

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization AARP Foundation		D Employer identification number 52-0794300
		Doing Business As		E Telephone number (202)434-3399
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 601 E Street, NW, Tax Dept.		G Gross receipts \$ 180,661,174.
		City or town, state or country, and ZIP + 4 Washington, DC 20049		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: Robin Talbert same as C above		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ▶ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ www.aarp.org/foundation		K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
		L Year of formation: 1961		M State of legal domicile: DC

Part I Summary

1 Briefly describe the organization's mission or most significant activities: See Schedule O

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its assets.

Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of employees (Part V, line 2a)	5	262
	6 Total number of volunteers (estimate if necessary)	6	38258
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	122,761,059.	125,132,375.
	9 Program service revenue (Part VIII, line 2g)	307,860.	397,148.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,983,274.	950,446.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	201,845.	-90,189.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	128,254,038.	126,389,780.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	66,634,403.	71,429,090.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	20,195,957.	20,639,329.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,132,528.	1,413,233.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 12,690,487.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	33,508,298.	33,432,527.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	121,471,186.	126,914,179.
19 Revenue less expenses. Subtract line 18 from line 12	6,782,852.	-524,399.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 121,705,899.	End of Year 102,091,657.
	21 Total liabilities (Part X, line 26)	45,979,929.	46,833,795.
	22 Net assets or fund balances. Subtract line 21 from line 20	75,725,970.	55,257,862.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ Robin Talbert Signature of officer Date 08/10/09

▶ Robin Talbert, President Type or print name and title

Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	EIN ▶		
		Phone no. ▶		

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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 AARP Foundation	Employer identification number 52-0794300
	Number, street, and room or suite no. If a P.O. box, see instructions. 601 E Street, NW, Tax Dept.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Washington, DC 20049	
	File by the due date for filing your return. See instructions.	

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

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

AARP Foundation

- The books are in the care of ▶ **601 E Street, NW - Washington, DC 20049**
Telephone No. ▶ **(202) 434-3399** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **August 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year **2008** or

▶ tax year beginning _____, and ending _____.

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	\$	
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	\$	
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	\$	N/A

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.

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: See Schedule O for Continuation
The AARP Foundation is AARP's affiliated charity. Foundation programs provide security, protection, and empowerment for older persons in need. Low-income older workers receive the job training and placement they need to re-join the workforce. Free tax assistance and

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No X

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No X

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

See Schedule O for Continuation(s)

4a (Code:) (Expenses \$ 83984847. including grants of \$ 63500508.) (Revenue \$ 0.)
WorkSearch connects job seekers to viable community job opportunities to improve their economic self-sufficiency. WorkSearch provides career information, job training, and related employment services to individuals with limited resources. If a job-seeker is 55 or older and income eligible, he or she may enroll in the AARP Foundation Senior Community Service Employment Program (SCSEP), which places older adults at local "host agencies" for on-the-job training and skill development with the goal of securing permanent employment. In 2008, WorkSearch and SCSEP helped 49,036 people connect to local job opportunities. Information is available by logging on to www.aarpworksearch.org.

4b (Code:) (Expenses \$ 10334619. including grants of \$ 0.) (Revenue \$ 0.)
AARP Tax-Aide is the nation's largest, free, volunteer-run tax preparation and assistance service available to low- and moderate-income taxpayers; with special attention to those aged 60 and older. More than 33,000 AARP trained and IRS certified volunteers helped 2.95 million people including those eligible to file for the economic stimulus checks. Sites are open February 1 through April 15 for face-to-face service and online throughout the rest of the year. Other 2008 highlights include:

- a) putting \$187 million in the pockets of those who need it most by filing 182,000 earned income tax credit returns,
b) achieved an 84% e-filing rate (a program record),
c) was awarded with the IRS Wage and Investment Division's highest

4c (Code:) (Expenses \$ 5,442,137. including grants of \$ 170,000.) (Revenue \$ 322,054.)
The AARP Foundation Litigation (AFL) works to protect and preserve the rights of those aged 50+ by representing them in significant court cases and by writing AARP's amicus curiae ("friend of the court") briefs. The legal advocacy focuses on widespread practices or policies of industry, business, or government that are detrimental to older persons. A representative sample of accomplishments in 2008 include:
(1) continued efforts to address the high cost of prescription drugs,
(2) protected older workers from employment discrimination and practices harmful to their employee benefits, and
(3) supported federal safety net programs.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 11991945. including grants of \$ 4,964,708.) (Revenue \$ 75,094.)

