Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , **and ending** JUN 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: JOHN & MARY R. MARKLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address): 10 ROCKEFELLER PLAZA

Room/suite:

City or town, state, and ZIP code: NEW YORK, NY 10020

A Employer identification number: 13-1770307

B Telephone number: 212-489-6655

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 ▶ ☐

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)* ▶$ 146,884,256.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	976.	976.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,429,725.			
	b Gross sales price for all assets on line 6a 31,554,900.				
	7 Capital gain net income (from Part IV, line 2)		8,660,104.		
	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)				
	11 Other income	1,895,897.	3,415,383.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	15,326,598.	12,076,463.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,018,750.	107,389.		911,361.
	14 Other employee salaries and wages	2,255,157.	0.		2,255,157.
	15 Pension plans, employee benefits	1,077,532.	14,725.		1,069,398.
	16a Legal fees STMT 3	16,932.	0.		9,470.
	b Accounting fees STMT 4	61,733.	11,172.		31,351.
	c Other professional fees STMT 5	1,134,620.	1,193,223.		75,408.
	17 Interest	306,051.	472,111.		0.
	18 Taxes STMT 6	202,873.	56,506.		0.
	19 Depreciation and depletion	230,044.	6,378.		
	20 Occupancy ATTACHMENT D	1,195,655.	25,454.		1,177,168.
	21 Travel, conferences, and meetings	6,002.	166.		5,765.
	22 Printing and publications	169,534.	0.		190,234.
	23 Other expenses STMT 7	2,454,007.	114,003.		3,108,534.
	24 **Total operating and administrative expenses.** Add lines 13 through 23 ATTACHMENT B	10,128,890.	2,001,127.		8,833,846.
	25 Contributions, gifts, grants paid	883,795.			1,951,744.
	26 **Total expenses and disbursements.** Add lines 24 and 25	11,012,685.	2,001,127.		10,785,590.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,313,913.			
	b **Net investment income** (if negative, enter -0-)		10,075,336.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,737,603.	2,183,451.	2,183,451.
	2	Savings and temporary cash investments	19,854,384.	3,440,617.	3,440,617.
	3	Accounts receivable ▶ 137,248.			
		Less: allowance for doubtful accounts ▶	57,582.	137,248.	137,248.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	387,692.	403,571.	403,571.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	116,982,475.	139,663,482.	139,663,482.
	14	Land, buildings, and equipment: basis ▶ 3,348,463.			
		Less: accumulated depreciation ▶ 2,480,412.	1,064,367.	868,051.	868,051.
	15	Other assets (describe ▶ SECURITY DEPOSIT)	187,836.	187,836.	187,836.
	16	**Total assets** (to be completed by all filers)	141,271,939.	146,884,256.	146,884,256.
Liabilities	17	Accounts payable and accrued expenses	81,518.	58,711.	
	18	Grants payable	5,097,513.	3,347,840.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 10)	280,000.	335,000.	
	23	**Total liabilities** (add lines 17 through 22)	5,459,031.	3,741,551.	
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	135,812,908.	143,142,705.	
	25	Temporarily restricted			
	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**	135,812,908.	143,142,705.	
	31	**Total liabilities and net assets/fund balances**	141,271,939.	146,884,256.	

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	135,812,908.
2	Enter amount from Part I, line 27a	2	4,313,913.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,015,884.
4	Add lines 1, 2, and 3	4	143,142,705.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	143,142,705.

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	SEE ATTACHED STATEMENTS			
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				8,660,104.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				8,660,104.

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	8,660,104.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2008	8,745,132.	148,361,039.	.058945
2007	8,705,484.	185,324,818.	.046974
2006	7,394,609.	172,449,679.	.042880
2005	7,725,602.	154,962,312.	.049855
2004	7,751,623.	143,744,345.	.053926

2 Total of line 1, column (d)	2	.252580
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	.050516
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	142,266,311.
5 Multiply line 4 by line 3	5	7,186,725.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100,753.
7 Add lines 5 and 6	7	7,287,478.
8 Enter qualifying distributions from Part XII, line 4	8	10,785,590.

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.

