

Instructions for filing
Michael & Susan Dell Foundation
Amended Form 990PF - Return of Private Foundation
for the period ended December 31, 2009

Signature...

The amended return should be signed (using full name and title)
and dated by an authorized officer of the organization.

Filing...

The signed amended return should be filed as soon as possible
with...

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Overpayment of tax...

The return shows an overpayment of \$313,478. of which NONE
should be refunded to you and \$313,478. has been applied to your
2010 Estimated Tax.

To document the timely filing of your tax return(s), we suggest that
you obtain and retain proof of mailing. Proof of mailing can be
accomplished by sending the tax return(s) by registered or certified
mail (metered by the U.S. Postal Service) or through the use of an IRS
approved delivery method provided by an IRS designated private
delivery service.

Form **990-PF**Department of the Treasury
Internal Revenue Service**AS AMENDED**
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2009, or tax year beginning , 2009, and ending , 20****G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☒ Amended return ☐ Address change ☐ Name change

| | | | |
|--|---|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation MICHAEL & SUSAN DELL FOUNDATION | | A Employer identification number 36-4336415 |
| | Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 10 of the instructions) (512) 329-0799 |
| | P.O. BOX 163867 | | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| | City or town, state, and ZIP code AUSTIN, TX 78716-3867 | | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 981,491,064. | | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| | 3 Interest on savings and temporary cash investments | 233,529. | 233,529. | | |
| | 4 Dividends and interest from securities | 85,625. | 85,625. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -4,171,769. | | | |
| | b Gross sales price for all assets on line 6a 187,948,234. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,629,023. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | 2,354,700. | |
| | 10 a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | 12,621,469. | 5,930,542. | | ATCH 2 | |
| 12 Total. Add lines 1 through 11 | 8,768,854. | 8,878,719. | 2,354,700. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 48,537. | | | |
| | 14 Other employee salaries and wages | 6,949,608. | 104,704. | | |
| | 15 Pension plans, employee benefits | 1,518,159. | 22,312. | | |
| | 16 a Legal fees (attach schedule) ATCH 3 | 453,023. | 0. | 0. | |
| | b Accounting fees (attach schedule) ATCH 4 | 142,246. | 30,000. | 0. | |
| | c Other professional fees (attach schedule) . *. | 3,787,416. | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) * | 2,023,698. | | | ATCH A |
| | 19 Depreciation (attach schedule) and depletion | 1,312,910. | | | |
| | 20 Occupancy | 698,051. | | | |
| | 21 Travel, conferences, and meetings | 624,847. | | | |
| | 22 Printing and publications | 12,411. | | | |
| | 23 Other expenses (attach schedule) ATCH 7 | 505,747. | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 18,076,653. | 157,016. | 0. | |
| | 25 Contributions, gifts, grants paid | 107,170,964. | | | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 125,247,617. | 157,016. | 0. | | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -116,478,763. | | | | |
| b Net investment income (if negative, enter -0-) | | 8,721,703. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 2,354,700. | | |

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

* ATCH 5 JSA ** ATCH 6

Form **990-PF** (2009)

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | Beginning of year | End of year | |
|-----------------------------|--|--|----------------|-----------------------|--------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | 80,395. | 245,201. | 245,201. | |
| | 2 | Savings and temporary cash investments | 102,227,845. | 149,080,944. | 149,080,944. | |
| | 3 | Accounts receivable ▶ 295,767. | | | | |
| | | Less: allowance for doubtful accounts ▶ | 138,922. | 295,767. | 295,767. | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | 1,733,279. | 806,643. | 806,643. | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) <u>ATCH 8</u> | 1,943,511. | 49,649,123. | 49,649,123. | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment: basis ▶ | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) <u>ATCH 9</u> | 832,182,176. | 758,484,322. | 758,484,322. | | |
| 14 | Land, buildings, and equipment: basis ▶ 20,811,788. | | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ 3,442,792. | 4,803,677. | 17,368,996. | 17,368,996. | | |
| 15 | Other assets (describe ▶ <u>ATCH 10</u>) | 2,607,964. | 5,560,068. | 5,560,068. | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 945,717,769. | 981,491,064. | 981,491,064. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 289,451. | 658,850. | | |
| | 18 | Grants payable | 119,984,287. | 122,682,200. | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶ <u>ATCH 11</u>) | 686,375. | 3,873,727. | | |
| | 23 | Total liabilities (add lines 17 through 22) | 120,960,113. | 127,214,777. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | 824,757,656. | 854,276,287. | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 824,757,656. | 854,276,287. | | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 945,717,769. | 981,491,064. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|---------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 824,757,656. |
| 2 | Enter amount from Part I, line 27a | 2 | -116,478,763. |
| 3 | Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 12</u> | 3 | 145,997,394. |
| 4 | Add lines 1, 2, and 3 | 4 | 854,276,287. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 854,276,287. |

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 2,629,023. | |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> </div> | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | 3 | | |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 } </div> </div> | | | | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|--|--|---|
| 2008 | 126,650,146. | 1,205,258,861. | 0.105081 |
| 2007 | 103,491,007. | 1,371,367,881. | 0.075466 |
| 2006 | 72,639,020. | 1,256,772,639. | 0.057798 |
| 2005 | 60,973,217. | 1,180,953,530. | 0.051630 |
| 2004 | 28,734,933. | 1,136,856,231. | 0.025276 |
| 2 Total of line 1, column (d) | | | 2 0.315251 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.063050 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 921,770,018. |
| 5 Multiply line 4 by line 3 | | | 5 58,117,600. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 87,217. |
| 7 Add lines 5 and 6 | | | 7 58,204,817. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 136,496,634. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

| | | | |
|---|----|----------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 87,217. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 87,217. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 87,217. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 400,695. | |
| b Exempt foreign organizations-tax withheld at source | 6b | 0. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 0. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 400,695. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 313,478. | |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 313,478. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> TX, | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV.</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | | X |

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | X | |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address WWW.MSDF.ORG | | | | |
| 14 | The books are in care of CHRIS MITCHELL Telephone no. 512-600-5500 | | | |
| Located at P.O. BOX 163867, AUSTIN, TX ZIP + 4 78716-3867 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 | | | |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

| | Yes | No |
|--|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years _____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) | 2b | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) | 3b | X |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | X |

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** ☒ Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **ATTACHMENT 13**
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☒**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 14 | | 27,483. | 21,054. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| ATTACHMENT 15 | | 1,483,629. | 217,246. | 0. |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ 42

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| ATTACHMENT 16 | | 3,018,259. |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 11 |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 SEE ATTACHMENT 17A | 736,357. |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|------------|
| 1 EQUITY INVESTMENT IN AN EARLY STATE MICROFINANCE INSTITUTION FOCUSED IN NORTHERN INDIA | 1,201,742. |
| 2 RENEWAL OF EQUITY INVESTMENT IN A START-UP MICROFINANCE INSTITUTION SERVING BANGALORE'S POOR | 591,000. |
| All other program-related investments. See page 24 of the instructions. | |
| 3 EQUITY INVESTMENTS IN MICROFINANCE INSTITUTIONS AND LOAN SUPPORT FOR INDIA'S POOR. | 1,202,784. |
| Total. Add lines 1 through 3 | 2,995,526. |

Form 990-PF (2009)

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

| | | | |
|----------|---|-----------|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 771,965,700. |
| b | Average of monthly cash balances | 1b | 163,841,425. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 935,807,125. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 935,807,125. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 14,037,107. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 921,770,018. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 46,088,501. |

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

| | | | |
|-----------|---|-----------|-------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 46,088,501. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 87,217. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 87,217. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 46,001,284. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 2,572,636. |
| 5 | Add lines 3 and 4 | 5 | 48,573,920. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 48,573,920. |

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

| | | | |
|----------|---|-----------|--------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 122,701,401. |
| b | Program-related investments - total from Part IX-B | 1b | 2,995,526. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 10,799,707. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 136,496,634. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 87,217. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 136,409,417. |

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

AS AMENDED

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

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 48,573,920. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years: 20 07, 20 06, 20 05 | | | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 62,493,986. | | | | |
| f Total of lines 3a through e | 62,493,986. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 136,496,634. | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 48,573,920. |
| e Remaining amount distributed out of corpus | 87,922,714. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 150,416,700. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 150,416,700. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 62,493,986. | | | | |
| e Excess from 2009 87,922,714. | | | | |

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

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

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

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

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

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

MICHAEL S. DELL

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

N/A

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

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

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

ATTACHMENT 17

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

ON-LINE APPLICATION

c Any submission deadlines:

PLEASE REFER TO DELLSCHOLARS.ORG AND/OR MSDF.ORG

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

PLEASE REFER TO DELLSCHOLARS.ORG AND/OR MSDF.ORG

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE ATTACHMENT 19 | | | | 107,145,950. |
| Total. | | | 3a | 107,145,950. |
| b Approved for future payment SEE ATTACHMENT 20 | | | | 122,682,200. |
| Total. | | | 3b | 122,682,200. |

27747Y 1546

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**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 File by the due date for filing your return. See instructions. | Name of Exempt Organization | Employer identification number |
| | MICHAEL & SUSAN DELL FOUNDATION | 36-4336415 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | |
| | P.O. BOX 163867 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | AUSTIN, TX 78716-3867 | |

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

| | | |
|---|---|------------------------------------|
| <input 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 checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ ANN DEERING

Telephone No. ▶ 512 329-0799

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 08/16, 2010 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☒ calendar year 2009 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 \$ 200,000. |
| 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 \$ 400,695. |
| 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 \$ 0. |

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

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

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

| | | |
|---|--|---|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization MICHAEL & SUSAN DELL FOUNDATION | Employer identification number 36-4336415 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 163867 | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78716-3867 | |

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

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

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

- The books are in the care of **ANN DEERING**
Telephone No. **512 329-0799** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/15/2010**.
- For calendar year **2009**, or other tax year beginning _____, and ending _____.
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | |
|--|-----------|--------------------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ 200,000. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ 400,695. |
| c Balance Due. Subtract line 8b from line 8a. 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. | 8c | \$ 0. |

Signature and Verification

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

Signature **Ernst & Young U.S. LLP** Title **CPA/AGENT** Date **3/13/10**
ERNST & YOUNG U.S. LLP
TWO NORTH CENTRAL AVENUE, STE 2300
PHOENIX, AZ 85004
Form **8868** (Rev. 4-2009)

AS AMENDED

MICHAEL & SUSAN DELL FOUNDATION

FEIN: 36-4336425

12/31/09

| PART I COLUMN D | | DIRECT | PROGRAM | GENERAL & | |
|-----------------|---|---------------------|------------------|----------------|-------------|
| LINE | | CHARITABLE ACTIVITY | RELATED EXPENSES | ADMINISTRATIVE | TOTAL |
| 13 | OFFICER COMPENSATION | - | 33,976 | 14,561 | 48,537 |
| 14 | OTHER SALARIES AND WAGES | - | 5,399,919 | 1,558,154 | 6,958,073 |
| 15 | PENSION & BENEFITS | - | 1,153,248 | 310,028 | 1,463,276 |
| 16A | LEGAL FEES | - | 307,954 | 131,980 | 439,934 |
| 16B | ACCOUNTING FEES | - | - | 135,315 | 135,315 |
| 16C | OTHER PROFESSIONAL FEES | 3,017,334 | 982,741 | 64,897 | 4,064,972 |
| 18 | TAXES | | 277,424 | 92,002 | 369,426 |
| 19 | DEPRECIATION | | | | - |
| 20 | OCCUPANCY | - | 741,582 | 234,209 | 975,791 |
| 21 | TRAVEL | - | 475,317 | 149,936 | 625,253 |
| 22 | PRINTING AND PUBLICATIONS | - | 11,250 | 3,549 | 14,799 |
| 23 | OTHER EXPENSES | - | 299,894 | 160,181 | 460,075 |
| 24 | TOTAL OPERATING AND ADMINISTRATIVE EXPENSES | 3,017,334 | 9,683,305 | 2,854,812 | 15,555,451 |
| 25 | CONTRIBUTIONS, GIFTS, GRANTS PAID | 107,145,950 | - | - | 107,145,950 |
| 26 | TOTAL EXPENSES AND DISBURSEMENTS | 110,163,284 | 9,683,305 | 2,854,812 | 122,701,401 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009
990PF PART IV CAPITAL GAIN AND LOSS SCHEDULE
U.S. Dollars

| Investment | Book Cost | Proceeds | ST Capital Gain | LT Capital Gain |
|---------------------------------------|-------------|-------------|-----------------|------------------|
| AMICI FUND INTL, LTD. | 0 | 1,893,759 | 0 | 1,893,759 |
| ANTARES EUROPEAN FUND LIMITED | 15,000,000 | 17,787,536 | 0 | 2,787,536 |
| BROOKSIDE | 35,628,218 | 44,200,111 | 0 | 8,571,893 |
| CITTA FUND LTD. | 10,000,000 | 7,436,372 | 0 | (2,563,628) |
| EURO | 7,104 | 0 | 0 | (7,104) |
| FIR TREE VALUE FUND | 266,404 | 126,388 | 0 | (140,016) |
| HOPLITE OFFSHORE FUND, LTD. | 4,891,060 | 8,459,038 | 0 | 3,567,978 |
| OZ EUROPE OVERSEAS FUND LTD. | 5,793,703 | 10,000,000 | 0 | 4,206,297 |
| RHJ INTERNATIONAL | 10,015,652 | 2,758,974 | 0 | (7,256,678) |
| THE CHILDREN'S INVESTMENT FUND | 5,000,000 | 5,853,776 | 0 | 853,776 |
| TIGER ASIA OVERSEAS FUND, LTD. | 24,064,625 | 34,184,389 | 0 | 10,119,764 |
| TOSCA | 49,794,246 | 38,649,800 | 0 | (11,144,446) |
| WCP REAL ESTATE STRATEGIES FUND, LTD. | 1,045,445 | 781,136 | 0 | (264,309) |
| ZA INTERNATIONAL FUND LIMITED | 23,346,789 | 18,037,507 | 0 | (5,309,282) |
| FLOW THROUGH FROM PARTNERSHIP K-1'S: | | | | |
| ABRAMS CAPITAL PARTNERS II, LP | 0 | 3,326,142 | 0 | 3,326,142 |
| BAKER BROTHERS INVESTMENTS II | 0 | (174) | 0 | (174) |
| ENERGY CAPITAL PARTNERS I, LP | 0 | (8,304) | 0 | (8,304) |
| FARRALON FCIP | 0 | (3,499,496) | 0 | (3,499,496) |
| FARRALON CAPITAL INSTL FUND | 0 | (3,374,716) | 0 | (3,374,716) |
| FIR TREE VALUE FUND | 0 | (164,590) | 0 | (164,590) |
| GS CAPITAL PARTNERS 2000, LP | 0 | (526,501) | 0 | (526,501) |
| GS CAPITAL PARTNERS V, LP | 0 | 5,579,480 | 0 | 5,579,480 |
| GS CAPITAL PARTNERS VI, LP | 0 | 474,383 | 0 | 474,383 |
| GSCP VI, PARALLEL AIV LP | 0 | (126) | 0 | (126) |
| OCM JAPAN OPPORTUNITIES FUND | 0 | (4,209,351) | 0 | (4,209,351) |
| RIVA CAPITAL PARTNERS, LP | 0 | 183,101 | 0 | 183,101 |
| WCP REAL ESTATE FUND I, LP | 0 | (1,214) | 0 | (1,214) |
| WHITEHALL STREET INTL RE | 0 | 814 | 0 | 814 |
| OTHER ASSETS | 465,965 | 0 | 0 | (465,965) |
| | 185,319,211 | 187,948,234 | 0 | 2,629,023 |
| Total ST / LT Capital Gain | | | | <u>2,629,023</u> |

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|---------------------------------------|---|--------------------------------------|
| PARTNERSHIP K-1 INCOME | | |
| ABRAMS CAPITAL PARTNERS II, LP | | 1,941,322. |
| BAKER BROTHERS INVESTMENTS II | | -2,794. |
| ENERGY CAPITAL PARTNERS I, LP | | -451,686. |
| FARALLON FCIP | | 339,328. |
| FARALLON CAPITAL INSTL FUND | | 2,563,443. |
| FIR TREE VALUE FUND | | 12,341. |
| GS CAPITAL PARTNERS 2000, LP | | 61,965. |
| GS CAPITAL PARTNERS V, LP | | 390,720. |
| GSCP V INSTITUTIONAL AIV, LP | | -17,587. |
| GS CAPITAL PARTNERS V INSTIT'L AIV LP | | 222. |
| GS CAPITAL PARTNERS VI, LP | | 143,779. |
| GSCP VI, PARALLEL AIV LP | | -12,736. |
| OCM JAPAN OPPORTUNITIES FUND | | 39,713. |
| RIVA CAPITAL PARTNERS, LP | | 633,285. |
| WCP REAL ESTATE FUND I, LP | | -28,535. |
| WHITEHALL STREET INTL RE | | 317,762. |
| PARTNERSHIP INCOME PER BOOKS | 12,621,469. | |
| | <u>12,621,469.</u> | <u>5,930,542.</u> |
| TOTALS | | |

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 453,023. | | | 439,934. |
| TOTALS | <u>453,023.</u> | <u>0.</u> | <u>0.</u> | <u>439,934.</u> |

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| AUDIT FEES | 38,464. | 15,000. | | 33,464. |
| ACCOUNTING FEES | 103,782. | 15,000. | | 101,851. |
| TOTALS | <u>142,246.</u> | <u>30,000.</u> | <u>0.</u> | <u>135,315.</u> |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-----------------------|---|--------------------------------|
| GRANT CONSULTING | 2,846,775. | 3,017,334. |
| PUBLIC RELATIONS FEES | 726,713. | 805,845. |
| TECHNOLOGY SUPPORT | 106,104. | 130,653. |
| OTHER PROF. FEES | 107,824. | 111,140. |
| TOTALS | <u>3,787,416.</u> | <u>4,064,972.</u> |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------|
| EXCISE TAXES | 64,269. | 0. |
| NON-FEDERAL TAXES | 4,491. | 4,491. |
| PAYROLL TAXES | 364,955. | 364,935. |
| DEFERRED TAXES | 1,589,983. | 0. |
| TOTALS | <u>2,023,698.</u> | <u>369,426.</u> |

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | REVENUE AND EXPENSES <u>PER BOOKS</u> | CHARITABLE <u>PURPOSES</u> |
|--------------------------|--|-------------------------------|
| RECRUITING | 21,517. | 21,559. |
| RELOCATION | 123,682. | 123,682. |
| TRAINING AND EDUCATION | 73,828. | 72,384. |
| INSURANCE | 87,556. | 68,476. |
| TECHNICAL INFRASTRUCTURE | 25,686. | 27,148. |
| BANK CHARGE | 25,718. | 25,718. |
| DUES AND MEMBERSHIP | 19,310. | 25,016. |
| POSTAGE | 14,315. | 14,638. |
| GIFTS | 1,172. | 984. |
| OFFICE SUPPLIES | 53,166. | 54,936. |
| PENALTY AND INTEREST | 2,117. | 4,040. |
| FOREIGN EXCHANGE | 13,731. | 13,584. |
| MISCELLANEOUS EXPENSES | 43,949. | 7,910. |
| TOTALS | <u>505,747.</u> | <u>460,075.</u> |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION

36-4336415

12/31/2009

FORM 990PF, STATEMENT 8 AND STATEMENT 9

| Description | Market Value |
|-------------|--------------|
|-------------|--------------|

LINE 10B - INVESTMENTS-CORPORATE STOCK

| | |
|---------------------------------|-------------------|
| AON CORP | 10,371,966.84 |
| BECTON DICKINSON & CO | 11,678,377.40 |
| ITT EDUCATIONAL SERVICES INC | 5,333,072.96 |
| ORACLE CORP | 11,746,607.51 |
| PLAINS EXPLORATION & PRODUCTION | 10,519,098.00 |
| CommonStock Total | 49,649,123 |

LINE 13 - INVESTMENTS-OTHER

| | |
|--|--------------------|
| ABDIEL QUALIFIED OFFSHORE PARTNERS, LTD. | 9,474,516 |
| ABRAMS CAPITAL PARTNERS II, LP | 72,588,013 |
| ABRAMS BISON OFFSHORE FUND, LTD. | 165,799 |
| BAKER BROTHERS INVESTMENTS II | 182,773 |
| BROOKSIDE CAYMAND LTD | 77,049,278 |
| EMINENCE FUND LTD 1 | 7,849,891 |
| EMINENCE FUND LTD 2 | 35,677,864 |
| EMINENCE FUND LTD CLASS A | 40,400,417 |
| ESL LIMITED | 28,169,927 |
| FARALLON CAPITAL INSTL FUND | 111,220,283 |
| FIR TREE INTL VALUE FUND | 78,887 |
| FIR TREE VALUE FUND | 47,927 |
| HOPLITE OFFSHORE FUND, LTD. | 36,142,620 |
| KING STREET CAPITAL LTD CL A | 68,922,545 |
| LANSDOWNE EUROPEAN FUND | 66,903,894 |
| OCM JAPAN OPPORTUNITIES FUND | 1,777,299 |
| OZ EUROPE OVERSEAS FUND LTD | 9,092,914 |
| REDWOOD OFFSHORE FUND CL A2 | 44,582,501 |
| THE CHILDREN INVESTMENT FUND | 26,560,154 |
| TIGER ASIA OVERSEAS FUND, LTD. | 1,326,887 |
| TOSCA | 181,017 |
| WCP REAL ESTATE STRATEGIES FUND, LTD | 2,953,467 |
| ZA INTERNATIONAL FUND LIMITED | 1,224,120 |
| HedgeFund Total | 642,572,993 |
| ENERGY CAPITAL PARTNERS I, LP | 10,533,026 |
| GS CAPITAL PARTNERS 2000, LP | 5,022,829 |
| GS CAPITAL PARTNERS V, LP | 62,385,760 |
| GS CAPITAL PARTNERS VI, LP | 10,499,572 |
| RIVA CAPITAL PARTNERS, L.P. | 19,137,904 |
| PrivEquityFund Total | 107,579,091 |
| WCP REAL ESTATE FUND I, LP | 4,435,122 |
| WHITEHALL STREET INTL RE | 3,838,289 |
| RealEstateFund Total | 8,273,411 |
| ADELPHIA RECOVERY TRUST (CVV) | 58,827 |
| Right Total | 58,827 |

| | |
|----------------------------------|--------------------|
| Investments - Other Total | 758,484,322 |
|----------------------------------|--------------------|