4e Total program service expenses \$ 111,753,548. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a	151	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a	262	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5c		
6a	Did the organization solicit any contributions that were not tax deductible?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
	7h		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12		
	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
	10b		
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders		
	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
	12b		

Form 990 (2008)

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?		X
9b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	The organization's CEO, Executive Director, or top management official?	X	
15b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **CA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **AARP Foundation - (202)434-3399**
601 E Street, NW, Washington, DC 20049

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
N. Joyce Payne Chairperson	1.00	X		X			0.	5,109.	0.	
George Rowan Vice-Chairperson	1.00	X		X			0.	1,238.	0.	
Joanne Handy Audit Chair	1.00	X		X			0.	5,081.	0.	
Joan Ruff Treasurer/Finance Chair	1.00	X		X			637.	0.	0.	
Bruce N. Corson Board Member	1.00	X					0.	0.	0.	
Dr. Arthur Ulene Board Member	1.00	X					1,186.	0.	0.	
Madeleine Moore-Burrell Board Member	1.00	X					891.	0.	0.	
J. David Nelson Board Member	1.00	X					0.	0.	0.	
Fernando Torres-Gil Board Member	1.00	X					0.	0.	0.	
Thomas Nelson Ex-Officio	1.00	X					0.	576,892.	48,964.	
Nelda Barnett Chair (thru 06/08)	1.00	X		X			0.	6,882.	0.	
Clarence Pearson Vice-Chair (thru 06/08)	1.00	X		X			0.	13,138.	0.	
A. James Forbes, Jr. Tres/Audit Chr (thru 06/08)	1.00	X		X			0.	0.	0.	
Robin Talbert President/Executive Dir.	47.00			X			168,391.	140,002.	47,827.	
Patricia D. Shannon Vice President/CFO	44.00			X			190,777.	0.	36,589.	
Edna Kane-Williams Vice President/Secretary	39.00			X			139,179.	71,410.	51,095.	
David P. Whitehead SVP Development Officer	50.00				X		220,717.	45,247.	48,636.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Susan A. Miler SVP Programs	46.00				X			240,266.	0.	43,219.
Stuart R. Cohen SVP Legal Advocacy	42.00				X			227,099.	0.	34,906.
James F. Seith VP National Programs	41.00				X			213,482.	0.	33,282.
Bonnie S. Speedy VP Tax-Aide	47.00					X		197,981.	0.	33,043.
Julia A. Stephens VP National Programs	39.00					X		169,795.	0.	33,436.
Stacy J. Canan Sr. Attorney/Manager	43.00					X		186,106.	0.	41,807.
Barbara A. Jones Sr. Attorney - Litigatio	40.00					X		175,603.	410.	34,880.
Mary E. Signorille Sr. Attorney - Litigatio	40.00					X		165,147.	21,566.	33,949.
1b Total								2,297,257.	886,975.	521,633.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **44**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
CE Technologies Inc., 20 Camden, Suite 200, Toronto, ON, CANADA M5V1V1	Work Search IT Services	1,547,917.
Grizzard Communications Group, 229 Peachtree St. NE, Suite 1400, Atlanta, GA	Professional Fundraising Services	1,195,287.
Moore Wallace, 30 Hazelwood Drive, Suite 100, Amherst, NY 14228	Commercial Printing Services	1,053,648.
PEP Direct 19 Stoney Brook Drive, Wilton, NH 03086	Direct Response Marketing Services	972,755.
Johnson/Anderson & Associates, 5010 Valley Industrial Blvd South, Shakopee, MN	Commercial Printing Services	786,177.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization **44**

Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	11,750.				
	d	Related organizations	1d	21,624,619.				
	e	Government grants (contributions)	1e	84,854,587.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	18,641,419.				
	g	Noncash contributions included in lines 1a-1f: \$		83,068.				
	h	Total. Add lines 1a-1f		125,132,375.				
	Program Service Revenue	2 a	Litigation revenue	Business Code	322,054.	322,054.		
		b	Conference Registratio		59,205.	59,205.		
c		Pamphlet Sales		12,929.	12,929.			
d		Book Sales		2,960.	2,960.			
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		397,148.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3101236.			3,101,236.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)			-2,150,790.		-2,150,790.
	8 a	Gross income from fundraising events (not including \$ 11,750. of contributions reported on line 1c). See Part IV, line 18	a					
		b	Less: direct expenses	b	2,615.			
		c	Net income or (loss) from fundraising events			-2,615.		-2,615.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
b		Less: direct expenses	b					
c		Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a						
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code						
11 a	Miscellaneous income			2,373.			2,373.	
b	Change in value-Charit			-89,947.			-89,947.	
c								
d	All other revenue							
e	Total. Add lines 11a-11d			-87,574.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			126,389,780.	397,148.	0.	860,257.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	5,284,128.	5,284,128.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	66,144,962.	66,144,962.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,518,612.	719,430.	554,807.	244,375.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	15,666,602.	13,305,706.	696,441.	1,664,455.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	2,286,927.	1,933,593.	112,500.	240,834.
10 Payroll taxes	1,167,188.	956,548.	81,712.	128,928.
11 Fees for services (non-employees):				
a Management				
b Legal	210,738.	210,738.		
c Accounting	155,121.	13,310.	141,811.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	1,413,233.			1,413,233.
f Investment management fees				
g Other	1,409,281.	1,136,289.	62,064.	210,928.
12 Advertising and promotion	573,221.	454,745.	61,490.	56,986.
13 Office expenses	4,849,331.	4,781,679.	55,644.	12,008.
14 Information technology	2,266,528.	1,726,627.		539,901.
15 Royalties				
16 Occupancy	2,128,601.	1,981,170.	44,750.	102,681.
17 Travel	1,194,810.	991,504.	89,622.	113,684.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	584,950.	504,280.	22,409.	58,261.
20 Interest	540,225.	400,952.	42,558.	96,715.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	822,524.	609,169.	65,495.	147,860.
23 Insurance	59,517.	17,216.	42,301.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a Printing and postage	9,754,136.	3,000,270.	76,276.	6,677,590.
b Volunteer travel/activities	5,968,404.	5,891,776.	76,167.	461.
c Miscellaneous	763,027.	462,297.	39,319.	261,411.
d Telephone	649,354.	625,652.	7,611.	16,091.
e Research/surveys/tests	603,198.	45,590.		557,608.
f All other expenses	899,561.	555,917.	197,167.	146,477.
25 Total functional expenses. Add lines 1 through 24f	126,914,179.	111,753,548.	2,470,144.	12,690,487.
26 Joint Costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...	4,425,295.	750,451.		3,674,844.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,208,918.	1	484,569.
	2 Savings and temporary cash investments	9,007,236.	2	13,287,076.
	3 Pledges and grants receivable, net	9,486,680.	3	7,703,093.
	4 Accounts receivable, net	2,467,082.	4	1,027,635.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,011,965.	9	1,381,857.
	10a Land, buildings, and equipment: cost basis	10a 23,551,031.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b 3,181,731.	21,150,474.	10c 20,369,300.
	11 Investments - publicly traded securities	69,622,120.	11	52,306,962.
	12 Investments - other securities. See Part IV, line 11	7,751,424.	12	5,531,165.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	121,705,899.	16	102,091,657.	
Liabilities	17 Accounts payable and accrued expenses	11,200,770.	17	6,293,299.
	18 Grants payable	677,515.	18	136,811.
	19 Deferred revenue	4,447,706.	19	9,521,435.
	20 Tax-exempt bond liabilities	25,000,000.	20	25,000,000.
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	1,550,000.
	25 Other liabilities. Complete Part X of Schedule D	4,653,938.	25	4,332,250.
	26 Total liabilities. Add lines 17 through 25	45,979,929.	26	46,833,795.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	65,447,357.	27	47,951,291.
	28 Temporarily restricted net assets	10,278,613.	28	7,306,571.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	75,725,970.	33	55,257,862.
	34 Total liabilities and net assets/fund balances	121,705,899.	34	102,091,657.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits?	X	

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	113,004,768.	124,565,247.	121,335,642.	122,761,059.	125,132,376.	606,799,092.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	113,004,768.	124,565,247.	121,335,642.	122,761,059.	125,132,376.	606,799,092.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						96,531,779.
6 Public Support. Subtract line 5 from line 4.						510,267,313.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	113,004,768.	124,565,247.	121,335,642.	122,761,059.	125,132,376.	606,799,092.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	594,655.	1,784,809.	2,755,297.	3,029,198.	3,101,236.	11,265,195.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						618,064,287.
12 Gross receipts from related activities, etc. (see instructions)					12	2,604,775.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	82.56 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	83.33 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization AARP Foundation	Employer identification number 52-0794300
--	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.	Schedule B (Form 990, 990-EZ, or 990-PF) (2008)
--	---

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization **AARP Foundation** Employer identification number **52-0794300**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area

Protection of natural habitat Preservation of certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	15,148,259.				
b Contributions	962,976.				
c Investment earnings or losses	-4,286,792.				
d Grants or scholarships					
e Other expenditures for facilities and programs	709,410.				
f Administrative expenses					
g End of year balance	11,115,033.				

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment 100.00 %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|-----|-------------------------------------|
| (i) unrelated organizations | | <input checked="" type="checkbox"/> |
| (ii) related organizations | | <input checked="" type="checkbox"/> |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		4,440,000.		4,440,000.
b Buildings		17,759,493.	2,906,514.	14,852,979.
c Leasehold improvements				
d Equipment		328,238.	111,147.	217,091.
e Other		1,023,300.	164,070.	859,230.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				20,369,300.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	126,389,780.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	126,914,179.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-524,399.
4	Net unrealized gains (losses) on investments	4	-19,943,709.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	-19,943,709.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	-20,468,108.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	130998123.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-19943709.
b	Donated services and use of facilities	2b	25,121,860.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-569,808.
e	Add lines 2a through 2d	2e	4,608,343.
3	Subtract line 2e from line 1	3	126389780.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	126389780.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	152053722.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	25,121,860.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	17,683.
e	Add lines 2a through 2d	2e	25,139,543.
3	Subtract line 2e from line 1	3	126914179.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	126914179.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Part V, line 4: The Foundation board has established a

board-designated quasi-endowment fund, and adopted a policy under which certain unrestricted gifts, bequests and charitable gift annuity severance amounts are designated to the fund.

The board also adopted a spending policy, which permits an annual transfer to operating funds of up to 5% of the previous 12 quarters average quasi-endowment fund balance.