JOHN & MARY R. MARKLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-1770307 PAGE 1 OF 3

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	ADAGE CAPITAL PARTNERS, LP	P	VARIOUS	VARIOUS
b	ARCHSTONE PARTNERS, LP	P	VARIOUS	VARIOUS
c	BARLOW CAPITAL PARTNERS	P	VARIOUS	VARIOUS
d	BAUPOST	P	VARIOUS	VARIOUS
e	MELLON CASH INVESTMENT	P	VARIOUS	VARIOUS
f	PIMCO TOTAL RETURN II	P	VARIOUS	VARIOUS
g	RENAISSANCE INSTITUTIONAL EQUITIES FUND, LLC	P	VARIOUS	VARIOUS
h	RIVERSTONE/CARLYLE TE PARTNERS IV, LP	P	VARIOUS	VARIOUS
i	2006 SPECIAL GLOBAL OPPORTUNITIES, LLC	P	VARIOUS	VARIOUS
j	ROCKEFELLER ACCESS FUND 06-I, LLC	P	VARIOUS	VARIOUS
k	ROCKEFELLER ACCESS FUND I, LLC	P	VARIOUS	VARIOUS
l	ROCKEFELLER SPECIAL GLOBAL OPPORTUNITIES DISTRESS	P	VARIOUS	VARIOUS
m	SILCHESTER	P	VARIOUS	VARIOUS
n	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
o	TIFF PARTNERS II, LLC	P	VARIOUS	VARIOUS

	(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				5,481,142.
b				<321,672.>
c				1,713,582.
d				645,617.
e				5,636.
f				127,933.
g				<561,270.>
h				0.
i				10,923.
j				<11,623.>
k				<8,664.>
l				274.
m				<189,210.>
n				<92,170.>
o				57,248.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				5,481,142.
b				<321,672.>
c				1,713,582.
d				645,617.
e				5,636.
f				127,933.
g				<561,270.>
h				0.
i				10,923.
j				<11,623.>
k				<8,664.>
l				274.
m				<189,210.>
n				<92,170.>
o				57,248.

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). If (loss), enter "-0-" in Part I, line 8	3	

JOHN & MARY R. MARKLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-1770307 PAGE 2 OF 3

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	TIFF PARTNERS III, LLC	P	VARIOUS	VARIOUS
b	TIFF PARTNERS IV, LLC	P	VARIOUS	VARIOUS
c	TIFF PRIVATE EQUITY PARTNERS 2006, LLC	P	VARIOUS	VARIOUS
d	TIFF PRIVATE EQUITY PARTNERS 2007, LLC	P	VARIOUS	VARIOUS
e	TIFF PRIVATE EQUITY PARTNERS 2008, LLC	P	VARIOUS	VARIOUS
f	TIFF REALTY & RESOURCES II, LLC	P	VARIOUS	VARIOUS
g	TIFF REALTY & RESOURCES III, LLC	P	VARIOUS	VARIOUS
h	WELLINGTON ARCHIPELAQO	P	VARIOUS	VARIOUS
i	COMMONFUND CAPITAL VENTURE PARTNERS VIII	P	VARIOUS	VARIOUS
j	INTERNATIONAL PRIVATE EQUITY PARTNERS III	P	VARIOUS	VARIOUS
k	COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV	P	VARIOUS	VARIOUS
l	COMMONFUND CAPITAL INTERNATIONAL PARTNERS V	P	VARIOUS	VARIOUS
m	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	P	VARIOUS	VARIOUS
n	ENDOWMENT PRIVATE EQUITY PARTNERS IV	P	VARIOUS	VARIOUS
o	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V	P	VARIOUS	VARIOUS

	(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				<5,574.>
b				199,687.
c				21,705.
d				<12,037.>
e				699.
f				5,812.
g				148.
h				1,587,046.
i				2,850.
j				<33,545.>
k				<8,927.>
l				<6,468.>
m				104.
n				100,635.
o				<4,877.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<5,574.>
b				199,687.
c				21,705.
d				<12,037.>
e				699.
f				5,812.
g				148.
h				1,587,046.
i				2,850.
j				<33,545.>
k				<8,927.>
l				<6,468.>
m				104.
n				100,635.
o				<4,877.>

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). If (loss), enter "-0-" in Part I, line 8	3	

JOHN & MARY R. MARKLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-1770307 PAGE 3 OF 3

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	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI	P	VARIOUS	VARIOUS
b	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII	P	VARIOUS	VARIOUS
c	ENDOWMENT VENTURE PARTNERS V	P	VARIOUS	VARIOUS
d	COMMONFUND CAPITAL VENTURE PARTNERS VI	P	VARIOUS	VARIOUS
e	COMMONFUND CAPITAL VENTURE PARTNERS VII	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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				<12,507.>
b				<5,001.>
c				<31,555.>
d				<5,362.>
e				9,525.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<12,507.>
b				<5,001.>
c				<31,555.>
d				<5,362.>
e				9,525.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	8,660,104.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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	100,753.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	100,753.
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	100,753.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	413,883.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	513,883.
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	413,130.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		150,000. **Refunded** ▶	11	263,130.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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.*	2		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*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, DC			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 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.MARKLE.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶212-489-6655