AS AMENDED

MICHAEL & SUSAN DELL FOUNDATION
DECEMBER 31, 2009

36-4336415

FORM 990PF, PART II - FIXED ASSETS

=====

| | |
|-------------------------------|--------------------------|
| LAND | \$ 1,587,880 |
| BUILDING | 12,384,502 |
| FURNITURE & FIXTURES | 1,618,800 |
| OFFICE EQUIPMENT AND SOFTWARE | 5,055,392 |
| LEASEHOLD IMPROVEMENTS | 142,836 |
| ARTWORK | 22,378 |
| LESS ACCUMULATED DEPRECIATION | <u>(3,442,792)</u> |
| | <u><u>17,368,996</u></u> |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| 401(K) FORFEITURE ACCOUNT | 107,489. | 107,489. |
| VARIOUS DEPOSIT | 2,500. | 2,500. |
| RENTAL SPACE SECURITY DEPOSIT | 19,865. | 19,865. |
| PROGRAM RELATED INVESTMENTS | 5,304,385. | 5,304,385. |
| DEPOSITS - INTERNATIONAL | 50,771. | 50,771. |
| ADVANCE - SOUTH AFRICA | 75,058. | 75,058. |
| TOTALS | <u>5,560,068.</u> | <u>5,560,068.</u> |

| DESCRIPTION | ENDING BOOK VALUE |
|---------------------------|----------------------|
| PAYROLL LIABILITIES | 162,302. |
| DEFERRED TAXES | 1,802,711. |
| DEFERRED RENT LIABILITY | 0. |
| OTHER ACCRUED LIABILITIES | 1,908,714. |
| TOTALS | 3,873,727. |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | AMOUNT |
|---------------------------------|--------------|
| UNREALIZED GAINS ON INVESTMENTS | 145,997,394. |
| TOTAL | 145,997,394. |

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Akshara Foundation
 Deepam, No. 633-634
 4th C Main, 6th B Cross
 OMBR layout, Bahaswadi
 Bangalore, Karnataka 560 043
 India
 +91 80 2542 9726

Grant Name: School-Based Libraries in Bangalore

- (2) **Amount Paid in Current Tax Year:** \$106,165

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$106,165 | 11/20/09 |

Total Paid (To Date): \$1,144,005

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$400,000 | 06/22/07 |
| \$113,465 | 11/29/07 |
| \$262,188 | 06/04/08 |
| \$262,187 | 11/19/08 |
| \$106,165 | 11/20/09 |

- (3) **Purpose of Grant:** To provide funds for establishing a network of 400 libraries to serve 215,000 children in 1,400 government schools in Bangalore over two years and transfer ownership to the state government in the third year.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$1,089,983
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 09/03/07 | 08/13/07 |
| Progress | 01/23/08 | 01/15/08 |
| Annual | 05/22/08 | 04/30/08 |
| Progress | 07/22/08 | 07/15/08 |
| Progress | 02/05/09 | 01/15/09 |
| Annual | 06/04/09 | 04/30/09 |
| Progress | 08/11/09 | 07/15/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Andhra Pradesh Mahila Abhivruddhi Society
 Plot No.20, Road No. 2, Raju & Rao Colony
 Hyderabad, 500 034
 India
 +91-40-2354-7927

Grant Name: Integrated Access to Clean Water and Sanitation in urban slums through the Microfinance Delivery Channel

- (2) **Amount Paid in Current Tax Year:** \$276,313

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$139,356 | 11/20/09 |
| \$136,957 | 06/05/09 |

Total Paid (To Date): \$276,313

- (3) **Purpose of Grant:** To fund the provision of basic services to the urban poor to access water and sanitation services and to partially pay for the installation of the required infrastructure through microloans.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$34,077
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 09/03/09 | 09/1/09 |
| Progress | 11/15/09 | 11/1/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Bandhan Konnagar
 EC-76, Sector 1
 Salt Lake City
 Kolkata, West Bengal 700 064
 India
 +91 33 2334 6751

Grant Name: Transforming poor, excluded women in Kolkata into viable micro-entrepreneurs

- (2) **Amount Paid in Current Tax Year:** \$400,901

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--|------------------|
| \$313,125 | 07/17/09 |
| \$ 87,776 | 11/20/09 |
| Total Paid (To Date): \$464,801 | |
| \$ 63,900 | 12/19/08 |
| \$313,125 | 07/17/09 |
| \$ 87,776 | 11/20/09 |

- (3) **Purpose of Grant:** To enable transformation of urban poor women into successful micro-entrepreneurs and deepen the outreach of microfinance to low income segments.

- (4) **Amount Spent by Grantee (based on most recent grant report):** \$215,725

- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 05/03/09 | 05/01/09 |
| Progress | 08/10/09 | 08/01/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) **Grantee Name:** Bharat Integrated Social Welfare Agency (BISWA)
Danipali, Budharaha
Sambalpur, Orissa 768 004
India
+91 94 3705 6435

Grant Name: Microfinance-Enabled Access to Water and Sanitation Services

(2) **Amount Paid in Current Tax Year:** \$45,900

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$53,000 | 05/21/09 |

Total Paid (To Date): \$98,900

| | |
|----------|----------|
| \$45,900 | 09/08/08 |
| \$53,000 | 05/21/09 |

(3) **Purpose of Grant:** To enable access to water and sanitation services through the provision of micro-credit.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$74,146

(5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 02/18/09 | 02/01/09 |
| Progress | 05/08/09 | 05/01/09 |
| Progress | 08/05/09 | 08/01/09 |
| Progress | 12/01/09 | 11/01/09 |

(7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

- (1) **Grantee Name:** Charter School Growth Fund
350 Interlocken Boulevard
Broomfield, CO 80021

Grant Name: Expanding Emerging CMOs via Charter School Growth Fund

- (2) **Amount Refund in Current Tax Year:** \$354,724

| | |
|----------------------|--------------------|
| <u>Amount Refund</u> | <u>Date Refund</u> |
| \$354,724 | 10/01/09 |

- (3) **Purpose of Grant:** To support Charter School Growth Fund in making early-stage, value-added grants for the development and expansion of charter management organizations.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$4,645,276
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Progress | 05/16/08 | 05/15/08 |
| Progress | 08/15/08 | 07/15/08 |
| Progress | 11/15/08 | 11/15/08 |
| Progress | 02/05/09 | 02/15/09 |
| Progress | 07/29/09 | 08/10/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Edvance Research
 9901 IH-10 West, Suite 1000
 San Antonio Texas 78230
 (210) 558-1902

Grant Name: Statewide Tools for Teaching Excellence Phase Two

- (2) **Amount Paid in Current Tax Year:** \$2,550,000

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$800,000 | 05/08/09 |
| \$1,000,000 | 09/11/09 |
| \$750,000 | 12/11/09 |

Total Paid (To Date): \$2,550,000

- 3) **Purpose of Grant:** To deliver scalable performance management tools for Texas school districts.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$2,550,000
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress report | 06/15/09 | 06/15/09 |
| Progress report | 09/15/09 | 06/15/09 |
| Progress report | 12/15/09 | 06/15/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Friends of Women's World Banking, India
 101, G-07, Sakar I Building
 Opposite Gandhigram Station, Ashram Road
 Near Nehru Bridge
 Ahmedabad, Gujarat 380 009
 India

Grant Name: Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services

- (2) **Amount Paid in Current Tax Year:** \$95,571

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$41,750 | 07/24/09 |
| \$53,821 | 11/23/09 |

Total Paid (To Date): \$116,871

| | |
|----------|----------|
| \$21,300 | 12/19/08 |
| \$41,750 | 07/24/09 |
| \$53,821 | 11/23/09 |

- (3) **Purpose of Grant:** To enable access to water and sanitation services through the provision of micro-credit.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$28,642
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 02/05/09 | 02/01/09 |
| Progress | 05/10/09 | 05/01/09 |
| Progress | 08/01/09 | 08/01/09 |
| Progress | 11/15/09 | 11/01/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

(1) **Grantee Name:** LEAP Science and Maths School
 PO Box 2229
 Clareinch Western Cape 7740
 South Africa
 +27-2-1531-9715

Grant Name: Supporting university-preparatory high school for young people from South Africa's townships

(2) **Amount Paid in Current Tax Year:** \$208,405

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$208,405 | 12/04/09 |

Total Paid (To Date): \$208,405

(3) **Purpose of Grant:** To support ninth grade classes of the LEAP School, a top performing nonprofit high school serving disadvantaged children in Cape Town.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$208,405

(5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) **Date of Report(s) Received from Grantee:** N/A

(7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Mahila Housing SEWA Trust
 401 -402 Akashganga Complex Brahmkshatriya Co-op Society
 Gujarat College Road Navrangpura
 Ahmedabad Gujarat 380 009
 India
 +91-79-2656-0558

Grant Name: Microfinance Support for Water and Sanitation Services for the Urban Poor

- (2) **Amount Refunded in Current Tax Year:** \$10,699

| | |
|------------------------|----------------------|
| <u>Refund Received</u> | <u>Date Received</u> |
| \$10,699 | 04/22/09 |

- (3) **Purpose of Grant:** To fund the provision of basic services to the urban poor to access water and sanitation services and to partially pay for the installation of the required infrastructure through microloans.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$309,301
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Final | 02/01/09 | 02/01/09 |
| Other | 05/01/09 | 07/10/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Mahila Housing SEWA Trust
 401 -402 Akashganga Complex Brahmkshatriya Co-op Society
 Gujarat College Road Navrangpura
 Ahmedabad Gujarat 380 009
 India
 +91-79-2656-0558

Grant Name: Renewal of: Inclusive Cities - Provision of Water & Sanitation for Urban Poor

- (2) **Amount Paid in Current Tax Year:** \$514,670

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$162,691 | 03/06/09 |
| \$174,708 | 09/25/09 |
| \$177,271 | 12/10/09 |

Total Paid (To Date): \$514,670

- 3) **Purpose of Grant:** To fund the provision of basic services to the urban poor to drive a positive impact on their health, and quality of life through a joint government community financed model.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$262,073
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 05/01/09 | 05/01/09 |
| Progress | 08/01/09 | 08/01/09 |
| Progress | 11/01/09 | 11/01/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Monitor Group -- Market Based Solutions to Create Social Change
Two Canal Park
Cambridge, Massachusetts 02141
(617) 252-2000

Grant Name: Microfinance-Enabled Low Income Housing for India's Urban Poor

- (2) **Amount Paid in Current Tax Year:** \$150,000

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$150,000 | 06/19/09 |

Total Paid (To Date): \$350,000

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$200,000 | 07/31/08 |
| \$150,000 | 06/19/09 |

- 3) **Purpose of Grant:** To facilitate the supply of affordable housing and appropriate micro-mortgage products so as to enable 200 to 300 poor families to buy their first homes.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$350,000
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Interim Report | 01/31/09 | 01/31/09 |
| Interim Report | 04/30/09 | 04/30/09 |
| Interim Report | 07/31/09 | 07/31/09 |
| Interim Report | 10/31/09 | 10/31/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** The NIIT Institute of Information Technology
 Plot No. 8, Balaji Estate, Sudershan Munjal Marg, Kalkaji,
 New Delhi Delhi 110019
 India
 +91-11-2620-3212

Grant Name: Playground learning centers in Jaipur

- (2) **Amount Paid in Current Tax Year:** \$64,208

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$64,208 | 04/29/09 |

Total Paid (To Date): \$489,522

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$64,208 | 04/29/09 |
| \$100,314 | 06/04/08 |
| \$325,000 | 12/15/07 |

- 3) **Purpose of Grant:** To provide underprivileged children in Jaipur an unrestricted access to special purpose computers equipped with curriculum-related learning software.

- (4) **Amount Spent by Grantee (based on most recent grant report):** \$457,819

- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Progress report | 05/31/09 | 05/31/09 |
| Progress report | 12/30/09 | 12/30/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Parikrma Humanity Foundation
 1846 3rd Main Block C Sahakarangar
 Bangalore Karnataka 560092
 India
 +91-80-2363-5225

Grant Name: Parikrma Circle of Life Program

- (2) **Amount Paid in Current Tax Year:** \$168,137

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$ 110,419 | 09/15/09 |
| \$ 57,718 | 11/23/09 |

Total Paid (To Date): \$168,137

- (3) **Purpose of Grant:** To fund expansion and further enhancement of the education provided to underserved children at Parikrma's schools in Bangalore.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$81,512
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress Report | 11/13/09 | 10/31/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

- (1) **Grantee Name:** Ruchika Social Service Organization
3731-A, Sriram Nagar, Samantarapur, Old Town,
Bhubaneswar Orissa 751 001
India
91-67-4234-0746

Grant Name: Alternative Schooling with Remedial Support for Slum Children

- (2) **Amount Paid in Current Tax Year:** \$33,327

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$33,327 | 10/08/09 |

Total Paid (To Date): \$33,327

- (3) **Purpose of Grant:** To fund a program over 31 months that will provide primary education (grades 1-5) to ~2500 out-of-school 6-12 year old children in the slums of Bhubaneswar and remedial support to ~1500 government school going children studying in grades 3-8.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$18,722
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:** N/A
- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Swadhaar FinAccess
 451, Dindoshilla (G1) 15th Road Kar
 Mumbai MAHARASHTRA 400052
 India
 +91-22-2604-8332

Grant Name: Start-up Capital for a Microfinance Institution (MFI) in Mumbai's Slums - Y2

- (2) **Amount Paid in Current Tax Year:** \$100,000

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$100,000 | 03/27/09 |

Total Paid (To Date): \$300,000

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$100,000 | 03/27/09 |
| \$200,000 | 10/01/07 |

- 3) **Purpose of Grant:** To fund the creation of a start up microfinance organization intending to serve almost 200,000 clients in Mumbai's slums within the next five years.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$300,000
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Interim | 02/01/09 | 02/01/09 |
| Final | 05/01/09 | 05/01/09 |
| Annual | 05/31/09 | 05/31/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Swadhaar FinAccess
 451, Dindoshilla (G1) 15th Road Kar
 Mumbai MAHARASHTRA 400052
 India
 +91-22-2604-8332

Grant Name: Start-up Capital for a Microfinance Institution in Mumbai's Slums - Y3

- (2) **Amount Paid in Current Tax Year:** \$100,000

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$100,000 | 06/25/09 |

Total Paid (To Date): \$100,000

- (3) **Purpose of Grant:** To fund the creation of a start up microfinance organization intending to serve almost 200,000 clients in Mumbai's slums within the next five years.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$116,528
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Interim Report | 08/01/09 | 08/01/09 |
| Interim Report | 11/01/09 | 11/01/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** The Teacher Foundation
 311, 6th Main
 Hal 2nd Stage
 Indira Nagar
 Bangalore, Karnataka 560 038
 India
 +91 80 2528 1438

Grant Name: Turning Schools Around

- (2) **Amount Paid in Current Tax Year:** \$170,914

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$84,800 | 05/22/09 |
| \$86,114 | 11/23/09 |

Total Paid (to Date): \$282,065

| | |
|-----------|----------|
| \$111,151 | 10/20/08 |
| \$ 84,800 | 05/22/09 |
| \$ 86,114 | 11/23/09 |

- (3) **Purpose of Grant:** To fund a whole school improvement program for 2 ½ years across 5 budget private schools serving the poor in the city of Bangalore (grades 1 - 5, with ~1250 children being impacted each year). The program focuses on improving the quality of education that is imparted in these budget private schools through a variety of services including remedial academic support for students, training and support systems to teachers, principals and school managements, in order to substantially raise the learning outcomes of children.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$138,784
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 05/06/09 | 04/30/09 |
| Progress | 11/17/09 | 10/30/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants

- (1) **Grantee Name:** Urban Health Resource Center
 B - 7/122A, Safdarjung Enclave
 New Delhi Delhi 110 029
 India
 +91-11-4101-0920

Grant Name: Urban Health Program for Maternal & Child Health

- (2) **Amount Paid in Current Tax Year:** \$101,500

| | |
|--------------------|------------------|
| <u>Amount Paid</u> | <u>Date Paid</u> |
| \$ 101,500 | 05/11/09 |

Total Paid (To Date): \$101,500

- (3) **Purpose of Grant:** To improve maternal and child health among the urban poor in Mumbai, through improved newborn care practices, age-appropriate immunization, control of diarrheal disease, and improved sanitation and hygiene.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$891
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

| | | |
|--------------------|----------------------|-----------------|
| <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
| Progress Report | 11/15/09 | 10/30/09 |

- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) Grantee Name: Friends of Women's World Banking, India
101, G-07, Sakar I Building
Opposite Gandhigram Station, Ashram Road
Near Nehru Bridge
Ahmedabad, Gujarat 380 009
India

Grant Name: Loan support to develop a sustainable model to enable the urban poor in India to access water and sanitation services

(2) Amount Paid in Current Tax Year: \$428,933

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$428,933 | 12/11/09 |

Total Paid (To Date): \$428,933

(3) Purpose of Grant: To fund the development of a sustainable model which will enable the urban poor in India to access water and sanitation services.

(4) Amount Spent by Grantee (based on most recent grant report): N/A

(5) Diversion from Grant Purposes: To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) Date of Report(s) Received from Grantee: N/A

(7) Verification of Reports (if applicable): The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

AS AMENDED

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility**

- (1) **Name:** Michael & Susan Dell Foundation Africa
- Agreement:** Michael & Susan Dell Foundation
Direct Charitable Activity Services and Facilities Agreement

- (2) **Amount Paid to Date:** \$107,066.08

| Amount Paid | Date Paid |
|---------------------------------|-------------------|
| 7,066.08 | 11/23//2009 |
| 100,000.00 | 11/29/2009 |
| Total Paid (To Date) | 107,066.08 |

- (3) **Purpose of Agreement:** To provide reasonable and necessary administrative program support services sufficient to facilitate the Foundation's charitable activities and the achievement of the foundation's charitable goals in Africa and other geographies.
- (4) **Amount Spent by Contractor (based on most recent report):** \$32,008.
- (5) **Diversion from Agreement Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the contractor to date, no part of the funds have been used for any purposes other than those contemplated by the agreement.
- (6) **Date of Report(s) Received from Contractor:** January 15, 2010
- (7) **Verification of Reports (if applicable):** The Foundation reviewed the reports submitted by the contractor, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) Grantee Name: Micro Housing Finance Corporation Limited
c/o The Monitor Group 131, Free Press House Nariman Point
Mumbai Maharashtra 400 021
India
+91 981094 46335

Grant Name: Micro-mortgages to enable low income families in urban India to own their first homes

(2) Amount Paid in Current Tax Year: \$214,823

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$214,823 | 11/06/09 |

Total Paid (To Date): \$214,823

(3) Purpose of Grant: To provide assistance in enabling the development of micro-mortgage products in India for the urban poor.

(4) Amount Spent by Grantee (based on most recent grant report): N/A

(5) Diversion from Grant Purposes: To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) Date of Report(s) Received from Grantee: N/A

(7) Verification of Reports (if applicable): The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) **Grantee Name:** Sonata Finance Private Limited
1/1 A, Rai Bahadur Ram Charan Das Road, Balrampur House
Allahabad Uttar Pradesh 211002
India
+91-53-2329-5984

Grant Name: Equity Investment in an early stage MFI focused on Northern India

(2) **Amount Paid in Current Tax Year:** \$1,201,742

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$1,201,742 | 12/04/09 |

Total Paid (To Date): \$1,201,742

(3) **Purpose of Grant:** To support the provision of microfinance services to the urban poor in North India.

(4) **Amount Spent by Grantee (based on most recent grant report):** N/A

(5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) **Date of Report(s) Received from Grantee:** N/A

(7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) Grantee Name: Ujjivan Financial Services
#93, Jakkasandra Extension,
Sarjapur Main Cross Road, 1st Block, Koramangala,
Bangalore Karnataka 560034
India
+91 981094 46335

Grant Name: Equity Investment in Microfinance Institution targeting urban poor
across India - Third Round

(2) Amount Paid in Current Tax Year: \$559,028

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$559,028 | 01/07/09 |

Total Paid (To Date): \$1,670,028

| <u>Amount Paid</u> | <u>Date Paid</u> |
|--------------------|------------------|
| \$1,111,000 | 11/20/08 |
| \$559,028 | 01/07/09 |

- (3) Purpose of Grant: Program-related equity investment to fund the expansion of a microfinance institution that intends to serve 2,000,000 poor urban clients within 6 years.
- (4) Amount Spent by Grantee (based on most recent grant report): NA
- (5) Diversion from Grant Purposes: To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) Date of Report(s) Received from Grantee:
- | <u>Report Name</u> | <u>Date Received</u> | <u>Date Due</u> |
|--------------------|----------------------|-----------------|
| Progress | 02/09/09 | 01/31/09 |
| Progress | 08/01/09 | 07/31/09 |
- (7) Verification of Reports (if applicable): The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

**Michael & Susan Dell Foundation
Statement Required By Reg Section 53-4945-5(d)
Information With Respect To Expenditure Responsibility Grants**

(1) **Grantee Name:** Ujjivan Financial Services
#93, Jakkasandra Extension,
Sarjapur Main Cross Road, 1st Block, Koramangala,
Bangalore Karnataka 560034
India
+91 981094 46335

Grant Name: Equity Investment in Microfinance Institution targeting urban poor
across India - Third Round

(2) **Amount Refunded in Current Tax Year:** \$217,936

| <u>Amount Refunded</u> | <u>Date Received</u> |
|------------------------|----------------------|
| \$217,936 | 07/20/09 |

(3) **Purpose of Grant:** Program-related equity investment to fund the expansion of a microfinance institution that intends to serve 2,000,000 poor urban clients within 6 years.