Part XIV Supplemental Information (continued)

Part XII, Line 2d - Other Adjustments:

Amount reported on AARP Institute (EIN 52-0788950) 2008 Form 990

(-572,423)

Amount of fundraising event expense treated as an offset to

revenue (2,615)

Part XIII, Line 2d - Other Adjustments:

Amount reported on AARP Institute (EIN 52-0788950) 2008 Form 990

(15,068)

Amount of fundraising event expense treated as an offset to

revenue (2,615)

SCHEDULE G
(Form 990 or 990-EZ)

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

Name of the organization **AARP Foundation** Employer identification number **52-0794300**

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Grizzard Communications Group	Direct mail & communications		X	0.	1189767.	-1,189,767.
Adams Hussey	Direct mail & communications		X	0.	73,796.	-73,796.
Steenhuysen Associates	Gift planning consulting		X	0.	127,101.	-127,101.
Magnuson Corporation, Inc.	Charitable gift annuity counsel		X	0.	22,569.	-22,569.
Total					1413233.	-1,413,233.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
AL, AK, AZ, AR, CA, CT, CO, DC, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events	
		(event type)	(event type)	(total number)	(Add col. (a) through col. (c))	
Revenue	1	Gross receipts				
	2	Less: Charitable contributions				
	3	Gross revenue (line 1 minus line 2)				
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses				
	8	Direct expense summary. Add lines 4 through 7 in column (d)				()
	9	Net income summary. Combine lines 3 and 8 in column (d)				

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine lines 1 and 7 in column (d)				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

13 Indicate the percentage of gaming activity operated in:

a The organization's facility **13a** %

b An outside facility **13b** %

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____ .

c If "Yes," enter name and address:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

	Yes	No
13a		
13b		
14		
15a		
15b		
15c		
16		
17a		
17b		

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

OMB No. 1545-0047

2008

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.**

**Open to Public
Inspection**

Name of the organization

Employer identification number
52-0794300

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AARP Inc. 601 E St., NW Washington, DC 20049	95-1985500	501(c)(4)	3,093,441.	0.			AARP, Inc. charitable work conducted on behalf of the Foundation
Elder Law of Michigan Inc. 3815 W Saint Joseph St Lansing, MI 48917-3666	38-2960530	501(c)(3)	336,115.	0.			Subgrant for the Consumer Fraud Prevention program
Hawkeye Valley Area Agency on Aging - 2102 Kimball Ave, Ste320 - Waterloo, IA 50702	42-1621282	501(c)(3)	273,994.	0.			Subgrant for the Consumer Fraud Prevention program
National Telemarketing Victim Call Center - 1964 Westwood Blvd, Ste325 - Los Angeles, CA 90025	56-2557624	501(c)(3)	315,102.	0.			Subgrant for the Consumer Fraud Prevention program
Lifespan of Greater Rochester 1900 S. Clinton Ave Rochester, NY 14618	16-0986298	501(c)(3)	247,120.	0.			Subgrant for the Consumer Fraud Prevention program
Wise Senior Services 1527 4th St., 2nd Fl Santa Monica, CA 90401	95-2788014	501(c)(3)	110,559.	0.			Subgrant for the Consumer Fraud Prevention program

2 Enter total number of section 501(c)(3) and government organizations **25.**

3 Enter total number of other organizations **2.**

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
AARP Employee Crisis Fund	13	49,800.	0.		
SCSEP Enrollee Wages and Benefits	16672	66,095,162.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, Part I, Line 1: AARP Foundation has written grant agreements in place with financial and programmatic reporting requirements. The reports are reviewed and final payments are not made until all work has been completed.

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Part II and Part III, Schedule I (Form 990).

OMB No. 1545-0047
2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number
52-0794300

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Hope Ministry of Pointe Coupee Inc. - 104 West End Dr. - New Roads, LA 70760	72-1350536	501(c)(3)	7,964.	0.			Subgrant for the CNCS Partners for Independence program
CAMPTI Community Development Center - 208 Edenborn St - Camppti, LA 71411	43-2008828	501(c)(3)	7,962.	0.			Subgrant for the CNCS Partners for Independence program
ACT Inc. 500 Act Drive Iowa City, IA 52243-0168	42-0841485	501(c)(3)	311,224.	0.			Subgrant for the Womens' Scholarships program
Western Governors University 4001 S 700 E Suite 700 Salt Lake City, UT 84107	84-1383926	501(c)(3)	285,000.	0.			Subgrant for the WorkSearch program
Mississippi Center for Justice 5 Old River Place Suite 203 Jackson, MS 39215-1023	13-4203234	501(c)(3)	75,000.	0.			Legal Advocacy Disaster Relief Fellowship
Southeast Louisiana Legal Services PO Drawer 2867 Hammond, LA 70404	72-0877422	501(c)(3)	75,000.	0.			Legal Advocacy Disaster Relief Fellowship
Council of Senior Centers and Services of New York City, Inc. - 49 West 45th Street 7th Fl - New York, NY 10036	13-2967277	501(c)(3)	35,349.	0.			Subgrant for the Money Management program
Family and Child Services of Washington, DC - 1509 16th St., NW 6th Fl - Washington, DC 20036	53-0208258	501(c)(3)	25,000.	0.			Subgrant for the Money Management program