Located at ▶10 ROCKEFELLER PLAZA, NEW YORK, NY ZIP+4 ▶10020

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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 page 20 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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.) N/A	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 2009 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 2009.)*	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 2009?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

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? N/A ☐ 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** X

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE ATTACHMENT A				

2 Compensation of five highest-paid employees (other than those included on line 1). 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
DIAMOND, CAROL - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020	MANAGING DIRECTOR 35.00	433,500.	75,179.	0.
VERHULST, STEFAAN - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020	CHIEF OF RESEARCH 35.00	205,000.	67,077.	0.
NIGIDO, ANNA - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020	DIR, FINANCE AND ADMINISTRATION 35.00	175,000.	54,701.	0.
WILLIAMS, CLAUDIA - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020	DIR, HEALTH POLICY & PUBLIC AFFAIRS 35.00	145,642.	50,205.	0.
LEMIEUX, JOSH - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020	DIR, PERSONAL HEALTH TECHNOLOGY 35.00	159,000.	36,126.	0.

Total number of other employees paid over $50,000 ► 10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BAUPOST GROUP LLC 10 ST JAMES AVE, SUITE 700, BOSTON, MA 02116	INVESTMENT FEES	474,755.
ARNOLD & PORTER 555 TWELFTH STREET, NW, WASHINGTON, DC 20004	PROJECT CONSULTING	305,674.
SOSNIK, DOUGLAS 4819 INDIAN LANE, NW, WASHINGTON, DC 20016	PROJECT CONSULTING	260,018.
DIGITAL PULP, INC 220 EAST 23RD STREET, NEW YORK, NY 10010	PROJECT CONSULTING	153,310.
SILCHESTER INTERNATIONAL - 780 THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017	INVESTMENT FEES	133,237.
Total number of others receiving over $50,000 for professional services ▶		7

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHMENT B	7,662,689.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	130,319,680.
b	Average of monthly cash balances	1b	14,113,123.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	144,432,803.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	144,432,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,166,492.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	142,266,311.
6	**Minimum investment return.** Enter 5% of line 5	6	7,113,316.

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	7,113,316.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 100,753.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	100,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,012,563.
4	Recoveries of amounts treated as qualifying distributions	4	632.
5	Add lines 3 and 4	5	7,013,195.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,013,195.

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	10,785,590.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	10,785,590.
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	5	100,753.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,684,837.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					7,013,195.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0.	
b Total for prior years: , ,			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	588,882.				
b From 2005	213,355.				
c From 2006					
d From 2007					
e From 2008	1,332,180.				
f Total of lines 3a through e		2,134,417.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $	10,785,590.				
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					7,013,195.
e Remaining amount distributed out of corpus		3,772,395.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		5,906,812.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		588,882.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		5,317,930.			
10 Analysis of line 9:					
a Excess from 2005	213,355.				
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	1,332,180.				
e Excess from 2009	3,772,395.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT C				1951744.
Total ▶ 3a				1951744.
b Approved for future payment SEE ATTACHMENT C				2017658.
Total ▶ 3b				2017658.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	976.	
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	525990	106,621.	18	13,323,104.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP AND MUTUAL					
b FUND INCOME	525990	<1,899.>	14	1,619,539.	
c GRANT REFUND			01	632.	
d RENTAL INCOME			16	277,625.	
e					
12 Subtotal. Add columns (b), (d), and (e)		104,722.		15,221,876.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 15,326,598.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Karen D Byers

Date: 5/11/2011

Title: Managing Director + CFO

Paid Preparer's Use Only

Preparer's signature	Date 5/11/11	Check if self-employed ☐	Preparer's identifying number P00234022
Firm's name (or yours if self-employed), address, and ZIP code	O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165-3698	EIN 13-3385019 Phone no. 212-286-2600	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	976.	0.	976.
TOTAL TO FM 990-PF, PART I, LN 4	976.	0.	976.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME
PARTNERSHIP AND MUTUAL FUND INCOME	1,617,640	3,135,859
GRANT REFUND	632	-
RENTAL INCOME	277,625	277,625
UNRELATED BUSINESS LOSS REPORTED ON 990-T	-	1,899
TOTAL TO FORM 990-PF, PART I, LINE 11	1,895,897	3,415,383