(4) **Amount Spent by Grantee (based on most recent grant report):** NA

(5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

(6) **Date of Report(s) Received from Grantee:** NA

(7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

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

GRANTEE'S NAME: INSERT STATEMENT

GRANTEE'S ADDRESS:

CITY, STATE & ZIP:

GRANT DATE:

GRANT AMOUNT:

GRANT PURPOSE:

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| MICHAEL S. DELL P.O. BOX 163867 AUSTIN, TX 78716-3867 | DIRECTOR/PRESIDENT 10.00 | 0. | 0. | 0. |
| SUSAN L. DELL P.O. BOX 163867 AUSTIN, TX 78716-3867 | DIRECTOR/1ST VP 10.00 | 0. | 0. | 0. |
| DR. ALEXANDER DELL P.O. BOX 163867 AUSTIN, TX 78716-3867 | DIRECTOR/2ND VP 10.00 | 0. | 0. | 0. |
| MARC LISKER P.O. BOX 163867 AUSTIN, TX 78716-3867 | TREASURER/ASST. SECRETARY 10.00 | 0. | 0. | 0. |
| JANET MOUNTAIN P.O. BOX 163867 AUSTIN, TX 78716-3867 | EXEC.DIR/SECR./ASST.TREASURER 30.00 | 27,483. | 21,054. | 0. |
| | GRAND TOTALS | <u>27,483.</u> | <u>21,054.</u> | <u>0.</u> |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|---|---|---------------------|--|--|
| BARUN MOHANTY P.O. BOX 163867 AUSTIN, TX 78716-3867 | COUNTRY DIRECTOR 40.00 | 420,386. | 23,654. | 0. |
| MICHELLE TURNER P.O. BOX 163867 AUSTIN, TX 78716-3867 | GENERAL COUNSEL 40.00 | 334,155. | 55,544. | 0. |
| DEBASISH MITTER P.O. BOX 163867 AUSTIN, TX 78716-3867 | GRANT OFFICER 40.00 | 244,719. | 51,522. | 0. |
| CAITLIN BARON P.O. BOX 163867 AUSTIN, TX 78716-3867 | GRANT OFFICER 40.00 | 238,664. | 54,896. | 0. |
| LORY PILCHIK P.O. BOX 163867 AUSTIN, TX 78716-3867 | GRANT OFFICER 40.00 | 245,705. | 31,630. | 0. |
| | TOTAL COMPENSATION | <u>1,483,629.</u> | <u>217,246.</u> | <u>0.</u> |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---|------------------------|---------------------|
| DOUBLE LINE PARTNER, LLC 6431 WILLIAMS RIDGE WAY AUSTIN, TX 78731 | GRANT CONSULTING | 1,149,745. |
| WEBER SHANDWICK, INC P.O. BOX 3265 BUFFALO, NY 14240 | PUBLIC RELATIONS | 980,626. |
| STG DESIGN 828 WEST 6TH ST., STE 300 AUSTIN, TX 78703 | ARCHITECT | 543,936. |
| MORGAN LEWIS P.O. BOX 8500 S-6050 PHILADELPHIA, PA 19178-6050 | LEGAL FEES | 183,826. |
| AUSTIN LOGIC 6301 DANWOOD DRIVE AUSTIN, TX 78759 | SOFTWARE DEVELOPMENT | 160,126. |
| TOTAL COMPENSATION | | <u>3,018,259.</u> |

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

DELLSCHOLARS.ORG AND/OR MSDF.ORG

Michael & Susan Dell Foundation
36-4336415
12/31/2009

Direct Charitable Activities (Part IX-A)

Urban Moms Book Initiative - Designed to share best practices of low-income mothers trying to improve the health and success of their children living in urban poverty. The costs cover project management fees, the marketing and communications activities around the book, and the expenses incurred related to creative development (photography, video, translation to Spanish) and related expenses.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 18