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

832241 12-17-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I-1 (Form 990) 2008

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)
Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990).**

OMB No. 1545-0047
2008

**Open to Public
Inspection**

Name of the organization

AARP Foundation

Employer identification number
52-0794300

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Grantmakers in Aging 7333 Paragon Rd Suite 220 Dayton, OH 45459-4157	13-4014982	501(c)(3)	15,000.	0.			Subgrant for the Disaster Relief program
One Stop Senior Services 747 Amsterdam Ave, 3rd Fl New York, NY 10025	13-3174492	501(c)(3)	10,951.	0.			Subgrant for the Money Management program
The Caring Community 20 Washington Square North New York, NY 10011	13-2980755	501(c)(3)	10,332.	0.			Subgrant for the Money Management program
George Mason University 4400 University Drive Fairfax, VA 22030	54-0836354	501(c)(3)	10,220.	0.			Subgrant for the WorkSearch program
University of Illinois 506 S Wright St. Urbana, IL 61801	37-6000511	501(c)(3)	10,000.	0.			Contribution to the Herbert R Semmel Elder Law Fellowship
National Center on Poverty Law 50 E Washington St, Suite 500 Chicago, IL 60602	36-3151279	501(c)(3)	10,000.	0.			Subgrant for the Legal Needs of Low Income Elderly program
Ft Washington Houses Services for the Elderly - 99 Ft Washington Ave. - New York, NY 10032	13-3355074	501(c)(3)	9,732.	0.			Subgrant for the Money Management program
Catholic Charities Neighborhood Services Inc. - 191 Joralemon St. - Brooklyn, NY 11201	11-2047151	501(c)(3)	9,204.	0.			Subgrant for the Money Management program

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

832241 12-17-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I-1 (Form 990) 2008

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Part II and Part III, Schedule I (Form 990).

OMB No. 1545-0047
2008
 Open to Public
 Inspection

Name of the organization

AARP Foundation

Employer identification number
52-0794300

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SNAP 1760 Old Meadow Rd McLean, VA 22102	23-7194058	501(c)(6)	9,590.	0.			Subgrant for the Money Management program
Heights and Hill Community Council, Inc. - 57 Willoughby St. 4th Fl. - Brooklyn, NY 11201	23-7237927	501(c)(3)	8,855.	0.			Subgrant for the Money Management program
Kanawha Valley Senior Services 2428 Kanawha Blvd East Charleston, WA 25311	55-0626556	501(c)(3)	7,500.	0.			Subgrant for the Money Management Program
Raleigh County Commission on Aging 1614 South Kanawha Street Beckley, WV 25801	55-0612785	501(c)(3)	7,500.	0.			Subgrant for the Money Management Program
Mississippi Center for Legal Services Corporation - 111 E Front St. - Hattiesburg, MS 39403	64-0612891	501(c)(3)	6,873.	0.			Subgrant for the Money Management Program

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

832241 12-17-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I-1 (Form 990) 2008

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2008

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7**

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III **8**

	Yes	No
1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Thomas Nelson	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(i) 474,570.	(ii) 100,000.	(iii) 2,322.	34,178.	14,786.	625,856.	0.
Robin Talbert	(i) 128,989.	(ii) 37,481.	(iii) 1,921.	9,200.	13,649.	191,240.	0.
	(i) 140,002.	(ii) 0.	(iii) 0.	24,978.	0.	164,980.	0.
Patricia D. Shannon	(i) 166,415.	(ii) 23,534.	(iii) 828.	7,631.	8,240.	206,648.	0.
	(i) 0.	(ii) 0.	(iii) 0.	20,718.	0.	20,718.	0.
Edna Kane-Williams	(i) 114,035.	(ii) 24,615.	(iii) 529.	5,567.	9,459.	154,205.	0.
	(i) 70,963.	(ii) 0.	(iii) 447.	31,294.	4,775.	107,479.	0.
David P. Whitehead	(i) 186,676.	(ii) 33,505.	(iii) 536.	9,200.	14,458.	244,375.	0.
	(i) 45,247.	(ii) 0.	(iii) 0.	24,978.	0.	70,225.	0.
Susan A. Miler	(i) 210,983.	(ii) 27,143.	(iii) 2,140.	9,200.	9,041.	258,507.	0.
	(i) 0.	(ii) 0.	(iii) 0.	24,978.	0.	24,978.	0.
Stuart R. Cohen	(i) 200,098.	(ii) 24,413.	(iii) 2,588.	9,083.	1,160.	237,342.	0.
	(i) 0.	(ii) 0.	(iii) 0.	24,663.	0.	24,663.	0.
James F. Seith	(i) 192,135.	(ii) 19,716.	(iii) 1,631.	8,539.	1,559.	223,580.	0.
	(i) 0.	(ii) 0.	(iii) 0.	23,184.	0.	23,184.	0.
Bonnie S. Speedy	(i) 169,823.	(ii) 27,794.	(iii) 364.	7,919.	3,623.	209,523.	0.
	(i) 0.	(ii) 0.	(iii) 0.	21,501.	0.	21,501.	0.
Julia A. Stephens	(i) 154,893.	(ii) 14,303.	(iii) 599.	6,792.	8,204.	184,791.	0.
	(i) 0.	(ii) 0.	(iii) 0.	18,440.	0.	18,440.	0.
Stacy J. Canan	(i) 168,144.	(ii) 16,553.	(iii) 1,409.	7,444.	14,152.	207,702.	0.
	(i) 0.	(ii) 0.	(iii) 0.	20,211.	0.	20,211.	0.
Barbara A. Jones	(i) 158,583.	(ii) 16,503.	(iii) 517.	7,041.	8,724.	191,368.	0.
	(i) 410.	(ii) 0.	(iii) 0.	19,115.	0.	19,525.	0.
Mary E. Signorille	(i) 148,301.	(ii) 15,039.	(iii) 1,807.	6,778.	8,768.	180,693.	0.
	(i) 21,566.	(ii) 0.	(iii) 0.	18,403.	0.	39,969.	0.
	(i) 0.	(ii) 0.	(iii) 0.				
	(i) 0.	(ii) 0.	(iii) 0.				
	(i) 0.	(ii) 0.	(iii) 0.				
	(i) 0.	(ii) 0.	(iii) 0.				