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARNOLD & PORTER	999.	0.		999.
HOGAN & HARTSON LLP	812.	0.		812.
MCDERMOTT WILL & EMERY, LLC	369.	0.		369.
WHITE & CASE, LLP	14,752.	0.		7,290.
TO FM 990-PF, PG 1, LN 16A	16,932.	0.		9,470.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EISNER LLP	12,353.	0.		11,543.
O'CONNOR DAVIES MUNNS & DOBBINS, LLP	49,380.	11,172.		19,808.
TO FORM 990-PF, PG 1, LN 16B	61,733.	11,172.		31,351.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT AND PERFORMANCE FEES	1,059,212.	1,193,223.		0.
CALVOCORESSI, ESQ., THOMAS	1,444.	0.		1,444.
GAINOR	17,400.	0.		17,400.
GLOCAP	4,450.	0.		4,450.
BL NICKERSON & ASSOCIATES, LLC	1,063.	0.		1,063.
PRICE WATERHOUSE COOPERS LLP	42,613.	0.		42,613.
WISE HR STRATEGIES	8,438.	0.		8,438.
TO FORM 990-PF, PG 1, LN 16C	1,134,620.	1,193,223.		75,408.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNRELATED BUSINESS INCOME TAX	60,095.	0.		0.
FOREIGN TAXES ON INVESTMENTS	7,778.	56,506.		0.
EXCISE TAX	80,000.	0.		0.
DEFERRED EXCISE TAX ON UNREALIZED GAIN	55,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	202,873.	56,506.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT E	2,454,007.	114,003.		3,108,534.
TO FORM 990-PF, PG 1, LN 23	2,454,007.	114,003.		3,108,534.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS	3,015,884.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,015,884.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DREYFUS INFLATION ADJUSTED SECURITIES	FMV	2,292,182.	2,292,182.
PIMCO TOTAL RETURN II	FMV	25,942,521.	25,942,521.
ADAGE CAPITAL PARTNERS	FMV	8,626,902.	8,626,902.
ARCHSTONE PARTNERS	FMV	16,902,256.	16,902,256.
BAUPOST CAPITAL PARTNERS IV	FMV	14,145,940.	14,145,940.
BARLOW CAPITAL PARTNERS	FMV	7,348,199.	7,348,199.
CANYON BALANCED EQUITIES	FMV	1,318,792.	1,318,792.
COMMONFUND INTERNATIONAL III	FMV	610,099.	610,099.
COMMONFUND PRIVATE EQUITY IV	FMV	1,196,145.	1,196,145.
COMMONFUND VENTURE V	FMV	914,923.	914,923.
COMMONFUND INTERNATIONAL IV	FMV	877,707.	877,707.
COMMONFUND PRIVATE EQUITY V	FMV	1,821,945.	1,821,945.
COMMONFUND VENTURE VI	FMV	1,048,303.	1,048,303.
COMMONFUND INTERNATIONAL V	FMV	729,525.	729,525.
COMMONFUND PRIVATE EQUITY VI	FMV	965,651.	965,651.
COMMONFUND VENTURE VII	FMV	665,701.	665,701.
COMMONFUND INTERNATIONAL VI	FMV	315,655.	315,655.
COMMONFUND PRIVATE EQUITY VII	FMV	345,377.	345,377.
COMMONFUND VENTURE VIII	FMV	333,051.	333,051.
CONVEXITY CAPITAL	FMV	13,449,922.	13,449,922.
RENAISSANCE INSTITUTIONAL EQUITIES FUND	FMV	0.	0.

RIVERSTONE GLOBAL POWER & ENERGY IV	FMV	916,487.	916,487.
ROCKEFELLER ACCESS FUND 1	FMV	1,667,857.	1,667,857.
ROCKEFELLER SPEC GLOBAL OPPS 2006	FMV	1,119,686.	1,119,686.
ROCKEFELLER ACCESS FUND 06-I	FMV	946,171.	946,171.
ROCKEFELLER SPECIAL GLOBAL DISTRESSED	FMV	566,289.	566,289.
SILCHESTER INTERNATIONAL VALUE TRUST	FMV	13,421,278.	13,421,278.
TIFF PARTNERS I	FMV	167,907.	167,907.
TIFF PARTNERS II	FMV	436,398.	436,398.
TIFF PARTNERS III	FMV	1,591,248.	1,591,248.
TIFF PARTNERS IV	FMV	2,925,505.	2,925,505.
TIFF REALTY & RESOURCES II	FMV	1,581,971.	1,581,971.
TIFF PRIVATE EQUITY 2006	FMV	1,047,710.	1,047,710.
TIFF REALTY & RESOURCES III	FMV	1,002,343.	1,002,343.
TIFF PRIVATE EQUITY 2007	FMV	840,898.	840,898.
TIFF PRIVATE EQUITY 2008	FMV	555,321.	555,321.
WELLINGTON ARCHIPELAGO	FMV	7,298,495.	7,298,495.
PENDING SALES	FMV	3,727,122.	3,727,122.
TOTAL TO FORM 990-PF, PART II, LINE 13		139,663,482.	139,663,482.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX PAYABLE	280,000.	335,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	280,000.	335,000.