| <u>DESCRIPTION</u> | <u>BUSINESS CODE</u> | <u>AMOUNT</u> | <u>EXCLUSION CODE</u> | <u>AMOUNT</u> | <u>RELATED OR EXEMPT FUNCTION INCOME</u> |
|------------------------------|--------------------------|------------------|---------------------------|--------------------|--|
| PARTNERSHIP INCOME PER BOOKS | 525990 | -425,194. | 01 | 13,046,663. | |
| TOTALS | | <u>-425,194.</u> | | <u>13,046,663.</u> | |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|----------------------------------|------------------------------------|---|------------|--------------------|--------------|
| A Glimmer of Hope Foundation | Austin, Texas | US - Public Charity | Providing water, education, and micro-irrigation in rural Ethiopia - Y4 | 2008 | 1,000,000 | 700,000 |
| A Glimmer of Hope Foundation | Austin, Texas | US - Public Charity | Providing water, education, and micro-irrigation in rural Ethiopia - Y4 | 2008 | 1,000,000 | 300,000 |
| Academy for Urban School Leadership | Chicago, Illinois | US - Public Charity | Replication of Turnaround Elementary Schools in Chicago | 2009 | 1,880,000 | 180,000 |
| Achievement First | New Haven, Connecticut | US - Public Charity | Achievement First - Data, Performance, and Knowledge Management Initiative | 2009 | 2,246,390 | 500,000 |
| Achievement First | New Haven, Connecticut | US - Public Charity | Interim Assessment Platform Implementation | 2007 | 870,000 | 140,000 |
| Action for Healthy Kids | Skokie, Illinois | US - Public Charity | Parents CATCH on to Wellness | 2009 | 303,023 | 66,098 |
| Action for Healthy Kids | Skokie, Illinois | US - Public Charity | Parents CATCH on to Wellness | 2009 | 303,023 | 66,099 |
| Active Life | Austin, Texas | US - Public Charity | Active Life Community Challenge | 2009 | 594,500 | 140,300 |
| Active Life | Austin, Texas | US - Public Charity | Active Life Community Challenge | 2009 | 594,500 | 140,300 |
| Adoption Coalition of Texas | Austin, Texas | US - Public Charity | Adoption of Foster Children - Y4 | 2008 | 60,000 | 30,000 |
| Adoption Coalition of Texas | Austin, Texas | US - Public Charity | Adoption of Foster Children - Y5 | 2009 | 60,000 | 30,000 |
| Advanced Placement Strategies, Inc | Dallas, Texas | US - Public Charity | THSP - Improving AP Access and Impact Phase III - Y5 & 6 | 2008 | 9,480,470 | 1,032,350 |
| Advanced Placement Strategies, Inc | Dallas, Texas | US - Public Charity | THSP - Improving AP Access and Impact Phase III - Y5 & 6 | 2008 | 9,480,470 | 1,232,150 |
| Advanced Placement Strategies, Inc | Dallas, Texas | US - Public Charity | THSP - Improving AP Access and Impact Phase III - Y5 & 6 | 2008 | 9,480,470 | 2,338,600 |
| African Leadership Foundation | New York, New York | US - Public Charity | Michael and Susan Dell Science and Technology Center at the African Leadership Academy | 2009 | 150,000 | 75,000 |
| AID India | Chennai, Tamil Nadu, India | India - Equivalency Determination | Eureka Quality Improvement Programme (EQUIP) | 2007 | 517,617 | 96,492 |
| AID India | Chennai, Tamil Nadu, India | India - Equivalency Determination | Eureka Quality Improvement Programme (EQUIP) | 2007 | 517,617 | 110,000 |
| Akshara Foundation | Bangalore, Karnataka, India | India - Expenditure Responsibility | School-Based Libraries in Bangalore | 2007 | 1,250,170 | 106,165 |
| Alliance for a Healthier Generation | Dallas, Texas | US - Public Charity | Healthy Schools Program | 2007 | 1,983,193 | 502,557 |
| Alliance for a Healthier Generation | Dallas, Texas | US - Public Charity | Healthy Schools Program in Prince Georges County Schools | 2008 | 998,277 | 256,820 |
| Alliance for a Healthier Generation | Dallas, Texas | US - Public Charity | Foundation Week 2009 | 2009 | 2,000 | 2,000 |
| Alpine Learning Group | Paramus, New Jersey | US - Public Charity | Adult Education and Learning Center | 2008 | 500,000 | 200,000 |
| American Institutes for Research in the Behavioral Sciences | Washington, District of Columbia | US - Public Charity | New York City Education Reform Retrospective: A Review and Synthesis of the Children First Initiative 2002-2009 | 2009 | 150,000 | 50,000 |
| Amigos de las Americas (AMIGOS) | Houston, Texas | US - Public Charity | Fiesta 2009 - Sponsorship | 2009 | 500 | 500 |
| Anchor of Hope Church | Marble Falls, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 15,000 | 15,000 |
| Andhra Pradesh Mahila Abhivruddhi Society | Hyderabad, Andhra Pradesh, India | India - Expenditure Responsibility | Integrated Access to Clean Water and Sanitation in urban slums through the Microfinance Delivery Channel | 2009 | 692,254 | 138,156 |
| Andhra Pradesh Mahila Abhivruddhi Society | Hyderabad, Andhra Pradesh, India | India - Expenditure Responsibility | Integrated Access to Clean Water and Sanitation in urban slums through the Microfinance Delivery Channel | 2009 | 692,254 | 138,156 |
| Army Wounded Warrior Program | Alexandria, Virginia | US - Public Charity | Children of Wounded Warriors | 2008 | 52,000 | 26,000 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Los Angeles Start-Up and Expansion | 2005 | 1,750,000 | 240,000 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Los Angeles Start-Up and Expansion | 2005 | 1,750,000 | 240,000 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Performance Management - Phase 2 | 2009 | 2,803,653 | 893,266 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Expansion - Phase 2 | 2009 | 2,500,000 | 500,000 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Performance Management Diagnostic and Partial Implementation | 2008 | 750,000 | 250,000 |
| Aspire Public Schools | Oakland, California | US - Public Charity | Aspire Los Angeles Start-Up and Expansion | 2005 | 1,750,000 | 240,000 |
| Austin Children's Shelter | Austin, Texas | US - Public Charity | Capital Campaign | 2007 | 650,000 | 250,000 |
| Austin Children's Shelter | Austin, Texas | US - Public Charity | S.A.F.E. Program - Y6 | 2009 | 155,000 | 77,500 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|----------------------------------|------------------------------------|--|------------|--------------------|--------------|
| Austin Children's Shelter | Austin, Texas | US - Public Charity | Start Up Operations for the Therapeutic Living Center for Boys | 2009 | 225,000 | 225,000 |
| Austin Children's Shelter | Austin, Texas | US - Public Charity | HR Employee Referral (Potter for Robinson) | 2009 | 5,000 | 5,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Statewide Tools for Teaching Excellence (Performance Accountability Pilot) | 2006 | 3,500,000 | 340,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Austin ISD Performance Management Initiative | 2006 | 3,300,000 | 489,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | AISD Board Development | 2009 | 200,000 | 200,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | MSDF Giving Fund - 2008 | 2008 | 1,513,180 | 500,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | MSDF Giving Fund - 2008 | 2008 | 1,513,180 | 500,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | MSDF Giving Fund - 2008 | 2008 | 1,513,180 | 13,180 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Statewide Tools for Teaching Excellence (Performance Accountability Pilot) | 2006 | 3,500,000 | 500,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | MSDF Giving Fund - 2009 | 2009 | 2,000,000 | 500,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Matching Gift Software Enhancement | 2009 | 11,000 | 5,500 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Integrated Education Database for Central Texas Phase 2 | 2007 | 650,000 | 150,000 |
| Austin Community Foundation | Austin, Texas | US - Public Charity | Integrated Education Database for Central Texas Phase 2 | 2007 | 650,000 | 175,000 |
| Austin Independent School District | Austin, Texas | US - Public Charity | Performance Management for Academic and Social Support Programs | 2008 | 360,000 | 160,000 |
| Austin Partners in Education | Austin, Texas | US - Public Charity | Classroom Coaching Program | 2009 | 150,000 | 75,000 |
| Austin Public Library Foundation | Austin, Texas | US - Public Charity | Connected Youth Project | 2008 | 185,000 | 92,500 |
| Austin Sunshine Camps | Austin, Texas | US - Public Charity | Sunrise Leadership and Challenge Programs - Y2 | 2009 | 41,000 | 41,000 |
| AVID Center | San Diego, California | US - Public Charity | AVID Central Texas Expansion and Strengthening Math & Science | 2008 | 2,487,477 | 300,000 |
| AVID Center | San Diego, California | US - Public Charity | AVID Central Texas Expansion and Strengthening Math & Science | 2008 | 2,487,477 | 300,000 |
| Bandhan Konnagar | Kolkata, West Bengal, India | India - Expenditure Responsibility | Transforming poor, excluded women in Kolkata into viable micro-entrepreneurs | 2008 | 645,971 | 313,125 |
| Bandhan Konnagar | Kolkata, West Bengal, India | India - Expenditure Responsibility | Transforming poor, excluded women in Kolkata into viable micro-entrepreneurs | 2008 | 645,971 | 87,777 |
| Berkeley United Methodist Church | Austin, Texas | US - Public Charity | HR Employee Referral (Robinson for Moreno) | 2009 | 5,000 | 5,000 |
| Bharat Integrated Social Welfare Agency (BISWA) | Sambalpur, Orissa, India | India - Expenditure Responsibility | Microfinance-Enabled Access to Water and Sanitation Services | 2008 | 230,816 | 53,000 |
| Bodh Shiksha Samiti, Jaipur | Jaipur, Rajasthan, India | India - Equivalency Determination | Janbodh Karyakram (Y2) | 2008 | 213,357 | 77,412 |
| Bodh Shiksha Samiti, Jaipur | Jaipur, Rajasthan, India | India - Equivalency Determination | Janbodh Karyakram (Y2) | 2008 | 213,357 | 18,037 |
| Bodh Shiksha Samiti, Jaipur | Jaipur, Rajasthan, India | India - Equivalency Determination | Janbodh Karyakram Y3-5 | 2009 | 1,125,270 | 97,463 |
| Bodh Shiksha Samiti, Jaipur | Jaipur, Rajasthan, India | India - Equivalency Determination | Janbodh Karyakram Y3-5 | 2009 | 1,125,270 | 91,085 |
| Breakthrough Austin | Austin, Texas | US - Public Charity | Expansion and PM Initiative | 2009 | 138,000 | 69,000 |
| California Charter Schools Association | Los Angeles, California | US - Public Charity | Performance Management Project: California Charter Schools: Phase 3 | 2007 | 3,600,000 | 20,000 |
| California Charter Schools Association | Los Angeles, California | US - Public Charity | Performance Management Project: California Charter Schools: Phase 3 | 2007 | 3,600,000 | 235,000 |
| California Charter Schools Association | Los Angeles, California | US - Public Charity | Performance Management Project: California Charter Schools: Phase 3 | 2007 | 3,600,000 | 235,000 |
| California Charter Schools Association | Los Angeles, California | US - Public Charity | Performance Management Project: California Charter Schools: Phase 3 | 2007 | 3,600,000 | 135,000 |
| Calvert Foundation | Bethesda, Maryland | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| Camp Fire USA Balcones Council | Austin, Texas | US - Public Charity | Camp Fire After School Program - Y2 | 2009 | 35,100 | 35,100 |
| CAP Foundation | Hyderabad, Andhra Pradesh, India | India - Expenditure Responsibility | Teen Channel - Ek Mouka Community Learning Initiative | 2008 | 516,052 | 167,233 |
| Capital Area Food Bank | Austin, Texas | US - Public Charity | Distribution System for Healthy Food | 2007 | 375,000 | 50,000 |
| Carver Academy, The | San Antonio, Texas | US - Public Charity | Honoring David Robinson | 2009 | 10,000 | 10,000 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|--|----------------------------------|---------------------|---|------------|--------------------|--------------|
| CASA of Travis County, Inc. | Austin, Texas | US - Public Charity | Child Advocacy - Y7 | 2009 | 200,000 | 100,000 |
| Center for Child Protection | Austin, Texas | US - Public Charity | Therapy and Advocacy Services | 2009 | 50,000 | 25,000 |
| Centex System Support Services | Georgetown, Texas | US - Public Charity | Regional Electronic Medical Records and Practice Management - Operational Support | 2009 | 737,000 | 450,000 |
| CGAP (Consultative Group to Assist the Poor) | Washington, District of Columbia | US - Public Charity | Renewal of Annual Contribution to Microfinance Donor Consortium: 2010 & 2011 | 2009 | 200,000 | 200,000 |
| Charlotte-Mecklenburg Schools | Charlotte, North Carolina | US - Public Charity | Charlotte-Mecklenburg Schools: Performance Management Implementation | 2008 | 2,884,243 | 178,500 |
| Charlotte-Mecklenburg Schools | Charlotte, North Carolina | US - Public Charity | Charlotte-Mecklenburg Schools: Performance Management Implementation | 2008 | 2,884,243 | 454,476 |
| Children First Fund: The Chicago Public Schools Foundation | Chicago, Illinois | US - Public Charity | CPS Performance Management - Phase 2 | 2007 | 6,024,859 | 813,250 |
| Children First Fund: The Chicago Public Schools Foundation | Chicago, Illinois | US - Public Charity | Top to Bottom Performance Management and District Redesign | 2009 | 1,600,000 | 500,000 |
| Children First Fund: The Chicago Public Schools Foundation | Chicago, Illinois | US - Public Charity | Strategic Planning, Performance Management, and Community Building Support | 2009 | 45,000 | 45,000 |
| Civic Builders | New York, New York | US - Public Charity | NYC Charter Facilities Partnership - Phase 1 | 2005 | 4,000,000 | 668,000 |
| CLOCC a program of Children's Memorial Hospital Chicago | Chicago, Illinois | US - Public Charity | Community Environmental Approaches and Evaluation Initiatives | 2008 | 979,000 | 194,500 |
| CLOCC a program of Children's Memorial Hospital Chicago | Chicago, Illinois | US - Public Charity | Community Environmental Approaches and Evaluation Initiatives | 2008 | 979,000 | 465,000 |
| College Board | New York, New York | US - Public Charity | College Board Schools NYC | 2005 | 3,470,339 | 180,324 |
| College Board | New York, New York | US - Public Charity | College Board Schools NYC | 2005 | 3,470,339 | 408,145 |
| College Forward | Manor, Texas | US - Public Charity | Central Texas College Access Project - Y2 | 2009 | 180,000 | 90,000 |
| Communities in Schools - Central Texas | Austin, Texas | US - Public Charity | Supporting AISD's High-Need Schools - Y8 | 2009 | 498,000 | 249,000 |
| Communities in Schools - Central Texas | Austin, Texas | US - Public Charity | Supporting AISD's High-Need Schools - Y8 | 2009 | 498,000 | 249,000 |
| Communities in Schools - Central Texas | Austin, Texas | US - Public Charity | Supporting AISD's High-Need Schools - Y7 | 2008 | 500,000 | 250,000 |
| Communities in Schools - Central Texas | Austin, Texas | US - Public Charity | XY-Zone Male Involvement Program - Y6 | 2009 | 100,000 | 50,000 |
| Communities in Schools - Central Texas | Austin, Texas | US - Public Charity | XY-Zone Male Involvement Program - Y6 | 2009 | 100,000 | 50,000 |
| Dallas Independent School District | Dallas, Texas | US - Public Charity | Dallas Achieves Performance Management System | 2007 | 5,000,000 | 500,000 |
| Dallas Independent School District | Dallas, Texas | US - Public Charity | Dallas Achieves Performance Management System | 2007 | 5,000,000 | 1,000,000 |
| Dallas Independent School District | Dallas, Texas | US - Public Charity | Dallas Achieves Performance Management System | 2007 | 5,000,000 | 500,000 |
| DC Charter Schools Fund | San Francisco, California | US - Public Charity | Strengthening DC Charters with Collaborative Investments in Key Areas | 2008 | 4,000,000 | 1,700,000 |
| DC Public Charter School Board | Washington, District of Columbia | US - Public Charity | DC Public Charter School Board Accountability System Launch | 2009 | 33,000 | 33,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2004 | 2009 | 303,400 | 303,400 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2005 | 2009 | 897,200 | 448,600 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2006 | 2009 | 2,000,000 | 613,300 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2007 | 2009 | 3,709,000 | 856,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2008 | 2008 | 4,728,000 | 856,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2009 | 2009 | 6,960,000 | 1,000,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2009 | 2009 | 6,960,000 | 360,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2009 | 2009 | 6,960,000 | 60,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2006 | 2009 | 2,000,000 | 160,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2007 | 2009 | 3,709,000 | 150,000 |
| Dell Scholars Program | , | US - Public Charity | Dell Scholars Program- Class of 2008 | 2008 | 4,728,000 | 100,000 |
| Denver Public Schools | Denver, Colorado | US - Public Charity | Denver Performance Management Phase 2 | 2009 | 4,600,000 | 726,000 |
| Denver Public Schools | Denver, Colorado | US - Public Charity | Denver Performance Management Phase 2 | 2009 | 4,600,000 | 660,000 |
| Denver Public Schools | Denver, Colorado | US - Public Charity | Denver Performance Management Phase 2 | 2009 | 4,600,000 | 374,000 |
| Denver Public Schools | Denver, Colorado | US - Public Charity | Denver Performance Management Phase 2 | 2009 | 4,600,000 | 340,000 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|----------------------------------|------------------------------------|--|------------|--------------------|--------------|
| Denver Public Schools Foundation | Denver, Colorado | US - Public Charity | Denver Public Schools Performance Management Implementation | 2008 | 2,900,000 | 800,000 |
| Denver Public Schools Foundation | Denver, Colorado | US - Public Charity | Denver Public Schools Performance Management Implementation | 2008 | 2,900,000 | 375,000 |
| District of Columbia Public Schools | Washington, District of Columbia | US - Public Charity | Accelerating Data Driven Instruction in DCPS and Beyond | 2009 | 972,300 | 442,050 |
| Dr Reddy's Foundation | Hyderabad, Andhra Pradesh, India | India - Expenditure Responsibility | Generation of Urban Livelihoods Across India | 2009 | 6,591,106 | 801,183 |
| Dr Reddy's Foundation | Hyderabad, Andhra Pradesh, India | India - Expenditure Responsibility | Generation of Urban Livelihoods Across India | 2009 | 6,591,106 | 1,052,634 |
| E3 Alliance | Austin, Texas | US - Public Charity | Central Texas Education Stimulus Collaborative | 2009 | 50,000 | 50,000 |
| Education Pioneers | Oakland, California | US - Public Charity | Attracting and Developing Nontraditional Managerial Talent in Education, Phase 2 | 2008 | 3,000,000 | 500,000 |
| Education Pioneers | Oakland, California | US - Public Charity | Attracting and Developing Nontraditional Managerial Talent in Education, Phase 2 | 2008 | 3,000,000 | 500,000 |
| Education Support Organisation | Ahmedabad, Gujarat, India | India - Equivalency Determination | Gyan Shala - Quality Education for Slum Children in Ahmedabad | 2008 | 833,867 | 402,996 |
| Edvance Research, Inc. | San Antonio, Texas | India - Expenditure Responsibility | Statewide Tools for Teaching Excellence Phase Two | 2009 | 5,500,000 | 800,000 |
| Edvance Research, Inc. | San Antonio, Texas | India - Expenditure Responsibility | Statewide Tools for Teaching Excellence Phase Two | 2009 | 5,500,000 | 750,000 |
| Edvance Research, Inc. | San Antonio, Texas | India - Expenditure Responsibility | Statewide Tools for Teaching Excellence Phase Two | 2009 | 5,500,000 | 1,000,000 |
| El Buen Samaritano | Austin, Texas | US - Public Charity | Capacity Building for the Healthy Body, Healthy Mind, Healthy Community Program | 2009 | 241,000 | 120,500 |
| El Buen Samaritano | Austin, Texas | US - Public Charity | Capacity Building for the Healthy Body, Healthy Mind, Healthy Community Program | 2009 | 241,000 | 120,500 |
| El Buen Samaritano | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 300,000 | 300,000 |
| Endeavor Global, Inc. | New York, New York | US - Public Charity | Economic Development through Supporting Entrepreneurs | 2008 | 1,000,000 | 300,000 |
| Fidelity Charity Gift Fund | Boston, Massachusetts | US - Public Charity | The Investigative Project - Y6 | 2009 | 250,000 | 250,000 |
| Food Bank For New York City | New York, New York | US - Public Charity | Cookshop Cafeteria and Kids Cafe Initiatives | 2009 | 319,297 | 159,649 |
| Food Bank For New York City | New York, New York | US - Public Charity | Cookshop Cafeteria and Kids Cafe Initiatives | 2009 | 319,297 | 159,648 |
| Foundation Communities | Austin, Texas | US - Public Charity | Community Tax Centers - Y4 | 2009 | 60,000 | 60,000 |
| Foundation Communities | Austin, Texas | US - Public Charity | College Assistance Program - Y2 | 2009 | 180,000 | 100,000 |
| Foundation Communities | Austin, Texas | US - Public Charity | College Assistance Program - Y2 | 2009 | 180,000 | 80,000 |
| Foundation Communities | Austin, Texas | US - Public Charity | Children's HOME Initiative & Child Advocacy Services | 2009 | 125,000 | 62,500 |
| Foundation Communities | Austin, Texas | US - Public Charity | PATHS After-School and Summer Youth Program - Y2 | 2009 | 115,000 | 57,500 |
| Foundation Communities | Austin, Texas | US - Public Charity | PATHS After-School and Summer Youth Program - Y2 | 2009 | 115,000 | 57,500 |
| Friends of Women's World Banking, India | Ahmedabad, Gujarat, India | India - Expenditure Responsibility | Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services | 2008 | 161,493 | 41,750 |
| Friends of Women's World Banking, India | Ahmedabad, Gujarat, India | India - Expenditure Responsibility | Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services | 2008 | 161,493 | 53,821 |
| GENaustin | Austin, Texas | US - Public Charity | ClubGEN Program Support and Evaluation | 2008 | 150,000 | 75,000 |
| Gifts in Kind International | Alexandria, Virginia | US - Public Charity | Printer Technology Program - 2008 | 2008 | 255,000 | 8,237 |
| Gifts in Kind International | Alexandria, Virginia | US - Public Charity | Printer Technology Program 2009 | 2009 | 255,000 | 28,800 |
| Gifts in Kind International | Alexandria, Virginia | US - Public Charity | Printer Technology Program 2009 | 2009 | 255,000 | 59,256 |
| Gifts in Kind International | Alexandria, Virginia | US - Public Charity | Printer Technology Program - 2008 | 2008 | 255,000 | 13,233 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|-------------------------------------|----------------------------------|---------------------|---|------------|--------------------|--------------|
| Girlstart | Austin, Texas | US - Public Charity | HR Award Charitable Gifts Donation | 2009 | 5,000 | 5,000 |
| Good Shepherd Episcopal School | Austin, Texas | US - Public Charity | Annual Fund 2008-2009 | 2009 | 1,000 | 1,000 |
| Grace Academy | Georgetown, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 200,000 | 200,000 |
| Grameen Foundation USA | Washington, District of Columbia | US - Public Charity | Provide Sustainable, Impact-Focused Financial Support to Enable MFIs to Reach at Least 1.3M Poor Families Globally | 2007 | 2,475,000 | 181,235 |
| Grameen Foundation USA | Washington, District of Columbia | US - Public Charity | Provide Sustainable, Impact-Focused Financial Support to Enable MFIs to Reach at Least 1.3M Poor Families Globally | 2007 | 2,475,000 | 217,228 |
| Grameen Foundation USA | Washington, District of Columbia | US - Public Charity | Provide Sustainable, Impact-Focused Financial Support to Enable MFIs to Reach at Least 1.3M Poor Families Globally | 2007 | 2,475,000 | 236,131 |
| Grameen Foundation USA | Washington, District of Columbia | US - Public Charity | Renewal: Establish standards in measurement of microfinance's social impact and catalyze growth of poverty focused MFIs | 2009 | 1,508,000 | 255,000 |
| Green Dot Public Schools | Los Angeles, California | US - Public Charity | Green Dot - Locke Transformation and Expansion | 2008 | 2,000,000 | 500,000 |
| Green Dot Public Schools | Los Angeles, California | US - Public Charity | Green Dot - Increasing Student Achievement | 2008 | 2,000,000 | 250,000 |
| Green Dot Public Schools | Los Angeles, California | US - Public Charity | Green Dot - Increasing Student Achievement | 2008 | 2,000,000 | 250,000 |
| Green Dot Public Schools | Los Angeles, California | US - Public Charity | Green Dot - Locke Transformation and Expansion | 2008 | 2,000,000 | 500,000 |
| Harlem Children's Zone, Inc. | New York, New York | US - Public Charity | Early Childhood Education - New York City (Renewal) | 2008 | 800,000 | 200,000 |
| Harlem Children's Zone, Inc. | New York, New York | US - Public Charity | Early Childhood Education - New York City (Renewal) | 2008 | 800,000 | 200,000 |
| Harlem Children's Zone, Inc. | New York, New York | US - Public Charity | Foundation Week 2009 | 2009 | 5,000 | 5,000 |
| Heart House of Austin | Austin, Texas | US - Public Charity | General Operating Support 2009-2010 School Year | 2009 | 61,500 | 30,750 |
| Heart House of Austin | Austin, Texas | US - Public Charity | General Operating Support 2009-2010 School Year | 2009 | 61,500 | 30,750 |
| Helen Keller International | New York, New York | US - Public Charity | Fortification of Staple Foods in Cameroon in Central Africa | 2008 | 2,400,000 | 600,000 |
| Helen Keller International | New York, New York | US - Public Charity | Fortification of Staple Foods in Cameroon in Central Africa | 2008 | 2,400,000 | 600,000 |
| Helen Keller International | New York, New York | US - Public Charity | Wheat Flour Fortification in West Africa | 2007 | 1,600,000 | 500,000 |
| Helping Hand Home for Children | Austin, Texas | US - Public Charity | Residential Treatment Program - Y7 | 2009 | 234,500 | 101,000 |
| Helping Hand Home for Children | Austin, Texas | US - Public Charity | Residential Treatment Program - Y7 | 2009 | 234,500 | 32,500 |
| Hope in the City, Inc. | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 7,500 | 7,500 |
| House of Faith Ministries | San Angelo, Texas | US - Public Charity | Charitable Gift Donation - 2009 | 2009 | 500 | 500 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Central Office PM | 2008 | 1,800,000 | 700,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: School PM System | 2008 | 1,800,000 | 550,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Technology Support | 2008 | 400,000 | 100,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Technology Support | 2008 | 400,000 | 70,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Central Office PM | 2008 | 1,800,000 | 250,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: School PM System | 2008 | 1,800,000 | 200,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Central Office PM | 2008 | 1,800,000 | 210,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: Technology Support | 2008 | 400,000 | 80,000 |
| Houston Independent School District | Houston, Texas | US - Public Charity | PM Implementation: School PM System | 2008 | 1,800,000 | 250,000 |
| Hualalai Academy | Kailua-Kona, Hawaii | US - Public Charity | Capital Campaign 2008 - Land Purchase | 2008 | 264,000 | 16,628 |
| Hualalai Academy | Kailua-Kona, Hawaii | US - Public Charity | Capital Campaign 2008 - Land Purchase | 2008 | 264,000 | 1,307 |
| Hualalai Academy | Kailua-Kona, Hawaii | US - Public Charity | Capital Campaign 2008 - Land Purchase | 2008 | 264,000 | 579 |
| IDEA Public Schools | Weslaco, Texas | US - Gift | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| IDEA Public Schools | Weslaco, Texas | US - Public Charity | IDEA Performance Management | 2009 | 1,427,000 | 117,380 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|---------------------------------------|---|--|------------|--------------------|--------------|
| IDEA Public Schools | Weslaco, Texas | US - Public Charity | IDEA Performance Management | 2009 | 1,427,000 | 57,000 |
| IDEA Public Schools | Weslaco, Texas | US - Public Charity | IDEA Expansion Phase Two | 2009 | 3,500,000 | 575,000 |
| Institute for Research and Reform in Education Inc. | Toms River, New Jersey | US - Public Charity | Measuring What Matters Expansion | 2008 | 1,069,421 | 344,421 |
| Jewish Community Association of Austin | Austin, Texas | US - Public Charity | 2008 Annual Campaign | 2008 | 969,300 | 219,300 |
| Jewish Community Association of Austin | Austin, Texas | US - Public Charity | 2009 Annual Campaign | 2009 | 656,525 | 300,000 |
| Jewish Community Association of Austin | Austin, Texas | US - Public Charity | 2009 Annual Campaign | 2009 | 656,525 | 150,000 |
| Katha | New Delhi, Delhi, India | India - Expenditure Responsibility | Mapping the Future: Katha Lab School (Y4) | 2008 | 107,008 | 53,250 |
| Keep a Child Alive | Brooklyn, NY | US - Public Charity | Nutritional Support to Aid AIDS Orphans in Soweto in Continuing Their Education | 2009 | 90,000 | 45,000 |
| Kids Individual Dedication to Success (K.I.D.S) | Austin, Texas | US - Public Charity | Educational Outreach Program | 2009 | 5,000 | 5,000 |
| KIPP Austin College Preparatory School Inc. | Austin, Texas | US - Public Charity | KIPP Austin Expansion and Performance Management Diagnostic | 2007 | 1,900,000 | 200,000 |
| KIPP Austin College Preparatory School Inc. | Austin, Texas | US - Public Charity | KIPP Austin Expansion and Performance Management Diagnostic | 2007 | 1,900,000 | 450,000 |
| KIPP Austin College Preparatory School Inc. | Austin, Texas | US - Public Charity | Performance Management Implementation | 2008 | 950,000 | 400,000 |
| KIPP Austin College Preparatory School Inc. | Austin, Texas | US - Public Charity | Performance Management Implementation | 2008 | 950,000 | 150,000 |
| KIPP Foundation | San Francisco, California | US - Public Charity | KIPP's March Toward Quality and Sustainability Phase 2: Research, Design and Innovation Team | 2008 | 4,735,028 | 500,000 |
| KIPP Foundation | San Francisco, California | US - Public Charity | KIPP's March Toward Quality and Sustainability Phase 2: Research, Design and Innovation Team | 2008 | 4,735,028 | 1,500,000 |
| KIPP Foundation | San Francisco, California | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | Expansion and PM Infrastructure for KIPP Houston | 2008 | 1,950,000 | 450,000 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | Expansion and PM Infrastructure for KIPP Houston | 2008 | 1,950,000 | 450,000 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | Campaign for KIPP Houston: Operations | 2005 | 1,868,000 | 142,000 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | PM Implementation for KIPP Houston | 2009 | 1,600,000 | 585,333 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | Amendment to Expansion and PM Infrastructure for KIPP Houston Grant | 2008 | 137,950 | 137,950 |
| KIPP, Inc. - KIPP Academy Houston | Houston, Texas | US - Public Charity | PM Implementation for KIPP Houston | 2009 | 1,600,000 | 379,833 |
| Kommah Seray Inflammatory Breast Cancer Foundation | Pomona, California | US - Public Charity | HR Employee Referral (Hardisty for Potter) | 2009 | 5,000 | 5,000 |
| Lake Hills Church | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 72,500 | 72,500 |
| Laying The Foundation, Inc. | Dallas, Texas | US - Public Charity | End-of-Course Question Development & Publishing System | 2009 | 2,900,000 | 230,000 |
| Laying The Foundation, Inc. | Dallas, Texas | US - Public Charity | End-of-Course Question Development & Publishing System | 2009 | 2,900,000 | 585,000 |
| Laying The Foundation, Inc. | Dallas, Texas | US - Public Charity | End-of-Course Question Development & Publishing System | 2009 | 2,900,000 | 100,000 |
| LEAP Science and Maths School | Clareinch, Western Cape, South Africa | South Africa - Expenditure Responsibility | Supporting university-preparatory high school for young people from South Africa's townships | 2009 | 214,499 | 208,405 |
| LifeWorks | Austin, Texas | US - Public Charity | Transitioning Youth from Foster Care to Independence - Y6 | 2009 | 122,000 | 61,000 |
| LifeWorks | Austin, Texas | US - Public Charity | East Austin Youth Resource Center - Capital Campaign | 2009 | 500,000 | 200,000 |
| Logan Square Neighborhood Association | Chicago, Illinois | US - Public Charity | LSNA Education Programs – Parent Tutor and Parent Mentor Attendance Programs | 2008 | 100,000 | 50,000 |
| Lone Star Circle of Care | Georgetown, Texas | US - Public Charity | Primary Healthcare & Start Up Costs for Additional Clinic | 2009 | 350,000 | 200,000 |
| Lone Star Circle of Care | Georgetown, Texas | US - Public Charity | Primary Healthcare & Start Up Costs for Additional Clinic | 2009 | 350,000 | 150,000 |
| Mahila Housing SEWA Trust | Ahmedabad, Gujarat, India | India - Expenditure Responsibility | Renewal of: Inclusive Cities - Provision of Water & Sanitation for Urban Poor | 2009 | 807,464 | 162,691 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|--|----------------------------------|------------------------------------|--|------------|--------------------|--------------|
| Mahila Housing SEWA Trust | Ahmedabad, Gujarat, India | India - Expenditure Responsibility | Renewal of: Inclusive Cities - Provision of Water & Sanitation for Urban Poor | 2009 | 807,464 | 174,708 |
| Mahila Housing SEWA Trust | Ahmedabad, Gujarat, India | India - Expenditure Responsibility | Renewal of: Inclusive Cities - Provision of Water & Sanitation for Urban Poor | 2009 | 807,464 | 177,271 |
| Meals on Wheels and More | Austin, Texas | US - Public Charity | Meals for Kids - Roll-Off Funding | 2008 | 74,432 | 25,000 |
| Microfinance Information Exchange, Inc. | Washington, District of Columbia | US - Public Charity | Social Performance Reporting Awards for Microfinance Institutions | 2009 | 75,570 | 19,320 |
| Microfinance Information Exchange, Inc. | Washington, District of Columbia | US - Public Charity | Promoting public reporting and transparency of social performance indicators in microfinance | 2008 | 430,000 | 130,500 |
| Microfinance Information Exchange, Inc. | Washington, District of Columbia | US - Public Charity | Promoting public reporting and transparency of social performance indicators in microfinance | 2008 | 430,000 | 154,500 |
| Monitor Group -- Market Based Solutions to Create Social Change Initiative | Cambridge, Massachusetts | India - Expenditure Responsibility | Microfinance-Enabled Low Income Housing for India's Urban Poor | 2008 | 350,000 | 150,000 |
| Naandi Foundation | Hyderabad, Andhra Pradesh, India | India - Equivalency Determination | Ensuring Children Learn, Mumbai - Y2 | 2008 | 1,337,120 | 258,926 |
| Naandi Foundation | Hyderabad, Andhra Pradesh, India | India - Equivalency Determination | Ensuring Children Learn, Mumbai - Y2 | 2008 | 1,337,120 | 145,905 |
| Naandi Foundation | Hyderabad, Andhra Pradesh, India | India - Equivalency Determination | Integrated Proposal for School Programs in Hyderabad and Mumbai (2009-12) | 2009 | 4,089,421 | 1,310,164 |
| Naandi Foundation | Hyderabad, Andhra Pradesh, India | India - Equivalency Determination | Ensuring Children Learn, Hyderabad - interim | 2009 | 395,133 | 183,600 |
| Naandi Foundation | Hyderabad, Andhra Pradesh, India | India - Equivalency Determination | Ensuring Children Learn, Hyderabad - interim | 2009 | 395,133 | 199,169 |
| National Association of Charter School Authorizers | Chicago, Illinois | US - Public Charity | NACSA National Impact Initiative Phase I - Improving Authorizing and Oversight Practices | 2009 | 750,000 | 200,000 |
| National Association of Charter School Authorizers | Chicago, Illinois | US - Public Charity | NACSA National Impact Initiative Phase I - Improving Authorizing and Oversight Practices | 2009 | 750,000 | 200,000 |
| National Association of Charter School Authorizers | Chicago, Illinois | US - Public Charity | NACSA National Impact Initiative Phase I - Improving Authorizing and Oversight Practices | 2009 | 750,000 | 350,000 |
| National Center for Arts & Technology | Pittsburg, Pennsylvania | US - Public Charity | NCAT Feasibility Study | 2009 | 75,000 | 75,000 |
| National Center for Educational Achievement | Austin, Texas | US - Public Charity | Nationwide Launch of the Continuous School Improvement Service | 2008 | 750,000 | 375,000 |
| National Center for Educational Achievement | Austin, Texas | US - Public Charity | Data Quality Campaign Phase II | 2009 | 1,400,000 | 169,000 |
| National Math Science Initiative, Inc. | Dallas, Texas | US - Public Charity | Scaling Proven Programs - Phase I | 2007 | 5,000,000 | 1,000,000 |
| National Math Science Initiative, Inc. | Dallas, Texas | US - Public Charity | Scaling Proven Programs - Phase I | 2007 | 5,000,000 | 1,500,000 |
| National Math Science Initiative, Inc. | Dallas, Texas | US - Public Charity | National Math and Science Initiative - Round Two UTeach Replication | 2009 | 3,750,000 | 350,000 |
| National Military Family Association | Alexandria, Virginia | US - Public Charity | Camps for Children of the Wounded & Fallen-Year 2 | 2009 | 171,168 | 225,000 |
| National Museum of American Jewish History | Philadelphia, Pennsylvania | US - Public Charity | Capital and Endowment Campaign | 2006 | 1,000,000 | 250,000 |
| National Scholarship Providers Association | Boulder, Colorado | US - Public Charity | Scholarship Data Standard Phase 2 | 2009 | 60,000 | 35,000 |
| National Scholarship Providers Association | Boulder, Colorado | US - Public Charity | NSPA Conference 2009 | 2009 | 3,500 | 3,500 |
| Navjyoti India Foundation | New Delhi, Delhi, India | India - Expenditure Responsibility | Improving "Re-settled" Slum Children's Learning and Growth - Y2-Y4 | 2007 | 713,548 | 115,848 |
| Navjyoti India Foundation | New Delhi, Delhi, India | India - Equivalency Determination | Improving "Re-settled" Slum Children's Learning and Growth - Y2-Y4 | 2007 | 713,548 | 120,000 |
| Neighbor to Family Inc. | Austin, Texas | US - Public Charity | Sibling Foster Care Program | 2009 | 53,253 | 67,500 |
| Neighbor to Family Inc. | Austin, Texas | US - Public Charity | Sibling Foster Care Program | 2009 | 53,253 | 67,500 |
| NetHope | McLean, Virginia | US - Public Charity | Addressing the Humanitarian Productivity Gap in the Non-Profit Sector | 2008 | 300,000 | 150,000 |
| New Leaders for New Schools | New York, New York | US - Public Charity | One Year Operating Support | 2008 | 3,000,000 | 1,000,000 |
| New Leaders for New Schools | New York, New York | US - Public Charity | One Year Operating Support | 2008 | 3,000,000 | 500,000 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|--|----------------------------------|------------------------------------|---|------------|--------------------|--------------|
| Noble Network of Charter Schools | Chicago, Illinois | US - Public Charity | Strengthening Data Driven Decision Making and Central Office Capacity | 2008 | 1,000,000 | 325,000 |
| Noble Network of Charter Schools | Chicago, Illinois | US - Public Charity | Strengthening Data Driven Decision Making and Central Office Capacity | 2008 | 1,000,000 | 325,000 |
| NPower Network | New York, New York | US - Public Charity | NPower Texas | 2007 | 738,053 | 31,642 |
| NPower Network | New York, New York | US - Public Charity | NPower Texas | 2007 | 738,053 | 8,092 |
| NPower Network | New York, New York | US - Public Charity | NPower Texas | 2007 | 738,053 | 60,143 |
| NPower Network | New York, New York | US - Public Charity | NPower Texas | 2007 | 738,053 | 13,750 |
| Oakland Redesign Fund, c/o East Bay Community Foundation | Oakland, California | US - Public Charity | Oakland Unified School District Redesign - Performance Management - Phase 3 | 2008 | 2,200,000 | 140,000 |
| Oakland Redesign Fund, c/o East Bay Community Foundation | Oakland, California | US - Public Charity | Oakland Unified School District Redesign - Performance Management - Phase 3 | 2008 | 2,200,000 | 319,000 |
| Oakland Redesign Fund, c/o East Bay Community Foundation | Oakland, California | US - Public Charity | Oakland Unified School District Redesign - Performance Management - Phase 3 | 2008 | 2,200,000 | 100,000 |
| Parikrma Humanity Foundation | Bangalore, Karnataka, India | India - Expenditure Responsibility | Parikrma Circle of Life Program | 2009 | 223,984 | 110,419 |
| Parikrma Humanity Foundation | Bangalore, Karnataka, India | India - Expenditure Responsibility | Parikrma Circle of Life Program | 2009 | 223,984 | 57,718 |
| Parker School | Kamuela, Hawaii | US - Public Charity | Technology Upgrade | 2009 | 25,000 | 25,000 |
| Partnership to Uplift Communities | Burbank, California | US - Public Charity | PUC Expansion Project | 2005 | 1,370,000 | 170,000 |
| Partnerships for Children | Austin, Texas | US - Public Charity | Rainbow Room - Y3 | 2009 | 30,000 | 30,000 |
| PATH | Seattle, Washington | US - Public Charity | Eliminating Meningitis Epidemic in Africa | 2007 | 4,000,000 | 1,300,000 |
| PATH | Seattle, Washington | US - Public Charity | Saving Children's Lives through Immunization | 2008 | 2,964,245 | 500,000 |
| People's Community Clinic | Austin, Texas | US - Public Charity | Family Health Care - Y3 (formerly called Indigent Health Care) | 2009 | 250,000 | 125,000 |
| People's Community Clinic | Austin, Texas | US - Public Charity | Family Health Care - Y3 (formerly called Indigent Health Care) | 2009 | 250,000 | 125,000 |
| Pflugerville Fund for Excellence in Education | Pflugerville, Texas | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| Play Pumps International | Washington, District of Columbia | US - Public Charity | Installing Play Pump Systems | 2007 | 500,000 | 50,000 |
| Point of Grace Church | Pflugerville, Texas | US - Public Charity | Charitable Gift Donation | 2009 | 500 | 500 |
| Pratham Mumbai Education Initiative | Mumbai, Maharashtra, India | India - Equivalency Determination | Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7 | 2008 | 2,440,847 | 277,813 |
| Pratham Mumbai Education Initiative | Mumbai, Maharashtra, India | India - Equivalency Determination | Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7 | 2008 | 2,440,847 | 322,697 |
| Pratham Mumbai Education Initiative | Mumbai, Maharashtra, India | India - Equivalency Determination | Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7 | 2008 | 2,440,847 | 506,726 |
| President and Fellows of Harvard College | Boston, Massachusetts | US - Public Charity | Charitable Gift to Education Innovation Laboratory - 2009 | 2009 | 10,000 | 10,000 |
| President and Fellows of Harvard College | Boston, Massachusetts | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| Prince George's County Public Schools | Upper Marlboro, Maryland | US - Public Charity | Prince George's County Public Schools Performance Management Implementation | 2008 | 4,000,000 | 500,000 |
| Prince George's County Public Schools | Upper Marlboro, Maryland | US - Public Charity | Prince George's County Public Schools Performance Management Implementation | 2008 | 4,000,000 | 300,000 |
| Prince George's County Public Schools | Upper Marlboro, Maryland | US - Public Charity | Prince George's County Public Schools Performance Management Implementation | 2008 | 4,000,000 | 200,000 |
| Regents School of Austin | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 120,000 | 120,000 |
| Regents School of Austin | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 200,000 | 200,000 |
| Robert Louis Stevenson School | Pebble Beach, California | US - Public Charity | Gift - 2009 | 2009 | 1,000 | 1,000 |
| Robert Louis Stevenson School | Pebble Beach, California | US - Public Charity | Stevenson Fund 2009 - 2010 | 2009 | 100,000 | 100,000 |
| Round Rock Independent School District | Round Rock, Texas | US - Public Charity | Pay-for-Performance Pilot | 2008 | 360,000 | 260,000 |
| Round Rock Texas Senior Citizens Foundation | Round Rock, Texas | US - Public Charity | Charitable Gifts Donation - Bereavement | 2009 | 500 | 500 |
| Ruchika Social Service Organization | Bhubaneswar, Orissa, India | India - Expenditure Responsibility | Alternative Schooling with Remedial Support for Slum Children | 2009 | 187,592 | 33,327 |
| SafePlace | Austin, Texas | US - Public Charity | Prevention, Healing and Support for Youth Domestic and Sexual Violence Survivors-Y2 | 2009 | 355,000 | 177,500 |
| SafePlace | Austin, Texas | US - Public Charity | Prevention, Healing and Support for Youth Domestic and Sexual Violence Survivors-Y2 | 2009 | 355,000 | 177,500 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|----------------------------|------------------------------------|---|------------|--------------------|--------------|
| Save the Children India | Mumbai, Maharashtra, India | India - Equivalency Determination | Saksham - Education Project | 2009 | 784,949 | 144,359 |
| Save the Children India | Mumbai, Maharashtra, India | India - Equivalency Determination | Saksham - Education Project | 2009 | 784,949 | 123,272 |
| Sesame Workshop | New York, New York | US - Public Charity | "Galli Galli Sim Sim" Outreach | 2007 | 2,000,000 | 180,000 |
| Sesame Workshop | New York, New York | US - Public Charity | "Galli Galli Sim Sim" Outreach | 2007 | 2,000,000 | 258,960 |
| Settlement Home | Austin, Texas | US - Public Charity | Residential Treatment Program - Y2 | 2009 | 116,500 | 58,250 |
| Shoes for Austin | Austin, Texas | US - Public Charity | Shoes for Austin Bridge Funding | | 52,000 | 52,000 |
| Shoes for Austin | Austin, Texas | US - Public Charity | Shoes for Austin Operating Grant - Y10: Shoes 4 Kids | 2009 | 55,000 | 55,000 |
| Sipe's Orchard home | Conover, North Carolina | US - Public Charity | ED Contribution - 2009 | 2009 | 50,000 | 50,000 |
| St. Andrew's Episcopal School | Austin, Texas | US - Public Charity | Phase I Priority Projects: New Middle School with Playing Field Construction and Upper School Classrooms with Parking | 2004 | 4,828,211 | 127,637 |
| St. Andrew's Episcopal School | Austin, Texas | US - Public Charity | Family Fair 2009 | 2009 | 5,000 | 5,000 |
| St. David's Community Health Foundation | Austin, Texas | US - Public Charity | Mobile Dental Program - Establishing Theo 6 | 2008 | 375,000 | 125,000 |
| St. David's Community Health Foundation | Austin, Texas | US - Public Charity | Mobile Dental Program - Establishing Theo 6 | 2008 | 375,000 | 125,000 |
| St. Matthew's Episcopal Day School | Austin, Texas | US - Public Charity | HR Award Charitable Gifts Donation | 2009 | 2,500 | 2,500 |
| Stanford University Center for Research on Education Outcomes | Stanford, California | US - Public Charity | DC Public Charter School Board Accountability Model Redesign - Phase 2 | 2008 | 130,000 | 130,000 |
| Sustainable Food Center | Austin, Texas | US - Public Charity | Sprouting Healthy Communities | 2008 | 249,349 | 124,675 |
| Svasti Financial Services Private Limited | Mumbai, Maharashtra, India | US - Public Charity | Svasti project - Funding support to provide microfinance services in the slums of Mumbai | 2009 | 365,000 | 365,000 |
| Swadhaar FinAccess | Mumbai, Maharashtra, India | India - Expenditure Responsibility | Start-up Capital for a Microfinance Institution (MFI) in Mumbai's Slums - Y2 | 2007 | 300,000 | 100,000 |
| Swadhaar FinAccess | Mumbai, Maharashtra, India | India - Expenditure Responsibility | Start-up Capital for a Microfinance Institution in Mumbai's Slums - Y3 | 2009 | 100,000 | 100,000 |
| Swami Vivekanand Youth Movement | Mysore, Karnataka, India | India - Equivalency Determination | Prema Vidya | 2009 | 3,079,988 | 159,791 |
| Swami Vivekanand Youth Movement | Mysore, Karnataka, India | India - Equivalency Determination | Prema Vidya | 2009 | 3,079,988 | 281,025 |
| Swami Vivekanand Youth Movement | Mysore, Karnataka, India | India - Equivalency Determination | Prema Vidya | 2009 | 3,079,988 | 260,719 |
| Teach For America | New York, New York | US - Public Charity | Building Teach For India with Teach For All Support | 2007 | 1,412,743 | 53,300 |
| Teach For America | New York, New York | US - Public Charity | TFA: Teaching as Leadership Initiative | 2007 | 2,160,000 | 548,000 |
| Teach For America | New York, New York | US - Public Charity | Launching Teach For America in Dallas | 2008 | 750,000 | 250,000 |
| Teach For America | New York, New York | US - Public Charity | Expanding Teach for America | 2005 | 10,000,000 | 1,500,000 |
| Teach For America | New York, New York | US - Public Charity | Teach for America - US National Growth Funding - Phase 2 | 2009 | 6,000,000 | 1,000,000 |
| Teach For America | New York, New York | US - Public Charity | Building Teach For India with Teach For All Support | 2007 | 1,412,743 | 20,306 |
| Teach For America | New York, New York | US - Public Charity | Teach for America - US National Growth Funding - Phase 2 | 2009 | 6,000,000 | 1,000,000 |
| Texas Charter Schools Association | Austin, Texas | US - Public Charity | Operating Support | 2008 | 1,300,000 | 350,000 |
| Texas High School Project | Dallas, Texas | US - Public Charity | T-STEM Performance Supports | 2006 | 2,589,000 | 818,818 |
| Texas Round-Up | Austin, Texas | US - Public Charity | Texas Round-Up Fit Kids Expansion | 2009 | 142,015 | 76,040 |
| Texas Round-Up | Austin, Texas | US - Public Charity | Texas Round-Up Fit Kids Expansion | 2009 | 142,015 | 59,457 |
| The Akanksha Foundation | Mumbai, Maharashtra, India | India - Equivalency Determination | Akanksha Schools | 2009 | 355,320 | 82,148 |
| The Akanksha Foundation | Mumbai, Maharashtra, India | India - Equivalency Determination | Akanksha Schools | 2009 | 355,320 | 84,612 |
| The Cosmos Foundation | Houston, Texas | US - Public Charity | Harmony Science Charter Expansion | 2007 | 2,000,000 | 500,000 |
| The Food Trust | Philadelphia, Pennsylvania | US - Public Charity | Healthy School Zones | 2008 | 220,000 | 110,000 |
| The Food Trust | Philadelphia, Pennsylvania | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| The Fund for Public Schools | New York, New York | US - Public Charity | NY Leadership Academy Evaluation Project | 2006 | 246,750 | 41,524 |
| The Fund for Public Schools | New York, New York | US - Public Charity | NYC DOE Accountability Initiative - Phase 2 | 2006 | 3,126,276 | 79,497 |
| The Fund for Public Schools | New York, New York | US - Public Charity | NYC - Children First Network Pilot | 2008 | 1,620,289 | 405,072 |
| The Fund for Public Schools | New York, New York | US - Public Charity | NYC - Children First Network Pilot | 2008 | 1,620,289 | 405,073 |
| The Fund for Public Schools | New York, New York | US - Public Charity | ARIS Impact Evaluation | 2009 | 296,995 | 200,000 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|--|-----------------------------|------------------------------------|--|------------|--------------------|--------------|
| The Fund for Public Schools | New York, New York | US - Public Charity | NYC - Core Knowledge Early Literacy Pilot | 2008 | 766,006 | 383,003 |
| The New Teacher Project | Austin, Texas | US - Public Charity | Texas Teaching Fellows Expansion and PM Pilot | 2007 | 1,650,000 | 500,000 |
| The NIIT Institute of Information Technology | New Delhi, Delhi, India | India - Expenditure Responsibility | Playground learning centers in Jaipur | 2007 | 646,172 | 64,208 |
| The NIIT Institute of Information Technology | New Delhi, Delhi, India | India - Equivalency Determination | Community Learning Centres | 2008 | 1,796,825 | 224,409 |
| The Seton Fund | Austin, Texas | US - Public Charity | Pediatric Rural Mobile Health Program - Y3 | 2009 | 137,750 | 68,875 |
| The Teacher Foundation | Bangalore, Karnataka, India | India - Expenditure Responsibility | Turning Schools Around | 2008 | 490,887 | 84,800 |
| The Teacher Foundation | Bangalore, Karnataka, India | India - Expenditure Responsibility | Turning Schools Around | 2008 | 490,887 | 86,114 |
| The Texas Governor's Mansion Restoration Fund | Austin, Texas | US - Public Charity | Texas Governor's Mansion Restoration Contribution | 2009 | 50,000 | 50,000 |
| The Trail Foundation | Austin, Texas | US - Public Charity | Trail Renovations and Improvement Projects | 2004 | 215,939 | 12,000 |
| The Trail Foundation | Austin, Texas | US - Public Charity | Trail Renovations and Improvement Projects | 2004 | 215,939 | 8,220 |
| The Trail Foundation | Austin, Texas | US - Public Charity | Trail Renovations and Improvement Projects | 2004 | 215,939 | 25,008 |
| The Trust for Public Land | New York, New York | US - Public Charity | City Spaces - New York City | 2006 | 1,000,000 | 281,692 |
| The University of North Carolina at Chapel Hill | Chapel Hill, North Carolina | US - Public Charity | ED Contribution - 2009 | 2009 | 25,000 | 25,000 |
| The University of Texas at Austin - Children's Wellness Center | Austin, Texas | US - Public Charity | Children's Wellness Center - Amendment to Expansion Efforts Grant | | 26,500 | 26,500 |
| The University of Texas at Austin - Children's Wellness Center | Austin, Texas | US - Public Charity | Children's Wellness Center - Expansion Efforts | 2009 | 60,000 | 60,000 |
| The University of Texas College of Natural Sciences | Austin, Texas | US - Public Charity | UTeach Texas Expansion | 2007 | 2,227,000 | 900,000 |
| The University of Texas Health Science Center at Houston - School of Public Health | Houston, Texas | US - Public Charity | CATCH Central Texas | 2006 | 2,486,474 | 311,092 |
| The University of Texas Health Science Center at Houston - School of Public Health | Houston, Texas | US - Public Charity | Michael & Susan Dell Center for Advancement of Healthy Living | 2006 | 2,000,000 | 500,000 |
| The University of Texas Pan American | Edinburg, Texas | US - Public Charity | AVID Expansion Y6 - Part 2 | 2008 | 294,722 | 147,361 |
| The University of Texas Pan American | Edinburg, Texas | US - Public Charity | AVID - Y7 | 2009 | 509,378 | 254,689 |
| The University of Texas School of Public Health - Austin Regional Campus | Austin, Texas | US - Public Charity | Disseminating the CATCH Physical Activity and Healthy Eating Program in Travis County and Texas Middle Schools | 2008 | 3,090,129 | 430,595 |
| The University of Texas School of Public Health - Austin Regional Campus | Austin, Texas | US - Public Charity | Disseminating the CATCH Physical Activity and Healthy Eating Program in Travis County and Texas Middle Schools | 2008 | 3,090,129 | 430,595 |
| The University of Texas School of Public Health - Austin Regional Campus | Austin, Texas | US - Public Charity | Promoting Children's Physical Activity During School Break Time | 2009 | 208,152 | 52,038 |
| The University of Texas School of Public Health - Austin Regional Campus | Austin, Texas | US - Public Charity | Promoting Children's Physical Activity During School Break Time | 2009 | 208,152 | 52,038 |
| The University of Texas System | Austin, Texas | US - Public Charity | Dell Pediatric Research Institute | 2007 | 38,000,000 | 7,500,000 |
| The University of Texas System | Austin, Texas | US - Public Charity | Dell Pediatric Research Institute | 2007 | 38,000,000 | 750,000 |
| Ubuntu Education Fund | New York, New York | US - Public Charity | Foundation Week 2009 | 2009 | 5,000 | 5,000 |
| Ubuntu Education Fund | New York, New York | US - Public Charity | Ubuntu Scholars Initiative | 2009 | 326,075 | 163,038 |
| United Neighborhood Organization | Chicago, IL | US - Public Charity | UNO Charter Management Expansion | 2008 | 1,450,000 | 150,000 |
| United Neighborhood Organization | Chicago, IL | US - Public Charity | UNO Charter Management Expansion | 2008 | 1,450,000 | 50,000 |
| United Way Capital Area | Austin, Texas | US - Public Charity | Community Challenge Fund - 2009 | 2009 | 250,000 | 250,000 |
| Unitus, Inc. | Seattle, Washington | US - Public Charity | Enhancing adoption of Social Performance Reporting Tools and Indicators by Microfinance Institutions | 2009 | 756,300 | 155,185 |
| Unitus, Inc. | Seattle, Washington | US - Public Charity | Enhancing adoption of Social Performance Reporting Tools and Indicators by Microfinance Institutions | 2009 | 756,300 | 189,775 |
| University of Chicago Center for Urban School Improvement (USI) | Chicago, Illinois | US - Public Charity | Support of R&D Network Elementary Schools | 2006 | 1,895,000 | 378,942 |
| University of Chicago Center for Urban School Improvement (USI) | Chicago, Illinois | US - Public Charity | Support of R&D Network Elementary Schools | 2006 | 1,895,000 | 285,840 |