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 1a: All non-employee officers and directors for AARP Foundation

serve on a volunteer basis and are not compensated for their generous

commitment to AARP Foundation. The officers, directors, and key employees

are, however, reimbursed by AARP Foundation for travel and subsistence

costs incurred in carrying out their duties. In addition, all non-employee

officers and directors are reimbursed for travel and subsistence costs

incurred for spouses/companions accompanying them to Foundation functions.

All spouse/companion travel reimbursements, including tax gross-up

payments, are treated as taxable income and Form 1099-MISC are issued as

required by law.

Board members Ruff, Corson, Ulene, Moore-Burrell, and Torres-Gil sit only

on the AARP Foundation board and AARP Foundation pays all spouse/companion

travel expenses for these board members and issues the required Form

1099-MISC with the applicable income tax gross-up payment.

Board members Payne, Rowan, Handy, Nelson, Barnett, Pearson, and Forbes sit

on both the AARP, Inc. board and the AARP Foundation board. AARP, Inc. pays

all spouse/companion travel expenses for these board members and issues the

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

OMB No. 1545-0047
2008
Open to Public Inspection

Name of the organization

ARP Foundation

Employer identification number
52-0794300

Part I	Bond Issues (Required for 2008)	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
								Yes	No	Yes	No
A	District of Columbia	53-6001131	254839H48	10/21/04	25,000,000	space	Purchase of office		X		X
B											
C											
D											
E											

Part II	Proceeds (Optional for 2008)	A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Total proceeds of issue										
2	Gross proceeds in reserve funds										
3	Proceeds in refunding or defeasance escrows										
4	Other unspent proceeds										
5	Issuance costs from proceeds										
6	Working capital expenditures from proceeds										
7	Capital expenditures from proceeds										
8	Year of substantial completion										
9	Were the bonds issued as part of a current refunding issue? ...										
10	Were the bonds issued as part of an advance refunding issue? ...										
11	Has the final allocation of proceeds been made? ...										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds? ...										

Part III	Private Business Use (Optional for 2008)	A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

2008

Open to Public
Inspection

▶ Attach to Form 990.

Name of the organization **AARP Foundation** Employer identification number **52-0794300**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	4	83,068.	Fair Value at Gift Dat
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

Form 990, Part I, Line 1, Description of Organization Mission:

The AARP Foundation was established in 1961 and is dedicated to enhancing the quality of life for all as we age. The Foundation leads positive social change and delivers value to those 50 and older with emphasis on those at social and economic risk.

Form 990, Part III, Line 1, Description of Organization Mission:

preparation is provided for low- and moderate-income individuals, with special attention to those 60 and older. The Foundation's litigation staff protects the legal rights of older Americans in critical health, long-term care, consumer, and employment situations. Additional programs provide information, education, and services to ensure that people over 50 lead lives of independence, dignity, and purpose. Foundation programs are funded by grants, tax-deductible contributions, and AARP cash and in-kind contributions.

Form 990, Part III, Line 4b, Program Service Accomplishments

honor; The Commissioner's Award, and

d) celebrated its 40th year of service in 2008. Information is available by logging on to www.aarp.org/taxaide.

Form 990, Part III, Line 4d, Other Program Services:

The AARP Foundation Consumer Fraud Prevention Project utilizes a successfully proven model of peer-to-peer engagement to alert older consumers about telemarketing and other types of fraud that may

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

endanger their financial security. Volunteers reach out to known and potential fraud victims to offer tips and information about telemarketing scams and other forms of fraud at seven call centers across the nation and call at-risk seniors in all 50 states. Through this program, 330 volunteers helped 892,733 fraud victims or potential fraud victims in 2008.