PART VIII - 1) List of Officers and Directors **ATTACHMENT A**

The Markle Foundation 990-PF
For the Year ending 6/30/2010

Name and Address	Title	Average Hours / Week	Compensation	Employee Benefit Plan Contributions	Expense Account
Lewis B. Kaden c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Chairman	*	0	0	0
Zoe Baird c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	President	40	698,750	62,500	0
Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Treas/Secy/CFO	40	320,000	66,656	0
John Gage c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Slade Gorton c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Suzanne Nora Johnson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Herbert Pardes, MD c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stephen C. Robinson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Edward F. Rover c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stanley S. Shuman c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0

*For Directors, average time per week ranges from .5-5 hours during the time that the person was a member of the Board of Directors.

he Markle Foundation

ATTACHMENT B

Part IX-A Summary of Direct Charitable Activities

Year Ended June 30, 2010

The Foundation conducts its work by directly operating projects. In this fiscal year the largest activities were:

1 Connecting for Health

$ 4,741,474

Connecting for Health is an initiative designed to catalyze the widespread changes necessary to realize the full benefits of information technology in health and health care, while protecting patient privacy and the security of personal health information. Convened and operated by the Markle Foundation, Connecting for Health is a collaborative of more than 100 leading stakeholders in the public and private sector, including experts in clinical medicine, public policy, information technology, and patient privacy, and also includes a diverse group of consumers, vendors, professional societies, and hospital groups. Connecting for Health has developed a "Common Framework" approach to health information sharing. The "Common Framework for Networked Personal Health Information," extends the Common Framework principles to increase consumer participation and protect consumer's information. Both frameworks include technical specifications, privacy and security policies, and governance principles that, when taken together encourage appropriate handling of personal health information as it flows to and from personal health records and similar applications or supporting services.

2 Task Force on National Security in the Information Age

$ 2,921,215

The Task Force on National Security in the Information Age has developed a consensus among a wide variety of experts in national security, information technology and civil liberties on a strategy for how best to mobilize information and information technology to enhance our national security while preserving civil liberties. Convened and operated by the Markle Foundation, the Task Force has released four reports and two visualizations, *Protecting America's Freedom in the Information Age, Creating a Trusted Information Network for Homeland Security, Mobilizing Information to Prevent Terrorism, and Nation At Risk: Policy Makers Need Better Information to Protect the Country*. The Task Force has conducted extensive public education on its recommendations and staff and members speak regularly on the issues related to the sharing of information to prevent terrorism and protect civil liberties. The program continues the exploration of new areas including: energy security; domestic intelligence, bio-terror and bio-surveillance, new threats, and the use of personally identified information.