AS AMENDED

| Organization | Location | Grant Type | Grant | Grant Year | Grant Total Amount | Paid in 2009 |
|---|-----------------------------|------------------------------------|--|------------|--------------------|--------------------|
| University of Michigan Ginsberg Center for Community Service and Learning | Ann Arbor, Michigan | US - Public Charity | America Reads Tutoring Program in Detroit Area Schools | 2005 | 330,000 | 24,454 |
| Uplift Education | Dallas, Texas | US - Public Charity | PM Implementation for Uplift Education | 2009 | 1,335,000 | 470,942 |
| Uplift Education | Dallas, Texas | US - Public Charity | PM Implementation for Uplift Education | 2009 | 1,335,000 | 317,172 |
| Uplift Education | Dallas, Texas | US - Public Charity | Expansion and PM Diagnostic for Uplift Education | 2008 | 4,750,000 | 300,000 |
| Uplift Education | Dallas, Texas | US - Public Charity | Expansion and PM Diagnostic for Uplift Education | 2008 | 4,750,000 | 246,000 |
| Uplift Education | Dallas, Texas | US - Public Charity | Expansion and PM Diagnostic for Uplift Education | 2008 | 4,750,000 | 354,000 |
| Urban Health Resource Center | New Delhi, Delhi, India | India - Expenditure Responsibility | Urban Health Program for Maternal & Child Health | 2009 | 728,274 | 101,500 |
| Vidya Bhawan Society | Udaipur, Rajasthan, India | India - Equivalency Determination | QUEST- Qualitative Universalization of Education and School Transformation | 2009 | 566,075 | 136,048 |
| Vidya Bhawan Society | Udaipur, Rajasthan, India | India - Equivalency Determination | QUEST- Qualitative Universalization of Education and School Transformation | 2009 | 566,075 | 139,992 |
| Vidya Bhawan Society | Udaipur, Rajasthan, India | India - Equivalency Determination | QUEST- Qualitative Universalization of Education and School Transformation | 2009 | 566,075 | 139,635 |
| Vikramshila Education Resource Society | Kolkata, West Bengal, India | India - Equivalency Determination | Education to Employability (E2E) | 2008 | 269,936 | 79,478 |
| Vikramshila Education Resource Society | Kolkata, West Bengal, India | India - Equivalency Determination | Education to Employability (E2E) | 2008 | 269,936 | 24,404 |
| Vikramshila Education Resource Society | Kolkata, West Bengal, India | India - Equivalency Determination | Education to Employability (E2E) | 2008 | 269,936 | 22,193 |
| Volunteer Healthcare Clinic | Austin, Texas | US - Public Charity | Children's Medical Care Services: Y5-Y6 | 2009 | 50,000 | 25,000 |
| Volunteer Healthcare Clinic | Austin, Texas | US - Public Charity | Children's Medical Care Services: Y5-Y6 | 2009 | 50,000 | 25,000 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 398,753 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 150,000 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 893,306 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 653,941 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 589,000 |
| YES Prep Public Schools | Houston, Texas | US - Public Charity | Foundation Week 2009 | 2009 | 1,000 | 1,000 |
| Young Life of Austin | Austin, Texas | US - Public Charity | ED Contribution - 2009 | 2009 | 10,000 | 10,000 |
| | | | | | | 107,145,950 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009