Expenses \$ 1968278. including grants of \$ 1282887. Revenue \$ 0.

The AARP Foundation Reverse Mortgage Education Project provides consumers information on reverse mortgages and other less costly alternatives to help people remain in their homes. It is the nation's leading source of independent consumer information on reverse mortgages and other less costly alternatives to help people remain in their homes. There are free on-line tools and print materials at www.aarp.org/revmort to educate homeowners, age 62 or older, and their families about reverse mortgages and other, less costly alternatives to help make ends meet.

Expenses \$ 765137. including grants of \$ 0. Revenue \$ 12929.

Foundation Grant Programs

Expenses \$ 4076863. including grants of \$ 3093441. Revenue \$ 0.

Various Other Programs

Expenses \$ 3850356. including grants of \$ 416367. Revenue \$ 62165.

The Benefits Outreach program offered public benefits screening and

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

application assistance to 96,990 older adults in 2008 through its Benefits QuickLINK web-based tool and in 2008, a specially designed Economic Stimulus Payment tool. While most people used the on-line tools themselves or to assist family members, over 4,000 clients were assisted with the public benefits screening and application process in eleven states with the help of national, state, and local partners, and over 800 people submitted Medicare Rx Extra Help applications through the Benefits QuickLINK website at www.aarp.org/quicklink. In addition to on-line tools, the program also provides State-Specific fact sheets on public benefits and over 233,000 guides were ordered by individuals and organizations in 2008. Additional information can also be received by logging on to www.aarp.org/money/helpnow/.

Expenses \$ 592650. including grants of \$ 0. Revenue \$ 0.

The Money Management Program is a free service that assists low income elders who might be at risk of losing their independence due to their inability to manage their money and pay their bills on time. Trained, insured, supervised volunteers assist their clients by writing checks, balancing their checkbooks, budgeting, and ensuring that bills are paid. The Money Management program helped 6,115 people in 2008 with the help of 4,500 volunteers. The program also offered financial education resources and online tools (www.aarpmmp.org) to older adults and their caregivers.

Expenses \$ 738661. including grants of \$ 172013. Revenue \$ 0.

Form 990, Part VI, Section A, line 4: Prior to 12/2/08 there were five

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

corporate officers: a president and secretary (who are AARP Foundation employees) and a chairperson, vice-chairperson, and treasurer (who are members of the board of directors). Effective 12/2/08 the Bylaws were amended by adding a chief financial officer, who is an AARP Foundation employee, so that there are six corporate officers in total. On December 2, 2008, the Board approved a change to the by-laws establishing a Finance Committee.

Form 990, Part VI, Section A, line 7a: The AARP Board of Directors appoints ten members, nine of which are voting members, to the AARP Foundation Board of Directors. An AARP Foundation director may be removed, with or without cause, by formal action of the Board of Directors of AARP, designating a successor.

Form 990, Part VI, Section A, line 10: As part of the shared services agreement, the Form 990 for AARP Foundation ("Foundation") is prepared and reviewed in AARP's internal tax department and reviewed by AARP's Controller's Office and Office of General Counsel. The Form 990 is reviewed by Foundation's CFO and President. The AARP Foundation Finance Committee reviews the Form 990 on behalf of the full AARP Foundation Board of Directors, after which a final copy is sent to the full board. Once all reviews are complete, the return is electronically filed with the Internal Revenue Service.

Form 990, Part VI, Section B, Line 12c: All board members and employees are required to review the ethics policy annually, acknowledge their

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

understanding of the policy, and disclose any real or potential conflicts of interest. Disclosures are reviewed by the employee's manager (or in the case of a board member, the Board Chair), and the Chief Ethics & Compliance Officer. If necessary an appropriate mitigation plan is implemented, to include recusal from participating in any deliberations and decisions relevant to the disclosure. The Chief Ethics & Compliance Officer monitors compliance with these requirements and ensures proper follow-up as needed.

Form 990, Part VI, Section B, Line 15: Through its shared services agreement AARP Foundation participates in AARP's enterprise-wide compensation reviews. AARP has a competitive position in the marketplace that considers relevant for-profit and not-for-profit data since this is the landscape that AARP and its affiliates competes for talent. Establishing the appropriate compensation for positions and jobs considers external market pricing (where possible) from an independent, third party compensation consulting firm, internal criteria, and an individual's actual performance and contribution. Internal criteria is based on a standard approach that measures the internal value of positions, including: complexity and scope of responsibility, skill set and competencies, education and experience, and the reporting relationship of the position. An individual's actual performance and contribution is measured through AARP's performance management approach and then rewarded through AARP's annual base pay merit and incentive award programs. This process applies to all employees of the Foundation including the President, CFO, and key employees.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

For AARP Foundation's President, based on the process described above, the Officers of the AARP Foundation Board approves adjustments to the Presidents's compensation package.