Total of the Largest Direct Charitable Activities $ 7,662,689

ATTACHMENT C

MARKLE FOUNDATION GRANTEE SCHEDULE FY 2010	Status	Address				Purpose	Grants Paid FY 2010	Grants Payable @ 6/30/2010
Aspen Institute	a	One Dupont Circle NW, Suite 700	Washington	DC	20036	General	203,000	115,000
Association of Small Foundations	a	1720 N Street NW	Washington	DC	20036	General	1,995	-
Bipartisan Policy Center	a	1225 I Street NW, Suite 1000	Washington	DC	20005	General	7,993	7,993
Brookings Institution	a	1775 Massachusetts Avenue NW	Washington	DC	20036	General	100,000	-
Center for Democracy & Technology	a	1634 I Street NW, Suite 1100	Washington	DC	20006	General	1,034,100	1,696,043
Center for Governmental Studies	a	10951 West Pico Boulevard, Suite 120	Los Angeles	CA	90064	General	14,992	-
Council on Foundations	a	2121 Crystal Drive, Suite 700	Arlington	VA	22202	General	20,500	-
Creative Commons	a	171 Second Street, Suite 300	San Francisco	CA	94105	General	5,000	
Electronic Privacy Information Center	a	1718 Connecticut Avenue NW, Suite 200	Washington	DC	20009	General	5,000	-
Foundation Center	a	79 Fifth Avenue	New York	NY	10003	General	14,000	-
Grantmakers in Health	a	1100 Connecticut Avenue NW	Washington	DC	20036	General	3,500	-
Independent Sector	a	1602 L Street NW, Suite 900	Washington	DC	20036	General	4,000	-
National Partnership for Women and Families	a	1875 Connecticut Avenue NW, Suite 650	Washington	DC	20009	General	191,164	104,850
Nonprofit Coordinating Committee	a	1350 Broadway, Suite 1801	New York	NY	10018	General	3,000	-
Philanthropy New York (previously NYRAG)	a	79 Fifth Avenue, 4th Floor	New York	NY	10003	General	10,000	-
Reading Team, Inc	a	2090 Adam Clayton Powell Jr. Boulevard, Suite 600	New York	NY	10027	General	10,000	
Society for Advanced Disease Surveillance	a	161 William Street, 5th floor	New York	NY	10038	General	130,000	36,854
Tides Center/Huffington Post Investigative Fund	a	The Presidio, Building 1014	San Francisco	CA	94129	General	187,500	56,918
Trilateral Commission	a	1156 Fifteenth Street NW, Suite 505	Washington	DC	20005	General	3,500	
Williams College	a	Vogt House, 75 Park Street	Williamstown	MA	01267	General	2,500	
		(See 990-PF Page 11, Part XV, Line 3A)					1,951,744	2,017,658
Direct Charitable Activities		Various						1,330,182
Total Program Related Payables		(See 990-PF Page 2, Part II, Line 18)						3,347,840

a- Domestic Public Charity

The Markle Foundation

ATTACHMENT D

Part I - Line 11 and Line 20 Schedules

Year Ended June 30, 2010

OCCUPANCY EXPENSE

		Column A	Column B	Column C	Column D
Rent		1,097,855	25,454		1,079,368
Utilities		27,503			27,503
Telephone		35,387			35,387
Janitorial services		34,910			34,910
Occupancy Expense	Part 1 - Line 20	1,195,655	25,454	-	1,177,168
Rental Income	Part 1 - Line 11	277,625			277,625
TOTAL Occupancy Expense, net of Rental Income		**918,030**	**25,454**	-	**899,543**

The Markle Foundation

ATTACHMENT E

PART I LINE 23: OTHER EXPENSES

For the year Ended June 30, 2010

	Column A	Column B	Column C	Column D
Supplies and general office expenses	117,979	8,102		110,189
Leasing, repairs and maintenance	31,777			30,814
Postage, shipping and messenger services	6,300			6,300
Insurance	42,962	1,191		41,771
Board of Directors	6,402	2,113		4,478
Investment Expenses	3,733	102,597		
Project Services*				
National Security in the Information Age	441,094			521,509
Connecting for Health	204,782			285,197
Project Operations, Publications, and Working Groups*				
National Security in the Information Age	634,893			715,308
Connecting for Health	964,085			1,392,968
Total Other Expenses	2,454,007	114,003	-	3,108,534

*Direct Charitable Activities - See attachment B

ATTACHMENT F

The Markle Foundation
Part II - Line 14 - Schedule of Fixed Assets & Accumulated Depreciation
as of June 30, 2010

	Cost				Accumulated Depreciation				Net Assets	
	Beginning Balance	Additions	Disposals	Ending Balance	Beginning Balance	Depreciation Expense	Disposals	Ending Balance	Beginning Balance	Ending Balance
Computers	138,410			138,410	133,044	5,366		138,410	5,366	-
Equipment	73,961	18,213		92,174	36,980	16,614		53,594	36,981	38,580
Furnishings	530,549	15,515	(31,272)	514,792	501,424	29,901	(31,272)	500,053	29,125	14,739
Leasehold Improvements	2,603,087			2,603,087	1,610,192	178,163		1,788,355	992,895	814,732
	3,346,007	33,728	(31,272)	3,348,463	2,281,640	230,044	(31,272)	2,480,412	1,064,367	868,051

JOHN & MARY R. MARKLE FOUNDATION
ATTACHMENT TO FORM 990-PF
JUNE 30, 2010
CONFORMED COPY OF CONSTITUTION & BYLAWS

I CERTIFY THAT THE ATTACHED CONSTITUTION & BYLAWS ARE COMPLETE AND ACCURATE.

