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES					186140044.	
TOTAL GAIN (LOSS) .....							<u>186140044.</u>	

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
DIRECT CHARITABLE ACTIVITIES			
CONTRACTS & SIMILAR ARRANGE- MENTS FOR PROGRAM ACTIVITIES	35,803,699.		35,794,473.
TRAVEL, CONF & MEETINGS	1,312,926.		1,312,926.
PUBLICATIONS - PRINT & VIDEO	945,759.		945,759.
OTHER	309,084.		309,084.
OTHER ADMINISTRATIVE EXPENSES:			
TEMPORARY OUTSIDE HELP	100,479.		97,330.
INTERVIEWING AND MOVING	51,770.		41,622.
STAFF DEVELOPMENT & TRAINING	156,710.	8,388.	150,400.
PERSONNEL MISCELLANEOUS	106,206.	6,037.	103,382.
EQUIPMENT MAINT. & RENTAL	79,133.	4,498.	76,154.
GENERAL INSURANCE	353,083.	20,071.	333,012.
POSTAGE & OVERNIGHT MAIL	22,795.	1,296.	21,484.
OFFICE SUPPLIES	66,422.	3,639.	56,872.
FOOD SERVICE	433,065.	24,617.	410,139.
PRINTING & DUPLICATING	33,705.	1,916.	31,789.
COMPUTER RELATED EXPENSES, INCLUDING SVC, SOFTWARE, SUPPLIES, LEASING & FINANCE COSTS	1,165,445.	66,248.	1,086,755.
MEMBERSHIP DUES	134,578.	8,874.	71,229.
MISCELLANEOUS OFFICE EXPENSE	20,252.	1,153.	17,522.
AUTO EXPENSE	1,488.	85.	1,419.
NATIONAL PROGRAM AFFAIRS	36,024.		36,149.
INV MISC, & PASSTHRU LP EXP	6,921,457.	10,400,870.	
WEB SERVICES & COMMUNCTNS EXP	1,023,483.		1,056,842.
VOLUNTARY RETIREMENT PROGRAM	314,291.		2,788,252.
BANK FEES	250,347.		202,430.
TOTALS	<u>49,642,201.</u>	<u>10,547,692.</u>	<u>44,945,024.</u>