FORM 990-PF, PART XV - GRANTS APPROVED FOR FUTURE PAYMENT

| Organization | Grant Type | Grant | Grant Year | Grant Amount | Commitment Beyond 2009 |
|---|------------------------------------|---|------------|--------------|------------------------|
| Academy for Urban School Leadership | US - Public Charity | Replication of Turnaround Elementary Schools in Chicago | 2009 | 1,880,000 | 1,700,000 |
| Achievement First | US - Public Charity | Achievement First - Data, Performance, and Knowledge Management Initiative | 2009 | 2,246,390 | 1,746,390 |
| ACT, Inc. | US - Public Charity | Dell Scholars Program - Psychometrics, Selection, and Administration 2009 | 2009 | 130,000 | 7,632 |
| Action for Healthy Kids | US - Public Charity | Parents CATCH on to Wellness | 2009 | 303,023 | 170,826 |
| Active Life | US - Public Charity | Active Life Community Challenge | 2009 | 594,500 | 313,900 |
| Adoption Coalition of Texas | US - Public Charity | Adoption of Foster Children - Y5 | 2009 | 60,000 | 30,000 |
| Advanced Placement Strategies, Inc | US - Public Charity | THSP - Improving AP Access and Impact Phase III - Y5 & 6 | 2008 | 9,480,470 | 2,596,370 |
| African Leadership Foundation | US - Public Charity | Michael and Susan Dell Science and Technology Center at the African Leadership Academy | 2009 | 150,000 | 75,000 |
| Akshara Foundation | India - Expenditure Responsibility | School-Based Libraries in Bangalore | 2007 | 1,250,170 | 106,165 |
| Alliance for a Healthier Generation | US - Public Charity | Healthy Schools Program | 2007 | 1,983,193 | 516,642 |
| Alliance for a Healthier Generation | US - Public Charity | Healthy Schools Program in Prince Georges County Schools | 2008 | 998,277 | 409,490 |
| American Academy of Arts and Sciences | US - Public Charity | ARISE - Advancing Research in Science and Engineering - Year 2 | 2009 | 10,000 | 10,000 |
| American Airlines Publishing | US - Public Charity | Urban Moms Book - Additional Publishing Run | 2009 | 291,339 | 62,520 |
| American Airlines Publishing | | Urban Moms Book 3rd Publishing Run (Nov 2009) | 2009 | 269,800 | 269,800 |
| American Institutes for Research in the Behavioral Sciences | | New York City Education Reform Retrospective: A Review and Synthesis of the Children First Initiative 2002-2009 | 2009 | 150,000 | 100,000 |
| Andhra Pradesh Mahila Abhivruddhi Society | India - Expenditure Responsibility | Integrated Access to Clean Water and Sanitation in urban slums through the Microfinance Delivery Channel | 2009 | 685,525 | 411,350 |
| Aspire Public Schools | US - Public Charity | Aspire Expansion - Phase 2 | 2009 | 2,500,000 | 2,000,000 |
| Aspire Public Schools | US - Public Charity | Aspire Performance Management - Phase 2 | 2009 | 2,803,653 | 1,910,387 |
| Austin Area Urban League | US - Public Charity | Computer Clubhouse | 2006 | 150,000 | 100,000 |
| Austin Children's Shelter | US - Public Charity | S.A.F.E. Program - Y6 | 2009 | 155,000 | 77,500 |
| Austin Community Foundation | US - Public Charity | Matching Gift Software Enhancement | 2009 | 11,000 | 5,500 |
| Austin Community Foundation | US - Public Charity | MSDF Giving Fund - 2009 | 2009 | 2,000,000 | 1,500,000 |
| Austin Partners in Education | US - Public Charity | Classroom Coaching Program | 2009 | 150,000 | 75,000 |
| AVID Center | US - Public Charity | AVID Central Texas Expansion and Strengthening Math & Science | 2008 | 2,487,477 | 1,587,477 |
| Bandhan Konnagar | India - Expenditure Responsibility | Transforming poor, excluded women in Kolkata into viable micro-entrepreneurs | 2008 | 632,942 | 169,533 |
| Bharat Integrated Social Welfare Agency (BISWA) | India - Expenditure Responsibility | Microfinance-Enabled Access to Water and Sanitation Services | 2008 | 231,596 | 132,630 |
| Bodh Shiksha Samiti, Jaipur | India - Equivalency Determination | Janbodh Karyakram Y3-5 | 2009 | 1,112,435 | 928,241 |
| Breakthrough Austin | US - Public Charity | Expansion and PM Initiative | 2009 | 138,000 | 69,000 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009

FORM 990-PF, PART XV - GRANTS APPROVED FOR FUTURE PAYMENT

| Organization | Grant Type | Grant | Grant Year | Grant Amount | Commitment Beyond 2009 |
|--|-----------------------------------|---|------------|--------------|------------------------|
| California Charter School Association | US - Public Charity | Performance Management Project: California Charter Schools: Phase 3 | 2007 | 3,600,000 | 800,000 |
| CAP Foundation | India - Equivalency Determination | Teen Channel - Ek Mouka Community Learning Initiative | 2008 | 835,061 | 418,137 |
| CASA of Travis County, Inc. | US - Public Charity | Child Advocacy - Y7 | 2009 | 200,000 | 100,000 |
| Center for Child Protection | US - Public Charity | Therapy and Advocacy Services | 2009 | 50,000 | 25,000 |
| Centex System Support Services | US - Public Charity | Regional Electronic Medical Records and Practice Management - Operational Support | 2009 | 737,000 | 287,000 |
| Charlotte-Mecklenburg Schools | US - Public Charity | Charlotte-Mecklenburg Schools: Performance Management Implementation | 2008 | 2,884,243 | 1,367,024 |
| Children First Fund: The Chicago Public Schools Foundation | US - Public Charity | CPS Performance Management - Phase 2 | 2006 | 6,300,000 | 275,141 |
| Children First Fund: The Chicago Public Schools Foundation | US - Public Charity | Top to Bottom Performance Management and | 2009 | 1,600,000 | 1,100,000 |
| Cindy L Pearlman | | Urban Moms Book Initiative: Author | 2008 | 80,000 | 5,951 |
| Civic Builders | US - Public Charity | NYC Charter Facilities Partnership - Phase 1 | 2005 | 4,000,000 | 666,000 |
| CLOCC a program of Children's Memorial Hospital Chicago | US - Public Charity | Community Environmental Approaches and Evaluation Initiatives | 2008 | 979,000 | 319,500 |
| College Board | US - Public Charity | College Board Schools NYC | 2004 | 3,470,339 | 296,870 |
| College Forward | US - Public Charity | Central Texas College Access Project - Y2 | 2009 | 180,000 | 90,000 |
| DC Charter Schools Fund | US - Public Charity | Strengthening DC Charters with Collaborative Investments in Key Areas | 2008 | 4,000,000 | 1,800,000 |
| Dell Children's Medical Center Foundation of Central Texas | US - Public Charity | Texas Center for the Prevention and Treatment of Childhood Obesity | 2009 | 997,633 | 997,633 |
| Dell Scholars Program | US - Public Charity | Dell Scholars Program- Class of 2005 | 2009 | 897,200 | 448,600 |
| Dell Scholars Program | US - Public Charity | Dell Scholars Program- Class of 2006 | 2009 | 2,000,000 | 1,226,700 |
| Dell Scholars Program | US - Public Charity | Dell Scholars Program- Class of 2007 | 2009 | 3,709,000 | 2,703,000 |
| Dell Scholars Program | US - Public Charity | Dell Scholars Program- Class of 2008 | 2009 | 4,728,000 | 3,772,000 |
| Dell Scholars Program | US - Public Charity | Dell Scholars Program- Class of 2009 | 2009 | 6,960,000 | 5,540,000 |
| Denver Public Schools | US - Public Charity | Denver Performance Management Phase 2 | 2009 | 4,600,000 | 2,500,000 |
| Denver Public Schools Foundation | US - Public Charity | Denver Public Schools Performance Management | 2008 | 2,900,000 | 425,000 |
| District of Columbia Public Schools | US - Public Charity | Accelerating Data Driven Instruction in DCPS and Beyond | 2009 | 972,300 | 530,250 |
| Double Line Partners | US - Public Charity | Texas Student Data System - Technology | 2009 | 4,800,000 | 4,759,062 |
| Double Line Partners | US - Public Charity | Texas Student Data System- Project Management | 2009 | 2,300,000 | 1,418,108 |
| Double Line Partners | US - Public Charity | Texas Student Data System- Stakeholder | 2009 | 400,000 | 400,000 |
| Dr Reddy's Foundation | India - Equivalency Determination | Generation of Urban Livelihoods Across India | 2009 | 6,482,765 | 4,661,663 |
| eCubeH Research Labs | | Development of a low cost, scalable financial literacy program with an action pilot for 10,000 microfinance clients | 2009 | 107,779 | 53,312 |
| Education Pioneers | US - Public Charity | Attracting and Developing Nontraditional Managerial Talent in Education, Phase 2 | 2008 | 3,000,000 | 1,500,000 |
| Education Support Organisation | India - Equivalency Determination | Gyan Shala - Quality Education for Slum Children in Ahmedabad | 2008 | 840,118 | 139,097 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009

FORM 990-PF, PART XV - GRANTS APPROVED FOR FUTURE PAYMENT

| Organization | Grant Type | Grant | Grant Year | Grant Amount | Commitment Beyond 2009 |
|---|------------------------------------|---|------------|--------------|------------------------|
| Educomp Solutions Ltd | | Project Gyana Shakti | 2008 | 1,013,106 | 721,335 |
| Edvance Research, Inc. | US - ER | Statewide Tools for Teaching Excellence Phase Two | 2009 | 5,500,000 | 2,950,000 |
| Endeavor Global, Inc. | US - Public Charity | Economic Development through Supporting Entrepreneurs | 2008 | 1,000,000 | 300,000 |
| Foundation Communities | US - Public Charity | Children's HOME Initiative & Child Advocacy | 2009 | 125,000 | 62,500 |
| Friends of Women's World Banking, India | India - Expenditure Responsibility | Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services | 2008 | 158,992 | 42,650 |
| Gifts in Kind International | US - Public Charity | Printer Technology Program 2009 | 2009 | 255,000 | 166,944 |
| Grameen Foundation USA | US - Public Charity | Renewal: Establish standards in measurement of microfinance's social impact and catalyze growth of poverty focused MFIs | 2009 | 1,508,000 | 1,253,000 |
| Green Dot Public Schools | US - Public Charity | Green Dot - Increasing Student Achievement | 2008 | 2,000,000 | 1,000,000 |
| Helen Keller International | US - Public Charity | Fortification of Staple Foods in Cameroon in Central Africa | 2008 | 2,400,000 | 600,000 |
| Helping Hand Home for Children | US - Public Charity | Residential Treatment Program - Y7 | 2009 | 234,500 | 101,000 |
| Horizon Health EAP Behavioral Services | | Dell Scholars Program - Scholar Assistance Program (SAP) | 2009 | 70,000 | 62,985 |
| Houston Independent School District | US - Public Charity | PM Implementation: Central Office PM | 2008 | 1,800,000 | 40,000 |
| Houston Independent School District | US - Public Charity | PM Implementation: Technology Support | 2008 | 400,000 | 75,000 |
| Houston Independent School District | US - Public Charity | PM Implementation: School PM System | 2008 | 1,800,000 | 200,000 |
| Hualalai Academy | US - Public Charity | Capital Campaign 2008 - Land Purchase | 2008 | 264,000 | 231,873 |
| IDEA Public Schools | US - Public Charity | IDEA Expansion Phase Two | 2009 | 3,500,000 | 2,925,000 |
| IDEA Public Schools | US - Public Charity | IDEA Performance Management | 2009 | 1,427,000 | 1,252,620 |
| Institute for Research and Reform in Education Inc. | US - Public Charity | Measuring What Matters Expansion | 2008 | 1,069,421 | 225,000 |
| Jewish Community Association of Austin | US - Public Charity | 2009 Annual Campaign | 2009 | 800,000 | 350,000 |
| Keep a Child Alive | US - Public Charity | Nutritional Support to Aid AIDS Orphans in Soweto in Continuing Their Education | 2009 | 90,000 | 45,000 |
| KIPP Austin College Preparatory School Inc. | US - Public Charity | KIPP Austin Expansion and Performance Management Diagnostic | 2007 | 1,900,000 | 250,000 |
| KIPP Austin College Preparatory School Inc. | US - Public Charity | Performance Management Implementation | 2008 | 950,000 | 100,000 |
| KIPP Foundation | US - Public Charity | KIPP's March Toward Quality and Sustainability Phase 2: Research, Design and Innovation Team | 2009 | 4,735,028 | 2,735,028 |
| KIPP, Inc. - KIPP Academy Houston | US - Public Charity | Expansion and PM Infrastructure for KIPP Houston | 2007 | 1,950,000 | 450,000 |
| KIPP, Inc. - KIPP Academy Houston | US - Public Charity | PM Implementation for KIPP Houston | 2009 | 1,600,000 | 634,834 |
| Laying The Foundation, Inc. | US - Public Charity | End-of-Course Question Development & Publishing System | 2009 | 2,900,000 | 1,985,000 |
| LifeWorks | US - Public Charity | East Austin Youth Resource Center - Capital Campaign | 2009 | 500,000 | 300,000 |
| LifeWorks | US - Public Charity | Transitioning Youth from Foster Care to Independence - Y6 | 2009 | 122,000 | 61,000 |
| Mahila Housing SEWA Trust | India - Expenditure Responsibility | Renewal of: Inclusive Cities - Provision of Water & Sanitation for Urban Poor | 2009 | 775,908 | 265,768 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009

FORM 990-PF, PART XV - GRANTS APPROVED FOR FUTURE PAYMENT

| Organization | Grant Type | Grant | Grant Year | Grant Amount | Commitment Beyond 2009 |
|--|------------------------------------|--|------------|--------------|------------------------|
| Mayo Clinic Rochester | | MSDF Active Office Initiative | 2009 | 70,452 | 17,304 |
| Micro Housing Finance Corporation Limited | | Micro-mortgages to enable low income families in urban India to own their first homes | 2009 | 847,735 | 639,746 |
| Micro Save Private Limited | | Understanding the challenges of the microfinance market in Mumbai, and offering scalable solutions to enhance penetration levels | 2009 | 105,669 | 51,990 |
| Microfinance Information Exchange, Inc. | US - Public Charity | Social Performance Reporting Awards for Microfinance Institutions | 2009 | 75,570 | 56,250 |
| Naandi Foundation | India - Equivalency Determination | Integrated Proposal for School Programs in Hyderabad and Mumbai (2009-12) | 2009 | 4,058,611 | 2,747,063 |
| National Center for Educational Achievement | US - Public Charity | Data Quality Campaign Phase II | 2009 | 1,400,000 | 1,231,000 |
| National Math Science Initiative, Inc. | US - Public Charity | National Math and Science Initiative - Round Two UTeach Replication | 2009 | 3,750,000 | 3,400,000 |
| National Scholarship Providers Association | US - Public Charity | Scholarship Data Standard Phase 2 | 2009 | 60,000 | 25,000 |
| Navjyoti India Foundation | India - Equivalency Determination | Improving "Re-settled" Slum Children's Learning and Growth - Y2-Y4 | 2007 | 713,548 | 117,906 |
| Nirmaan Bharati Samajik & Arthik Vikas Sangathan | India - Expenditure Responsibility | Start-up Funding for an MFI Targeting the Poor in Urban Areas across Northern India | 2007 | 500,000 | 350,000 |
| NPower Network | US - Public Charity | NPower Texas | 2007 | 750,000 | 193,127 |
| Parikrma Humanity Foundation | India - Expenditure Responsibility | Parikrma Circle of Life Program | 2009 | 224,746 | 57,172 |
| PATH | US - Public Charity | Saving Children's Lives through Immunization | 2008 | 2,964,245 | 1,914,245 |
| PATH | US - Public Charity | Eliminating Meningitis Epidemic in Africa | 2007 | 4,000,000 | 2,400,000 |
| Pirkey Barber | | Scholarship Data Standard Phase 2 - Legal | 2010 | 10,000 | 1,658 |
| Pratham Mumbai Education Initiative | India - Equivalency Determination | Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7 | 2008 | 2,399,578 | 1,013,954 |
| Prince George's County Public Schools | US - Public Charity | Prince George's County Public Schools Performance Management Implementation | 2008 | 4,000,000 | 1,100,000 |
| Ruchika Social Service Organization | India - Expenditure Responsibility | Alternative Schooling with Remedial Support for Slum Children | 2009 | 185,001 | 152,928 |
| Save the Children India | India - Equivalency Determination | Saksham - Education Project | 2009 | 762,845 | 494,964 |
| Sesame Workshop | US - Public Charity | "Galli Galli Sim Sim" Outreach | 2006 | 2,000,000 | 873,140 |
| Settlement Home | US - Public Charity | Residential Treatment Program - Y2 | 2009 | 116,500 | 58,250 |
| Seva Foundation | US - Public Charity | Catalyzing Sustainable Eye Care | 2008 | 540,000 | 200,000 |
| St. Stephen's Episcopal School | US - Public Charity | St. Stephen's Pedestrian Green | 2009 | 1,500,000 | 1,500,000 |
| Swami Vivekanand Youth Movement | India - Equivalency Determination | Prema Vidya | 2009 | 3,038,104 | 2,335,392 |
| Teach For America | US - Public Charity | Launching Teach For America in Dallas | 2008 | 750,000 | 250,000 |
| Teach For America | US - Public Charity | Teach for America - US National Growth Funding - | 2009 | 6,000,000 | 4,000,000 |
| Texas Charter Schools Association | US - Public Charity | Operating Support | 2008 | 1,300,000 | 350,000 |
| Texas Round-Up | US - Public Charity | Texas Round-Up Fit Kids Expansion | 2009 | 152,080 | 16,583 |
| The Akanksha Foundation | India - Equivalency Determination | Akanksha Schools | 2009 | 349,337 | 182,485 |
| The Fund for Public Schools | US - Public Charity | ARIS Impact Evaluation | 2009 | 296,995 | 96,995 |

AS AMENDED

MICHAEL AND SUSAN DELL FOUNDATION
36-4336415
12/31/2009

FORM 990-PF, PART XV - GRANTS APPROVED FOR FUTURE PAYMENT

| Organization | Grant Type | Grant | Grant Year | Grant Amount | Commitment Beyond 2009 |
|---|---------------------------------------|--|------------|--------------|---------------------------|
| The Fund for Public Schools | US - Public Charity | NYC - Core Knowledge Early Literacy Pilot | 2008 | 766,006 | 191,501 |
| The Fund for Public Schools | US - Public Charity | NYC DOE Accountability Initiative - Phase 2 | 2006 | 3,126,276 | 31,502 |
| The NIIT Institute of Information Technology | India - Equivalency Determination | Community Learning Centres | 2008 | 1,773,888 | 889,759 |
| The NIIT Institute of Information Technology | India - Equivalency Determination | Playground learning centers in Jaipur | 2007 | 682,150 | 192,628 |
| The Seton Fund | US - Public Charity | Pediatric Rural Mobile Health Program - Y3 | 2009 | 137,750 | 68,875 |
| The Teacher Foundation | India - Expenditure Responsibility | Turning Schools Around | 2008 | 485,038 | 203,751 |
| The Trail Foundation | US - Public Charity | Trail Renovations and Improvement Projects | 2004 | 250,000 | 34,061 |
| The Trust for Public Land | US - Public Charity | City Spaces - New York City | 2006 | 1,000,000 | 170,892 |
| The University of Texas College of Natural Sciences | US - Public Charity | Computer Science Building Capital Campaign | 2006 | 10,000,000 | 6,296,296 |
| The University of Texas College of Natural Sciences | US - Public Charity | UTeach Texas Expansion | 2007 | 2,227,000 | 1,327,000 |
| The University of Texas Pan American | US - Public Charity | AVID - Y7 | 2009 | 509,378 | 254,689 |
| The University of Texas School of Public Health - Austin Regional Campus | US - Public Charity | Disseminating the CATCH Physical Activity and Healthy Eating Program in Travis County and Texas Middle Schools | 2008 | 3,090,129 | 1,477,543 |
| The University of Texas School of Public Health - Austin Regional Campus | US - Public Charity | Promoting Children's Physical Activity During School Break Time | 2009 | 208,152 | 104,076 |
| The University of Texas System | US - Public Charity | Dell Pediatric Research Institute | 2006 | 38,000,000 | 9,750,000 |
| Ubuntu Education Fund | US - Public Charity | Ubuntu Scholars Initiative | 2009 | 326,075 | 163,038 |
| United Neighborhood Organization | US - Public Charity | UNO Charter Management Expansion | 2007 | 1,500,000 | 150,000 |
| Unitus, Inc. | US - Public Charity | Enhancing adoption of Social Performance | 2009 | 756,300 | 411,340 |
| Uplift Education | US - Public Charity | Expansion and PM Diagnostic for Uplift Education | 2008 | 4,750,000 | 3,200,000 |
| Uplift Education | US - Public Charity | PM Implementation for Uplift Education | 2009 | 1,335,000 | 546,886 |
| Vidya Bhawan Society | India - Equivalency Determination | QUEST- Qualitative Universalization of Education and School Transformation | 2009 | 552,794 | 141,698 |
| Vikramshila Education Resource Society | India - Equivalency Determination | Education to Employability (E2E) | 2008 | 272,566 | 41,265 |
| Weber Shandwick | | Urban Moms Book Initiative: Project Management & | 2008 | 406,545 | 95,556 |
| YES Prep Public Schools | US - Public Charity | Co-location Support - YES College Prep at Lee HS | 2007 | 950,000 | 400,000 |
| YES Prep Public Schools | US - Public Charity | Quality Expansion for YES College Prep | 2007 | 4,000,000 | 285,000 |
| YoungBuzz India Ltd. | | Unleashing the Potential - BMC Schools (Y2 & 3) | 2009 | 1,655,920 | 1,346,899 |
| | | | | 269,995,167 | 128,694,344 |
| Net Present Value Adjustment | | | | | (6,012,144) |
| | | | | | 122,682,200 |

AS AMENDED

MICHAEL & SUSAN DELL FOUNDATION
DECEMBER 31,2009

36-4336415

FORM 990PF, PART VII-A, LINE 11 - CONTROLLED ENTITIES

=====

| | |
|------------------|--|
| NAME: | MICHAEL & SUSAN DELL FOUNDATION AFRICA |
| ADDRESS: | P.O. BOX 163867 AUSTIN, TX 78716 |
| TRANSFER AMOUNT: | \$107,066 |

| | |
|------------------|--|
| NAME: | ABDIEL QUALIFIED OFFSHORE PARTNERS LTD. |
| ADDRESS: | QUEENSGATE HOUSE, 3RD FLOOR GEORGE TOWN, GRAND CAYMAN, KY1-1108 |
| TRANSFER AMOUNT: | NONE |