Form 990, Part VI, Section C, Line 19: AARP Foundation makes its Form 990 available for public inspection on its website and upon request to the AARP Foundation's Office of the CFO. AARP Foundation only discloses documents (i.e., Form 990 and Form 1023), which have previously been filed with the Internal Revenue Service. All other documents that have not been included in a filing are not required to be disclosed to the public.

Schedule G, Part I, Line 2b, Column (v): Grizzard Communications Group, Adams Hussey, Steenhuisen Associates, and Magnuson Corporation, Inc. do not raise funds directly for AARP Foundation, but provide services and support to AARP Foundation's internal development office.

Form 990, Part VII (E)

Reportable Compensation From Related Organizations:

Robin Talbert, David P. Whitehead, Mary E. Signorille, and Barbara Jones are dual employees of AARP Foundation and AARP, Inc. Each dual employee records their time in the time management system based on the hours worked for each company. For hours billed to AARP Foundation, these employees are paid by AARP Foundation for work performed on behalf of AARP Foundation. For hours billed to AARP, Inc., these employees are paid by AARP, Inc. for work performed on behalf of AARP, Inc. Their Form W-2s are issued from AARP Foundation for the

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

compensation paid by both AARP Foundation and AARP, Inc. All reimbursable expenses for the costs incurred in carrying out their duties for AARP Foundation are paid by AARP Foundation. All reimbursable expenses for the costs in carrying out their duties for AARP, Inc. are paid by AARP, Inc.

Thomas Nelson is an employee of AARP, Inc. All compensation and reimburseable expenses in carrying out his duties for AARP, Inc. are paid and reported by AARP, Inc.

Form 990, Question B

Amended Return

An amended return is being filed due to the inadvertent misclassification of the expenses for a professional fundraising consultant, Magnuson Corporation, Inc., in the amount of \$22,569. Form 990, Part IX, line 11e, column D has been increased by \$22,569 and line 11g, column D has been decreased by \$22,569 for the reclassification. Schedule G, Part 1, line 2b has also been revised to include Magnuson Corporation, Inc. as a professional fundraising consultant.

Schedule G was amended to note that in 2008 it was Steenhuisen Associates, not Covenant Calls, to which the Foundation paid \$127,101 in fundraising consulting fees. (Covenant Calls, LLC is a limited liability company owned by Steenhuisen Associates).

Form 990, Part VII, Section A,

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

AARP Foundation

Employer identification number

52-0794300

Officers, Directors, Trustees, Key and Highest Compensated Employees

Some members of the AARP Foundation Board of Directors are members of the AARP Board of Directors. These members receive reportable compensation from AARP, Inc. for spouse/companion benefits paid on their behalf by AARP, Inc.

N. Joyce Payne (Chairperson), George Rowan (Vice-Chairperson), Joanne Handy (Audit Committee Chair), J. David Nelson (member) were appointed by the AARP Board to the Foundation Board at the AARP Board Meeting in May 2008. Appointments became effective July 2008.

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)	X	
e Loans or loan guarantees by other organization(s)	X	
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)	X	
l Performance of services or membership or fundraising solicitations by other organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) AARP, Inc. - Grant award for performance of charitable program activities	B	3,093,441.
(2) AARP, Inc. - Cash contribution	C	21,624,619.
(3) AARP, Inc. - Loan guarantee/Intercompany loan	E	26,550,000.
(4) AARP, Inc. - In-kind shared services	L	10,116,428.
(5) Legal Counsel for the Elderly - In-kind rent	M	428,633.
(6) AARP, Inc. - Postage, printing, telephone expenses	O	1,406,492.

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

	(A) Name of other organization	(B) Transaction type (e-r)	(C) Amount involved
(7)	AARP, Inc. - Salaries for dual employees	P	333,307.
(8)	AARP Institute - In-kind shared services	K	324,098.
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Management and General											
1	Building	102104SL		30.00	16	17,759,493.			17,759,493.	2,228,770.		677,745.
2	Land	102104L		30.00		4,440,000.			4,440,000.			0.
3	Furniture and Equipment	063000SL		5.00	16	216,333.			216,333.	34,178.		39,667.
4	Debt issuance costs	102104		360M	43	517,800.			517,800.	57,533.		17,260.
5	Software	123107SL		3.00	16	111,905.			111,905.			37,302.
6	Building improvement	040106SL		10.00	16	505,500.			505,500.	38,726.		50,550.
	* 990 Page 10 Total					23,551,031.		0.	23,551,031.	2,359,207.	0.	822,524.
	Management and General											
	* Grand Total 990 Page 10 Depr & Amort					23,551,031.		0.	23,551,031.	2,359,207.	0.	822,524.

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

AARP Foundation

Form 990 Page 10

52-0794300

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	805,264.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	805,264.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No				24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No				
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%			S/L -			
		%			S/L -			
		%			S/L -			
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
42 Amortization of costs that begins during your 2008 tax year:						
43 Amortization of costs that began before your 2008 tax year					43	17,260.
44 Total. Add amounts in column (f). See the instructions for where to report					44	17,260.