Signature: Karen D Byers
Name: Karen D. Byers
Title: Managing Director + CFO

JOHN & MARY R. MARKLE FOUNDATION

Revised Constitution & Bylaws

Revised February 26, 2010

MARKLE FOUNDATION

CONSTITUTION & BYLAWS

The John and Mary R. Markle Foundation

(As amended November 13, 1995, November 13, 2000, November 19, 2001, November 10, 2003, November 11, 2008 and February 26, 2010.)

Article I: Members and Their Meetings

Section 1. The Members of the Foundation shall consist of the persons named in the first section of the Act to incorporate the John and Mary R. Markle Foundation, being Chapter 545 of the laws of 1927 of the State of New York, viz.: John Markle, Mary R. Markle, Morgan J. O'Brien, J. Pierpont Morgan, Seward Prosser, Junius S. Morgan, Jr. and Edward M. Robinson, together with such persons as they may associate with, and their successors.

Any Member may withdraw from the Foundation at a meeting of the Foundation, or by a notice in writing to the President or Secretary.

New Members, whether as successors to those named in the Act of Incorporation or otherwise, and such additional Members as they or their successors shall see fit to associate with them, shall be elected, either at the annual meeting of the Foundation or at a special meeting duly called for that purpose, by vote of a majority of the Members of the Foundation attending such meeting.

All Members shall hold office for a three-year term and until the election and qualification of their successors.

All the powers of the Foundation shall be exercised by its Members and they may, by general resolution, subject to the provisions of this Constitution and By-Laws, delegate to the other officers or to committees of their own number such powers as they may see fit, in addition to the powers specified in this Constitution and By-Laws.

Section 2. The annual meeting of the Members of the Foundation shall be held in the month of November.

The Board of Directors shall present at the annual meeting of Members a report meeting the requirements of Section 519 of the Not-for-Profit Corporation Law of the State of New York. Such report shall be filed with the corporate records and either a copy or an abstract thereof entered in the minutes of the annual meeting of Members.

Special meetings of the Members of the Foundation may be held at the call of the President or of any two Members of the Foundation.

Written notice of the place, date and hour of each meeting of the Members of the Foundation shall be given by mailing a copy thereof by first class mail or delivered by email, not less than ten nor more than fifty days before the date of the meeting to each Member of the Foundation, directed to the member at the address filed with the Secretary for that purpose. Notice of a special meeting of the Members shall indicate that it is being issued by or at the direction of the person or persons calling the meeting and shall also state the purpose or purposes for which the meeting is called.

Section 3. One-third of the Members of the Foundation shall constitute a quorum for the transaction of business at meetings of the Foundation.

Article II: Directors and Their Meetings

Section 1. The number of Directors by whom the business and affairs of the Foundation shall be managed shall be the same as the number of Members, and all of the Members of the Foundation shall be its Directors, and the election of any person as a Member of the Foundation shall constitute that person a Director.

All Directors shall hold office for a three-year term and until the election and qualification of their respective successors.

Section 2. Meetings of the Board of Directors of the Foundation may be held at the call of the President or of any two Directors upon at least three days' notice by mail, telephone or email to each Director at the address provided to the Secretary for that purpose.

Section 3. The presence of at least one-third of the entire Board of Directors shall be necessary to constitute a quorum at any meeting of the Board of Directors.

Any one or more Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Vacancies among the Directors may be filled by vote of a majority of the Directors then in office, regardless of their number. The Directors shall have power to fill any vacancies occurring in any of the offices of the Foundation for the unexpired term and until the election of a successor.

Article III: Committees

Section 1. There shall be an Executive Committee, consisting of the Chairman, the President and at least two other Directors, to be designated by resolution adopted by a majority of the entire Board of Directors. The Executive Committee shall possess and exercise all of the delegable powers of the Board of Directors, except when the Board of Directors is in session, subject to such restrictions as from time to time may be prescribed by the Board of Directors. The Executive Committee may adopt its own rules of procedure.

The Board of Directors shall have power, by resolution adopted by a majority of the entire Board in the case of standing committees (each of which shall consist of three or more Directors), to designate or create from time to time any other committee or committees and to prescribe the powers and functions of such other committee or committees, within limits permitted by law.

Article IV: Officers

Section 1. The officers of the Foundation shall consist of a Chairman, a President, a Secretary and a Treasurer. The officers shall be elected annually by the Foundation. All the officers, whether elected or appointed, shall hold office at the pleasure of the Foundation, but in no case beyond the time when their respective successors shall be elected and accept office. The Directors may from time to time appoint such other officers as shall be deemed expedient.