Form

5471

(Rev. December 2007)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01/2009, and ending 12/31/2009

OMB No. 1545-0704

Attachment
Sequence No. **121**

Name of person filing this return

MICHAEL & SUSAN DELL FOUNDATION**A Identifying number**36-4336415

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

P.O. BOX 163867**B Category of filer (See instructions. Check applicable box(es)):**1 (repealed) 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

AUSTINTX 78716-3867**C Enter the total percentage of the foreign corporation's voting stock
you owned at the end of its annual accounting period** 98.900%Filer's tax year beginning 01/01/2009, and ending 12/31/2009**D Person(s) on whose behalf this information return is filed:**

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**ABDIEL QUALIFIED OFFSHORE PARTNERS, LTD
QUEENSGATE HOUSE, 3RD FL,
GEORGE TOWN, GRAND CAYMAN KY1-1108 CJ**b Employer identification number, if any**FOREIGNUS**c Country under whose laws incorporated**CAYMAN ISLANDS**d Date of incorporation**12/27/2006**e Principal place of business**CJ**f Principal business activity
code number**523900**g Principal business activity**OTHER FINANCIAL VEHICLES**h Functional currency**USD**2 Provide the following information for the foreign corporation's accounting period stated above.****a Name, address, and identifying number of branch office or agent (if any)
in the United States**ABDIEL CAPITAL ADVISORS, LLC
410 PARK AVE., SUITE 530
NEW YORK, NY 10022**b If a U.S. income tax return was filed, enter:****(i) Taxable income or (loss)****(ii) U.S. income tax paid
(after all credits)****c Name and address of foreign corporation's statutory or resident agent in
country of incorporation**C/O OGIER FIDUCIARY SERVICES (CAYMAN) LIMITED
QUEENSGATE HOUSE, SOUTH CHURCH ST
PO BOX 1234, GRAND CAYMAN CJ**d Name and address (including corporate department, if applicable) of
person (or persons) with custody of the books and records of the foreign
corporation, and the location of such books and records, if different**ABDIEL CAPITAL ADVISORS, LLC
410 PARK AVE., SUITE 530
NEW YORK, NY 10022**Schedule A Stock of the Foreign Corporation**

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|--|---|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| <u>CLASS A SERIES 2007-03</u> | <u>9,359</u> | <u>4,389</u> |
| <u>CLASS A SERIES 2007-05</u> | <u>0</u> | <u>0</u> |
| <u>CLASS A SERIES 2007-06</u> | <u>0</u> | <u>0</u> |
| <u>CLASS S</u> | <u>410,938</u> | <u>410,938</u> |

For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2007)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued(see instructions)

| (a) Name of country or U.S. possession | Amount of tax | | |
|---|----------------------------|------------------------|------------------------|
| | (b) In foreign currency | (c) Conversion rate | (d) In U.S. dollars |
| 1 U.S. | | | 0. |
| 2 | | | |
| 3 | | | |
| 4 | | | |
| 5 | | | |
| 6 | | | |
| 7 | | | |
| 8 Total | | | 0. |

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

| Assets | | (a) Beginning of annual accounting period | (b) End of annual accounting period |
|---|-----|---|---|
| 1 Cash | 1 | | |
| 2a Trade notes and accounts receivable | 2a | | |
| b Less allowance for bad debts | 2b | () | () |
| 3 Inventories | 3 | | |
| 4 Other current assets (attach schedule) ATTACHMENT 3 | 4 | 546,285. | 4,737,258. |
| 5 Loans to shareholders and other related persons | 5 | | |
| 6 Investment in subsidiaries (attach schedule) ATTACHMENT 4 | 6 | 6,014,882. | 4,789,843. |
| 7 Other investments (attach schedule) | 7 | | |
| 8a Buildings and other depreciable assets | 8a | | |
| b Less accumulated depreciation | 8b | () | () |
| 9a Depletable assets | 9a | | |
| b Less accumulated depletion | 9b | () | () |
| 10 Land (net of any amortization) | 10 | | |
| 11 Intangible assets: | | | |
| a Goodwill | 11a | | |
| b Organization costs | 11b | | |
| c Patents, trademarks, and other intangible assets | 11c | | |
| d Less accumulated amortization for lines 11a, b, and c | 11d | () | () |
| 12 Other assets (attach schedule) | 12 | | |
| 13 Total assets | 13 | 6,561,167. | 9,527,101. |
| Liabilities and Shareholders' Equity | | | |
| 14 Accounts payable | 14 | | |
| 15 Other current liabilities (attach schedule) | 15 | | |
| 16 Loans from shareholders and other related persons | 16 | | |
| 17 Other liabilities (attach schedule) ATTACHMENT 5 | 17 | 546,285. | 4,737,258. |
| 18 Capital stock: | | | |
| a Preferred stock | 18a | | |
| b Common stock | 18b | 6,014,882. | 4,789,843. |
| 19 Paid-in or capital surplus (attach reconciliation) | 19 | | |
| 20 Retained earnings | 20 | | |
| 21 Less cost of treasury stock | 21 | () | () |
| 22 Total liabilities and shareholders' equity | 22 | 6,561,167. | 9,527,101. |

Schedule G Other Information

| | Yes | No |
|---|-------------------------------------|-------------------------------------|
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits(see instructions)**Important:** Enter the amounts on lines 1 through 5c in **functional** currency.

| | | |
|--|----------------------|-------------------------|
| 1 Current year net income or (loss) per foreign books of account | 1 | 3,512,219. |
| 2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions): | | |
| | Net Additions | Net Subtractions |
| a Capital gains or losses | | |
| b Depreciation and amortization | | |
| c Depletion | | |
| d Investment or incentive allowance | | |
| e Charges to statutory reserves | | |
| f Inventory adjustments | | |
| g Taxes | | |
| h Other (attach schedule) | | 3,693,740. |
| 3 Total net additions | | |
| 4 Total net subtractions | | 3,693,740. |
| 5a Current earnings and profits (line 1 plus line 3 minus line 4) | 5a | -181,521. |
| b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) | 5b | |
| c Combine lines 5a and 5b | 5c | -181,521. |
| d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions)) | 5d | -181,521. |
| Enter exchange rate used for line 5d ▶ | | 1.0000 |

Schedule I Summary of Shareholder's Income From Foreign Corporation(see instructions)

| | | |
|---|---|----|
| 1 Subpart F income (line 38b, Worksheet A in the instructions) | 1 | 0. |
| 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions) | 2 | |
| 3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) | 3 | |
| 4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) | 4 | |
| 5 Factoring income | 5 | |
| 6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions | 6 | 0. |
| 7 Dividends received (translated at spot rate on payment date under section 989(b)(1)) | 7 | |
| 8 Exchange gain or (loss) on a distribution of previously taxed income | 8 | |

| | Yes | No |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. December 2005)
Department of the Treasury
Internal Revenue Service**AS AMENDED**
**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**▶ **Attach to Form 5471. See Instructions for Form 5471.**

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

MICHAEL & SUSAN DELL FOUNDATION

36-4336415

Name of foreign corporation

ABDIEL QUALIFIED OFFSHORE PARTNERS, LTD

| Important. Enter amounts in functional currency. | (a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance) | (b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance) | (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) | | | (d) Total Section 964(a) E&P (combine columns (a), (b), and (c)) |
|---|---|---|--|---|------------------------|---|
| | | | (i) Earnings Invested in U.S. Property | (ii) Earnings Invested in Excess Passive Assets | (iii) Subpart F Income | |
| 1 Balance at beginning of year | -2,949,080. | | | | | -2,949,080. |
| 2a Current year E&P | | | | | | |
| b Current year deficit in E&P | 181,521. | | | | | |
| 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b) | -3,130,601. | | | | | |
| 4 Amounts included under section 951(a) or reclassified under section 959(c) in current year | | | | | | |
| 5a Actual distributions or reclassifications of previously taxed E&P | | | | | | |
| b Actual distributions of nonpreviously taxed E&P | | | | | | |
| 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) | | | | | | |
| b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) | -3,130,601. | | | | | |
| 7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.) | -3,130,601. | | | | | -3,130,601. |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

AS AMENDED
**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ **Attach to Form 5471. See Instructions for Form 5471.**

Name of person filing Form 5471

MICHAEL & SUSAN DELL FOUNDATION

Identifying number

36-4336415

Name of foreign corporation

ABDIEL QUALIFIED OFFSHORE PARTNERS, LTD

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ **USD**

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|---|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory) | | | | | |
| 2 Sales of tangible property other than stock in trade | | | | | |
| 3 Sales of property rights (patents, trademarks, etc.) . . . | | | | | |
| 4 Buy-in payments received . . . | | | | | |
| 5 Cost sharing payments received | | | | | |
| 6 Compensation received for technical, managerial, engineering, construction, or like services . . | | | | | |
| 7 Commissions received | | | | | |
| 8 Rents, royalties, and license fees received | | | | | |
| 9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . | | | | | |
| 10 Interest received | | | | | |
| 11 Premiums received for insurance or reinsurance | | | | | |
| 12 Add lines 1 through 11 | | | | | |
| 13 Purchases of stock in trade (inventory) | | | | | |
| 14 Purchases of tangible property other than stock in trade | | | | | |
| 15 Purchases of property rights (patents, trademarks, etc.) . . . | | | | | |
| 16 Buy-in payments paid | | | | | |
| 17 Cost sharing payments paid . . | | | | | |
| 18 Compensation paid for technical, managerial, engineering, construction, or like services . . | | | | | |
| 19 Commissions paid | | | | | |
| 20 Rents, royalties, and license fees paid | | | | | |
| 21 Dividends paid | | | | | |
| 22 Interest paid | | | | | |
| 23 Premiums paid for insurance or reinsurance | | | | | |
| 24 Add lines 13 through 23 | | | | | |
| 25 Amounts borrowed (enter the maximum loan balance during the year) - see instructions . . . | | | | | |
| 26 Amounts loaned (enter the maximum loan balance during the year) - see instructions . . . | | | | | |

FORM 5471, PAGE 2 DETAIL

| | | |
|---|-------------------|---------------------|
| <u>SCH C, LINE 8 - OTHER INCOME</u> | | <u>ATTACHMENT 1</u> |
| NET REALIZED GAIN ON INVESTMENTS | 37,888. | |
| CHANGE IN UNREALIZED DEPRECIATION ON INVESTMENTS | 3,693,740. | |
| TOTAL | <u>3,731,628.</u> | |
| <u>SCH C, LINE 16 - OTHER DEDUCTIONS</u> | | <u>ATTACHMENT 2</u> |
| MANAGEMENT FEE | 108,995. | |
| PROFESSIONAL FEE | 88,944. | |
| OTHER EXPENSES | 94,539. | |
| TOTAL | <u>292,478.</u> | |

FORM 5471, PAGE 3 DETAIL

| <u>BEGINNING</u> | <u>ENDING</u> |
|--------------------|--------------------|
| <u>US CURRENCY</u> | <u>US CURRENCY</u> |

ATTACHMENT 3

SCH F, LINE 4 - OTHER CURRENT ASSETS

| | | |
|-------------------------------------|-----------------|-------------------|
| DUE FROM ABDIEL QUALIFIED MAST FUND | 546,285. | 4,737,258. |
| TOTALS | <u>546,285.</u> | <u>4,737,258.</u> |

ATTACHMENT 4

SCH F, LINE 6 - INVESTMENT IN SUBSIDIARIES

| | | |
|---------------------------------|-------------------|-------------------|
| ABDIEL QUALIFIED MASTER FUND LP | 6,014,882. | 4,789,843. |
| TOTALS | <u>6,014,882.</u> | <u>4,789,843.</u> |

ATTACHMENT 5

SCH F, LINE 17 - OTHER LIABILITIES

| | | |
|---------------------|-----------------|-------------------|
| REDEMPTIONS PAYABLE | 546,285. | 4,737,258. |
| TOTALS | <u>546,285.</u> | <u>4,737,258.</u> |

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

| <u>PARTNERSHIP NAME</u> | <u>FEIN</u> | <u>RETURN FILED</u> | <u>TAX MATTER PARTNER</u> | <u>TAX YR BEG</u> | <u>TAX YR END</u> |
|---------------------------------|-------------|---------------------|--------------------------------|-------------------|-------------------|
| ABDIEL QUALIFIED MASTER FUND LP | 20-8096029 | 1065 | ABDIEL CAPITAL MANAGEMENT, LLC | 01/01/2009 | 12/31/2009 |

FORM 5471, PAGE 4 DETAIL

| <u>SCH H, LINE 2H - OTHER RECONCILING ITEMS</u> | <u>NET ADDITIONS</u> | <u>NET SUBTRACTS</u> |
|--|----------------------|----------------------|
| CHANGE IN UNREALIZED DEPRECIATION ON INVESTMENTS AND FOREIGN CURRENCY FOR THE YEAR | | 3,693,740. |
| TOTALS | | <u>3,693,740.</u> |

Form

5471

(Rev. December 2007)

Department of the Treasury
Internal Revenue Service

AS AMENDED
**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2009 , and ending 12/31/2009

OMB No. 1545-0704

Attachment
Sequence No. **121**

Name of person filing this return

MICHAEL & SUSAN DELL FOUNDATION

A Identifying number

36-4336415

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

P.O. BOX 163867

B Category of filer (See instructions. Check applicable box(es)):1 (repealed) 2 ☐ 3 ☒ 4 ☒ 5 ☒

City or town, state, and ZIP code

AUSTIN TX 78716-3867

C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100.0000%

Filer's tax year beginning 01/01/2009 , and ending 12/31/2009

D Person(s) on whose behalf this information return is filed:

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporationMICHAEL & SUSAN DELL FOUNDATION AFRICA
GROUND FL, LIESBEEK HOUSE, RIVER PARK, RIVER LANE,
MOWBRAY 7700, CAPE TOWN SF**b Employer identification number, if any**

FOREIGNUS

c Country under whose laws incorporated

SOUTH AFRICA

d Date of incorporation

08/04/2009

e Principal place of business

SF

**f Principal business activity
code number**

900099

g Principal business activity

NONPROFIT ORGANIZATION

h Functional currency

KRUGERRAND

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent (if any) in the United States****b If a U.S. income tax return was filed, enter:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident agent in country of incorporation**CAITLIN BARON
GROUND FLOOR, LIESBEEK HOUSE
RIVER PARK, RIVER LANE, MOWBRAY 7700 CAPE TOWN SF**d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different**CAITLIN BARON
GROUND FLOOR, LIESBEEK HOUSE
RIVER PARK, RIVER LANE, MOWBRAY 7700 CAPE TOWN SF**Schedule A Stock of the Foreign Corporation**

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|---|--------------------------------------|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| COMMON | 0 | 1 |
| | | |
| | | |
| | | |

For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2007)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

| (a) Name of country or U.S. possession | Amount of tax | | |
|---|----------------------------|------------------------|------------------------|
| | (b) In foreign currency | (c) Conversion rate | (d) In U.S. dollars |
| 1 U.S. | | | |
| 2 | | | |
| 3 | | | |
| 4 | | | |
| 5 | | | |
| 6 | | | |
| 7 | | | |
| 8 Total | | | |

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

| Assets | | (a) Beginning of annual accounting period | (b) End of annual accounting period |
|--|-----|---|---|
| 1 Cash | 1 | 0. | 84,199. |
| 2a Trade notes and accounts receivable | 2a | | |
| b Less allowance for bad debts | 2b | () | () |
| 3 Inventories | 3 | | |
| 4 Other current assets (attach schedule) ATTACHMENT 9 | 4 | 0. | 203. |
| 5 Loans to shareholders and other related persons | 5 | | |
| 6 Investment in subsidiaries (attach schedule) | 6 | | |
| 7 Other investments (attach schedule) | 7 | | |
| 8a Buildings and other depreciable assets | 8a | | |
| b Less accumulated depreciation | 8b | () | () |
| 9a Depletable assets | 9a | | |
| b Less accumulated depletion | 9b | () | () |
| 10 Land (net of any amortization) | 10 | | |
| 11 Intangible assets: | | | |
| a Goodwill | 11a | | |
| b Organization costs | 11b | | |
| c Patents, trademarks, and other intangible assets | 11c | | |
| d Less accumulated amortization for lines 11a, b, and c. | 11d | () | () |
| 12 Other assets (attach schedule) | 12 | | |
| 13 Total assets | 13 | 0. | 84,402. |
| Liabilities and Shareholders' Equity | | | |
| 14 Accounts payable | 14 | | |
| 15 Other current liabilities (attach schedule) ATTACHMENT 10 | 15 | 0. | 78,771. |
| 16 Loans from shareholders and other related persons | 16 | | |
| 17 Other liabilities (attach schedule) ATTACHMENT 11 | 17 | 0. | 5,631. |
| 18 Capital stock: | | | |
| a Preferred stock | 18a | | |
| b Common stock | 18b | | |
| 19 Paid-in or capital surplus (attach reconciliation) | 19 | | |
| 20 Retained earnings | 20 | | |
| 21 Less cost of treasury stock | 21 | () | () |
| 22 Total liabilities and shareholders' equity | 22 | 0. | 84,402. |

Schedule G Other Information

| | Yes | No |
|---|--------------------------|-------------------------------------|
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits (see instructions)**Important:** Enter the amounts on lines 1 through 5c in **functional** currency.

| | | |
|--|----------------------|-------------------------|
| 1 Current year net income or (loss) per foreign books of account | 1 | 0 . |
| 2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions): | | |
| | Net Additions | Net Subtractions |
| a Capital gains or losses | | |
| b Depreciation and amortization | | |
| c Depletion | | |
| d Investment or incentive allowance | | |
| e Charges to statutory reserves | | |
| f Inventory adjustments | | |
| g Taxes | | |
| h Other (attach schedule). | | |
| 3 Total net additions | | |
| 4 Total net subtractions | | |
| 5a Current earnings and profits (line 1 plus line 3 minus line 4) | 5a | 0 . |
| b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) | 5b | |
| c Combine lines 5a and 5b | 5c | 0 . |
| d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions)) | 5d | 0 . |
| Enter exchange rate used for line 5d ▶ | | 0.1198 |

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

| | | |
|---|---|-----|
| 1 Subpart F income (line 38b, Worksheet A in the instructions) | 1 | 0 . |
| 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions) | 2 | 0 . |
| 3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) | 3 | 0 . |
| 4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) | 4 | 0 . |
| 5 Factoring income | 5 | 0 . |
| 6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions | 6 | 0 . |
| 7 Dividends received (translated at spot rate on payment date under section 989(b)(1)) | 7 | |
| 8 Exchange gain or (loss) on a distribution of previously taxed income | 8 | |

| | Yes | No |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

36-4336415
**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► **Attach to Form 5471. See Instructions for Form 5471.**

Name of person filing Form 5471

Identifying number

MICHAEL & SUSAN DELL FOUNDATION

36-4336415

Name of foreign corporation

MICHAEL & SUSAN DELL FOUNDATION AFRICA

| Important. Enter amounts in functional currency. | (a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance) | (b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance) | (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) | | | (d) Total Section 964(a) E&P (combine columns (a), (b), and (c)) |
|---|--|--|---|---|------------------------|--|
| | | | (i) Earnings Invested in U.S. Property | (ii) Earnings Invested in Excess Passive Assets | (iii) Subpart F Income | |
| 1 Balance at beginning of year | 0. | | | | | 0. |
| 2a Current year E&P | 0. | | | | | |
| b Current year deficit in E&P | | | | | | |
| 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b) | 0. | | | | | |
| 4 Amounts included under section 951(a) or reclassified under section 959(c) in current year | | | | | | |
| 5a Actual distributions or reclassifications of previously taxed E&P | | | | | | |
| b Actual distributions of nonpreviously taxed E&P | | | | | | |
| 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) | | | | | | |
| b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) | 0. | | | | | |
| 7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.) | 0. | | | | | 0. |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

AS AMENDED
**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

MICHAEL & SUSAN DELL FOUNDATION

Identifying number

36-4336415

Name of foreign corporation

MICHAEL & SUSAN DELL FOUNDATION AFRICA

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ USD

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|---|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory) | | | | | |
| 2 Sales of tangible property other than stock in trade | | | | | |
| 3 Sales of property rights (patents, trademarks, etc.) . . . | | | | | |
| 4 Buy-in payments received . . . | | | | | |
| 5 Cost sharing payments received | | | | | |
| 6 Compensation received for technical, managerial, engineering, construction, or like services . . | 32,008. | | | | |
| 7 Commissions received | | | | | |
| 8 Rents, royalties, and license fees received | | | | | |
| 9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . | | | | | |
| 10 Interest received. | | | | | |
| 11 Premiums received for insurance or reinsurance. | | | | | |
| 12 Add lines 1 through 11 | 32,008. | | | | |
| 13 Purchases of stock in trade (inventory) | | | | | |
| 14 Purchases of tangible property other than stock in trade. . . . | | | | | |
| 15 Purchases of property rights (patents, trademarks, etc.) . . . | | | | | |
| 16 Buy-in payments paid | | | | | |
| 17 Cost sharing payments paid . . | | | | | |
| 18 Compensation paid for technical, managerial, engineering, construction, or like services . . | | | | | |
| 19 Commissions paid | | | | | |
| 20 Rents, royalties, and license fees paid | | | | | |
| 21 Dividends paid | | | | | |
| 22 Interest paid | | | | | |
| 23 Premiums paid for insurance or reinsurance | | | | | |
| 24 Add lines 13 through 23. . . . | | | | | |
| 25 Amounts borrowed (enter the maximum loan balance during the year) - see instructions . . . | | | | | |
| 26 Amounts loaned (enter the maximum loan balance during the year) - see instructions . . . | | | | | |

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of its Stock**

▶ Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

MICHAEL & SUSAN DELL FOUNDATION

36-4336415

Name of foreign corporation

MICHAEL & SUSAN DELL FOUNDATION AFRICA

Important: Complete a *separate* Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

| (a) Name of shareholder for whom acquisition information is reported | (b) Address of shareholder | (c) Identifying number of shareholder | (d) Date of original 10% acquisition | (e) Date of additional 10% acquisition |
|--|-------------------------------|---|--|--|
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Part II To Be Completed by U.S. Shareholders**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A — General Shareholder Information**

| (a) Name, address, and identifying number of shareholder(s) filing this schedule | (b) For shareholder's latest U.S. income tax return filed, indicate: | | | (c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation |
|--|---|--------------------------|---|---|
| | (1) Type of return (enter form number) | (2) Date return filed | (3) Internal Revenue Service Center where filed | |
| MICHAEL & SUSAN DELL FDN 36-4336415 P.O. BOX 163867 AUSTIN, TX 78716-3867 | 990-PF | 11/09/2010 | OGDEN, UT | |
| | | | | |
| | | | | |

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

| (a) Name of U.S. officer or director | (b) Address | (c) Social security number | (d) Check appropriate box(es) | |
|---|----------------|-------------------------------|-------------------------------------|-----|
| | | | Ofcr | Dir |
| ATTACHMENT 12 | | | | |
| | | | | |
| | | | | |

Section C — Acquisition of Stock

| (a) Name of shareholder(s) filing this schedule | (b) Class of stock acquired | (c) Date of acquisition | (d) Method of acquisition | (e) Number of shares acquired | | |
|--|-----------------------------------|-------------------------------|---------------------------------|----------------------------------|-------------------|-----------------------|
| | | | | (1) Directly | (2) Indirectly | (3) Constructively |
| | | | | | | |
| | | | | | | |
| | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

| (f) Amount paid or value given | (g) Name and address of person from whom shares were acquired |
|-----------------------------------|--|
| | |
| | |
| | |

Section D — Disposition of Stock

| (a) Name of shareholder disposing of stock | (b) Class of stock | (c) Date of disposition | (d) Method of disposition | (e) Number of shares disposed of | | |
|---|-----------------------|----------------------------|------------------------------|-------------------------------------|-------------------|-----------------------|
| | | | | (1) Directly | (2) Indirectly | (3) Constructively |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| (f) Amount received | (g) Name and address of person to whom disposition of stock was made |
|------------------------|---|
| | |
| | |
| | |

Section E — Organization or Reorganization of Foreign Corporation

| (a) Name and address of transferor | (b) Identifying number (if any) | (c) Date of transfer |
|--|------------------------------------|-------------------------|
| MICHAEL & SUSAN DELL FDN P.O. BOX 163867 AUSTIN, TX 78716-3867 | 36-4336415 | 08/04/2009 |
| | | |
| | | |

| (d) Assets transferred to foreign corporation | | | (e) Description of assets transferred by, or notes or securities issued by, foreign corporation |
|--|--------------------------|---|--|
| (1) Description of assets | (2) Fair market value | (3) Adjusted basis (if transferor was U.S. person) | |
| NONE | 0. | 0. | NONE |
| | | | |
| | | | |

Section F — Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

FORM 5471, PAGE 2 DETAIL

| SCH C, LINE 16 - OTHER DEDUCTIONS | | | ATTACHMENT 8 | |
|-----------------------------------|----------|--|--------------|--|
| PROGRAM DEVELOPMENT & EVALUATION | 253,773. | | 30,408. | |
| ADMINISTRATION & SUPPORT | 13,357. | | 1,600. | |
| TOTAL | 267,130. | | 32,008. | |

FORM 5471, PAGE 3 DETAIL

| <u>BEGINNING</u> | <u>ENDING</u> |
|--------------------|--------------------|
| <u>US CURRENCY</u> | <u>US CURRENCY</u> |

ATTACHMENT 9

SCH F, LINE 4 - OTHER CURRENT ASSETS

| | | |
|----------------------|-----------|-------------|
| OTHER CURRENT ASSETS | 0. | 203. |
| TOTALS | <u>0.</u> | <u>203.</u> |

ATTACHMENT 10

SCH F, LINE 15 - OTHER CURRENT LIABILITIES

| | | |
|---------------------------|-----------|----------------|
| DEFERRED REVENUE - MSDF | 0. | 74,606. |
| OTHER CURRENT LIABILITIES | 0. | 4,165. |
| TOTALS | <u>0.</u> | <u>78,771.</u> |

ATTACHMENT 11

SCH F, LINE 17 - OTHER LIABILITIES

| | | |
|-----------------|-----------|---------------|
| TAX LIABILITIES | 0. | 5,631. |
| TOTALS | <u>0.</u> | <u>5,631.</u> |

AS AMENDED

MICHAEL & SUSAN DELL FOUNDATION
MICHAEL & SUSAN DELL FOUNDATION AFRICA

13-4336415

ATTACHMENT 12FORM 5471, SCHEDULE O DETAILPART II, SECTION B-U.S. PERSONS WHO ARE OFFICERS OF THE FOREIGN CORP.

| (A) AND (B) NAME AND ADDRESS | (C) SOCIAL SECURITY # | (D) CHECK APPROPRIATE BOX(ES) | | |
|--|-----------------------|-------------------------------|----------|--------|
| | | OFFICER | DIRECTOR | MEMBER |
| JANET MALLOTY MOUNTAIN P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | | X | X |
| LORENZO TELLEZ P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | | X | |
| MICHELLE MEYER TURNER P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | X | X | X |
| BARUN MOHANTY P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | X | X | X |
| HENRY KEVIN BYRNE P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | | | X |
| TYANN ROBINSON P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | | | X |
| CHRIS MITCHELL P.O. BOX 163867 AUSTIN, TX 78716-3867 | ON REQUEST | X | | X |

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------|--------------------|
| | |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☐ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|--|
| 3 Name of transferee (foreign corporation) <u>HOPLITE OFFSHORE FUND, LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|--|--|

5 Address (including country) C/O GOLDMAN SACHS (CAYMAN) TRUST P.O. BOX 896
CAYMAN ISLANDS CJ KY1-1103

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 3,567,978. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 4.13 % (b) After 3.88 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|--|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|---|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation
EIN: 36-4336415
For Tax Year Ended: December 31, 2009
Information Required Pursuant to Regulation Section 1.6038B-1(c)

1. Transferor: Michael & Susan Dell Foundation
 EIN: 36-4336415
 Address: P.O. BOX 163867
 Austin, TX 78716-3867

2. Transfer:

(i) Transferee foreign corporation

 Name: Hoplite Offshore Fund, Ltd.
 FEIN: n/a
 Address: c/o Goldman Sachs (Cayman) Trust
 P.O. 896
 Cayman Islands

 Country of incorporation: Cayman Islands

(ii) Description of Transfer

 Michael & Susan Dell Foundation transferred the following property to Hoplite Offshore Fund Ltd. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$3,567,978 USD | Proportionate share of transferee |

3. Consideration Received:
 See above

4. Property Transferred:

| | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------|--------------------|
| | |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☐ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|---|
| 3 Name of transferee (foreign corporation) <u>OZ EUROPE OVERSEAS FUND, LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|---|

5 Address (including country)

9 WEST 57TH STREET, 13TH FLOOR NEW YORK, NY 10019

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 4,206,297. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 1.96 % (b) After 1.40 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | | |
|---|---|------------------------------|--|
| a | Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | | |
|---|--|------------------------------|--|
| a | Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

1. Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

2. Transfer:

(i) Transferee foreign corporation

Name: Oz Europe Overseas Fund, Ltd.
FEIN: n/a
Address: 9 West 57th Street, 13th Floor
New York, NY 10019
Cayman Islands

Country of incorporation: Cayman Islands

(ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Oz Europe Overseas Fund. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$4,206,297 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

| | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☒ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------|--------------------|
| | |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☐ No

- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☐ No

- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|---|
| 3 Name of transferee (foreign corporation) <u>TIGER ASIA OVERSEAS FUND</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|--|---|

5 Address (including country) CITCO FUND SERVICES (CAYMAN) LTD P.O. BOX 31106

GRAND CAYMAN CAYMAN ISLANDS CJ KY1-1205

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 10,119,764. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 1.44 % (b) After .06 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

1. Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

2. Transfer:

(i) Transferee foreign corporation

Name: Tiger Asia Overseas Fund
FEIN: n/a
Address: Citco Fund Services (Cayman) Ltd.
P.O. Box 31106
Grand Cayman, Cayman Islands

Country of incorporation: Cayman Islands

(ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Tiger Asia Overseas Fund. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$10,119,764 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

| | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------------------------|--------------------|
| <u>ABRAMS CAPITAL PARTNERS II, LP</u> | <u>04-3455023</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|---|
| 3 Name of transferee (foreign corporation) <u>LNR ARCHETYPE REAL ESTATE DEBT FUND, LP</u> | 4 Identifying number, if any <u>98-0603129</u> |
|--|---|

5 Address (including country) P.O. BOX 309GT, UGLAND HOUSE, SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN CJ

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
LIMITED PARTNERSHIP

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 02/17/2009 | | 235,739. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before N/A % (b) After 12.96 %**10** Type of nonrecognition transaction (see instructions) ► _____**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Abrams Capital Partners II, LP
FEIN: 04-3455023
Address: 222 Berkeley Street, 22nd Floor
Boston, MA 02116

2. Transfer:

- (i) Transferee foreign corporation

Name: LNR Archetype Real Estate Debt Fund, LP
FEIN: 98-0603129
Address: P.O. Box 309GT, Uglan House
South Church Street
George Town, Grand Cayman, Cayman Islands

Country of incorporation: Cayman Islands

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to LNR Archetype Real Estate Debt Fund, LP.. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------------|-----------------------------|-----------------------------------|
| February 17, 2009 | Cash of \$235,739 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
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| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>FARALLON CAPITAL INSTITUTIONAL PARTNER</u> | <u>94-3106323</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|---|
| 3 Name of transferee (foreign corporation) <u>PASSERINE AT ABACO HOLDINGS, LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|---|

5 Address (including country) FRONT STREET, P.O. BOX AB 20766

MARSH HARBOUR, ABACO BAHAMAS BF

6 Country code of country of incorporation or organization (see instructions)

BF

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 338,372. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .7531 % (b) After .7531 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | | | | |
|---|---|--------------------------|-----|-------------------------------------|----|
| a | Gain recognition under section 904(f)(3) | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| b | Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| c | Recapture under section 1503(d) | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| d | Exchange gain under section 987 | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | | | | |
|---|--|--------------------------|-----|-------------------------------------|----|
| a | Tainted property | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| b | Depreciation recapture | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| c | Branch loss recapture | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| d | Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Farallon Capital Institutional Partners, LP
FEIN: 94-3106323
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111

2. Transfer:

- (i) Transferee foreign corporation

Name: Passerine at Abaco Holdings, Ltd.
FEIN: n/a
Address: Front Street, P.O. Box AB 20766
Marsh Harbour, Abaco
Bahamas

Country of incorporation: Bahamas

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Passerine at Abaco Holdings. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$338,372 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>FARALLON CAPITAL INSTITUTIONAL PARTNER</u> | <u>94-3106323</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|--|
| 3 Name of transferee (foreign corporation) <u>JUPITER TM LIMITED</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|--|

5 Address (including country) 608 ST. JAMES COURT, ST. DENIS ST PORT LOUIS

MAURITIUS MP

6 Country code of country of incorporation or organization (see instructions)

MP

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 10/30/2009 | | 588,349. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 2.2473 % (b) After 3.0682 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Farallon Capital Institutional Partners, LP
FEIN: 94-3106323
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111

2. Transfer:

- (i) Transferee foreign corporation

Name: Jupiter TM Limited
FEIN: n/a
Address: 608 St. James Court, St. Denis Street
Port Louis, Mauritius

Country of incorporation: Mauritius

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Jupiter TM Limited.
The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|------------------|-----------------------------|-----------------------------------|
| October 30, 2009 | Cash of \$588,349 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>FARALLON CAPITAL INSTITUTIONAL PARTNER</u> | <u>94-3106323</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|--|
| 3 Name of transferee (foreign corporation) <u>SEAL ROCK OFFSHORE HOLDINGS, LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|--|--|

5 Address (including country) WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX GEORGE TOWN GRAND CAYMAN CJ

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 115,136. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 1.5856 % (b) After 1.5856 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2008)

AS AMENDED

Michael & Susan Dell Foundation
EIN: 36-4336415
For Tax Year Ended: December 31, 2009
Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Farallon Capital Institutional Partners, LP
FEIN: 94-3106323
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111

2. Transfer:

- (i) Transferee foreign corporation

Name: Seal Rock Offshore Holdings, Ltd.
FEIN: n/a
Address: Walkers SPV Limited, Walker House, Mary Street
George Town, Grand Cayman

Country of incorporation: Cayman Islands

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Seal Rock Offshore Holdings, Ltd. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$115,136 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>FARALLON CAPITAL INSTITUTIONAL PARTNER</u> | <u>94-3106323</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|--|
| 3 Name of transferee (foreign corporation) <u>CRCM INSTITUTIONAL FUND (BVI), LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|--|--|

5 Address (including country)
ONE MARITIME PLAZA #1107 SAN FRANCISCO, CA 94111

6 Country code of country of incorporation or organization (see instructions)

VI

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 955,870. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .7666 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation
EIN: 36-4336415
For Tax Year Ended: December 31, 2009
Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Farallon Capital Institutional Partners, LP
FEIN: 94-3106323
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111

2. Transfer:

- (i) Transferee foreign corporation

Name: CRCM Institutional Fund (BVI), Ltd.
FEIN: n/a
Address: One Maritime Plaza, #1107
San Francisco, CA 94111

Country of incorporation: Virgin Islands

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to CRCM Institutional Fund (BVI), Ltd. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$955,870 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>FARALLON CAPITAL INSTITUTIONAL PARTNER</u> | <u>94-3106323</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|---|
| 3 Name of transferee (foreign corporation) <u>EXPRESSWAY PARTNERS, LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|---|

5 Address (including country) WALKER HOUSE, 87 MARY STREET, GEORGE TOWN
GRAND CAYMAN CJ KY1-9002

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 917,923. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .0238 % (b) After .2020 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: Farallon Capital Institutional Partners, LP
FEIN: 94-3106323
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111

2. Transfer:

- (i) Transferee foreign corporation

Name: Expressway Partners, Ltd.
FEIN: n/a
Address: Walker House, Mary Street
George Town, Grand Cayman

Country of incorporation: Cayman Islands

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Expressway Partners, Ltd. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$917,923 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>GS CAPITAL PARTNERS V INSTITUTIONAL LP</u> | <u>25-1911612</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|---|
| 3 Name of transferee (foreign corporation) <u>PARACELUS LIMITED</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|---|

5 Address (including country) OGIER HOUSE, ST. JULIAN'S AVENUE ST. PETER PORT
GUERNSEY GY1 1WA GK

6 Country code of country of incorporation or organization (see instructions)
GK

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 08/13/2009 | | 119,342. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .288444 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | | |
|---|---|------------------------------|--|
| a | Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | | |
|---|--|------------------------------|--|
| a | Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: GS Capital Partners V Institutional LP
FEIN: 25-1911612
Address: c/o Investment Tax Group
85 Broad Street, 16th Floor
New York, NY 10004

2. Transfer:

- (i) Transferee foreign corporation

Name: Paracelsus Limited
FEIN: n/a
Address: Ogier House, St. Julian's Avenue, St. Peter Port

Country of incorporation: Guernsey

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Paracelsus Limited
The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-----------------|-----------------------------|-----------------------------------|
| August 13, 2009 | Cash of \$119,342 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---|--------------------|
| <u>GS CAPITAL PARTNERS V INSTITUTIONAL LP</u> | <u>25-1911612</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|---|
| 3 Name of transferee (foreign corporation) <u>SG INVESTMENTS KK</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
| 5 Address (including country) <u>ROPPONGI HILLS MORI TOWER, 46F, 10-1, ROPPONGI 6-CHROM</u> <u>TOKYO JAPAN JA 106-6147</u> | |
| 6 Country code of country of incorporation or organization (see instructions) <u>JA</u> | |
| 7 Foreign law characterization (see instructions) <u>CORPORATION</u> | |
| 8 Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | VAR | | 110,358. | | |
| Stock and securities | VAR | STOCK | 2,596,201. | | |
| | | | | | |
| | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| | | | | | |
| | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| | | | | | |
| | | | | | |
| Inventory | | | | | |
| | | | | | |
| | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| | | | | | |
| Intangible property | | | | | |
| | | | | | |
| | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| | | | | | |
| Other property | | | | | |
| | | | | | |
| | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .351429 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|--|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|---|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☐ Yes ☒ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: GS Capital Partners V Institutional LP
FEIN: 25-1911612
Address: c/o Investment Tax Group
85 Broad Street, 16th Floor
New York, NY 10004

2. Transfer:

- (i) Transferee foreign corporation

Name: SG Investments KK
FEIN: n/a
Address: Roppongi Hills Mori Tower 46F, 10-1, Roppongi 6-Chrom
Tokyo, Japan

Country of incorporation: Japan

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to SG Investments KK.
The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-------------|-----------------------------|-----------------------------------|
| VAR | Cash of \$110,358 USD | Proportionate share of transferee |
| VAR | Stock of \$2,596,201 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|-------------------------------------|--------------------|
| <u>GSCP V INSTITUTIONAL AIV, LP</u> | <u>04-3833873</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|--|
| 3 Name of transferee (foreign corporation) <u>SUPERLIFT HOLDING S.A.R.L.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|---|--|

5 Address (including country) 59, RUE DE ROLLINGERGRUND, L-2440 RCS, LUXEMBOURG, B 1
LU

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 10/05/2009 | | 378,572. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .259331 % (b) After .259331 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: GSCP V Institutional AIV, LP
FEIN: 04-3833873
Address: c/o Investment Tax Group
85 Broad Street, 16th Floor
New York, NY 10004

2. Transfer:

- (i) Transferee foreign corporation

Name: Superlift Holding S.A.R.L.
FEIN: n/a
Address: 59 Rue de Rollingergrund, L-2440, RCS
Luxembourg

Country of incorporation: Luxembourg

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Superlift Holdings S.A.R.L. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-----------------|-----------------------------|-----------------------------------|
| October 5, 2009 | Cash of \$378,572 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|--|--------------------|
| <u>GS CAPITAL PARTNERS VI PARALLEL, LP</u> | <u>43-2115554</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|---|
| 3 Name of transferee (foreign corporation) <u>GEELY AUTOMOBILE HOLDINGS LTD.</u> | 4 Identifying number, if any <u>FOREIGNUS</u> |
|--|---|

5 Address (including country) GREAT EAGLE CENTRE, 23 HARBOUR RD 23/F, WANCHAI, HONG KONG

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 11/11/2009 | | 221,079. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .013317 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: GS Capital Partners VI Parallel, LP
FEIN: 43-2115554
Address: c/o Investment Tax Group
85 Broad Street, 16th Floor
New York, NY 10004

2. Transfer:

- (i) Transferee foreign corporation

Name: Geely Automobile Holdings, Ltd.
FEIN: n/a
Address: Great Eagle Centre, 23 Harbour Road, 23/F
Wan Chai, Hong Kong

Country of incorporation: Cayman Islands

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to Geely Automobile Holdings, Ltd. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|---------------|-----------------------------|-----------------------------------|
| Nov. 11, 2009 | Cash of \$221,079 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A

AS AMENDED
**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|--|--|
| Name of transferor <u>MICHAEL & SUSAN DELL FOUNDATION</u> | Identifying number (see instructions) <u>36-4336415</u> |
|--|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|--|--------------------|
| <u>GS CAPITAL PARTNERS VI PARALLEL, LP</u> | <u>43-2115554</u> |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|---|--|
| 3 Name of transferee (foreign corporation) <u>GS LUX DEBT HOLDINGS S.A.R.L.</u> | 4 Identifying number, if any <u>98-0604368</u> |
|---|--|

5 Address (including country) 9-11 GRAND-RUE, L-1661 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 01/07/2009 | | 162,926. | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .098350 %**10** Type of nonrecognition transaction (see instructions) ► SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

| | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

| | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

AS AMENDED

Michael & Susan Dell Foundation

EIN: 36-4336415

For Tax Year Ended: December 31, 2009

Information Required Pursuant to Regulation Section 1.6038B-1(c)

- 1) Transferor: Michael & Susan Dell Foundation
EIN: 36-4336415
Address: P.O. BOX 163867
Austin, TX 78716-3867

Actual transferor, a partnership, in which the filer is a partner:

Name: GS Capital Partners VI Parallel, LP
FEIN: 43-2115554
Address: c/o Investment Tax Group
85 Broad Street, 16th Floor
New York, NY 10004

2. Transfer:

- (i) Transferee foreign corporation

Name: GS Lux Debt Holdings S.A.R.L.
FEIN: n/a
Address: 9-11 Grand-Rue, L-1661
Luxembourg

Country of incorporation: Luxembourg

- (ii) Description of Transfer

Michael & Susan Dell Foundation transferred the following property to GS Lux Debt Holdings S.A.R.L. The transaction qualifies as a tax free transaction under IRC §351.

| <u>Date</u> | <u>Property Transferred</u> | <u>Property Received</u> |
|-----------------|-----------------------------|-----------------------------------|
| January 7, 2009 | Cash of \$162,926 USD | Proportionate share of transferee |

3. Consideration Received:
See above

4. Property Transferred:

- | | | |
|--------|----------------------------------|----------------|
| (i) | <u>Active Business Property:</u> | Not Applicable |
| (ii) | <u>Stock or Securities:</u> | Not Applicable |
| (iii) | <u>Depreciated Property:</u> | Not Applicable |
| (iv) | <u>Property to be Leased:</u> | Not Applicable |
| (v) | <u>Property to be Sold:</u> | Not Applicable |
| (vi) | <u>Transfers to FSC's:</u> | Not Applicable |
| (vii) | <u>Tainted Property:</u> | Not Applicable |
| (viii) | <u>Foreign Loss Branch:</u> | Not Applicable |
| (ix) | <u>Other Intangibles:</u> | Not Applicable |

5. Transfer of Foreign Branch with Previously Deducted Losses: Not Applicable

6. Application of Section 367(a)(5): N/A