Section 2. The Chairman shall occupy an advisory capacity with respect to the affairs and policies of the Foundation similar to that usually occupied by the chairman of the board of directors of a business corporation. He or she shall preside at all meetings of the Board of Directors and of the Members of the Foundation and shall perform such other duties as shall be prescribed from time to time by the Foundation.

Section 3. The President shall be the chief executive officer of the Foundation and shall perform the duties of his office subject to the direction of the Board of Directors. He or she shall perform such other duties as shall be prescribed from time to time by the Board of Directors. In the absence or disability of the Chairman, the President shall preside at meetings of the Board of Directors and of the Members of the Foundation.

Section 4. The Secretary shall give notice of all meetings of the Board of Directors and of the Members of the Foundation and shall keep the minutes thereof. He or she shall be the custodian of the seal and shall also perform all such other duties as may properly belong to his office or as shall be prescribed from time to time by the Foundation.

Section 5. The Treasurer shall have charge of the funds of the Foundation and shall collect all the income thereof and shall render a report of the condition of the treasury at each annual meeting of the Members. He or she shall also perform such other duties as may properly belong to his office or as shall be prescribed from time to time by the Foundation.

Article V: Waivers

Section 1. Notice of any meeting of the Members or of the Directors of the Foundation may be waived by any Member or Director not present at such meeting.

Article VI: Funds

Section 1. The Treasurer shall deposit the funds of the Foundation in such banks or trust companies as may from time to time be designated by the Board of Directors. Such deposits of funds shall be made subject to draft on the joint signatures of the President and the Chief Financial Officer together or one of these officers and another staff member as may be designated by the Board from time to time.

The securities of the Foundation shall be deposited in some suitable deposit vault or vaults designated by the Board of Directors. Access to the securities may be had and they may be withdrawn by any two officers or by an officer and another staff member as may be designated by the Board from time to time.

Section 2. No expenditures shall be authorized or made, and there shall be no distribution of the income or the principal of the funds of the Foundation, except in pursuance of a previous appropriation by the Foundation.

Article VII: Amendments

Section 1. These articles may be amended at any meeting of the Foundation by the majority vote of the Members present, provided that the notice of the meeting shall have included the particular amendments proposed.

Article VIII: Indemnification

Section 1. The Foundation shall indemnify its Members, Directors and Officers to the fullest extent permissible under the laws of the State of New York provided, however, that no indemnification shall be made which would give rise to a tax under section 4941 of the Internal Revenue Code.

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box .... ▶ ☒
- 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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization JOHN & MARY R. MARKLE FOUNDATION	**Employer identification number** 13-1770307
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 10 ROCKEFELLER PLAZA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10020	

Check type of return to be filed (file a separate application for each return):

☐ Form 990
☐ Form 990-BL
☐ Form 990-EZ
☒ Form 990-PF
☐ Form 990-T (corporation)
☐ Form 990-T (sec. 401(a) or 408(a) trust)
☐ Form 990-T (trust other than above)
☐ Form 1041-A
☐ Form 4720
☐ Form 5227
☐ Form 6069
☐ Form 8870

- The books are in the care of ▶ THE FOUNDATION
10 ROCKEFELLER PLAZA - NEW YORK, NY 10020

Telephone No. ▶ 212-489-6655 FAX No. ▶ 212-765-9690

- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUL 1, 2009 , and ending JUN 30, 2010 .

2 If this tax year 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**	$ 513,883.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 413,883.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 100,000.

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.

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

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

File by the extended due date for filing your return. See instructions.

Name of exempt organization: JOHN & MARY R. MARKLE FOUNDATION

Employer identification number: 13-1770307

Number, street, and room or suite no. If a P.O. box, see instructions.: 10 ROCKEFELLER PLAZA

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NEW YORK, NY 10020

Enter the Return code for the return that this application is for (file a separate application for each return) 0 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	03	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 ▶ 10 ROCKEFELLER PLAZA - NEW YORK, NY 10020

  Telephone No. ▶ 212-489-6655 FAX No. ▶ 212-765-9690
- 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 MAY 15, 2011 .

5 For calendar year _______ , or other tax year beginning JUL 1, 2009 , and ending JUN 30, 2010 .

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 ACCUMULATE THE NECESSARY INFORMATION
NEEDED 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**	$ 513,883.
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**	$ 513,883.
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

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 ▶ Title ▶ CPA, CFE Date ▶ 2/1/11