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

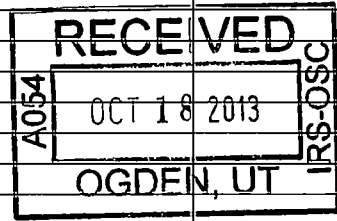
Department of the Treasury  
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

|   |  |   |
|---|--|---|
| Name of foundation<br><b>SOROS ECONOMIC DEVELOPMENT FUND</b>  |  | <b>A Employer identification number</b><br>13-3965896   |
| Number and street (or P O box number if mail is not delivered to street address)                                | Room/suite   | <b>B Telephone number (see instructions)</b><br>(212) 548-0600  |
| 224 WEST 57TH ST., 9TH FLOOR  |  |   |
| City or town, state, and ZIP code<br>NEW YORK, NY 10019   |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>   |
| <b>G</b> Check all that apply   | <input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input checked="" type="checkbox"/> Address change   | <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change   |
| <b>H</b> Check type of organization   | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input type="checkbox"/> Other taxable private foundation | <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 233,986,912.</b> | <b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____   | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |             | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|-------------|------------------------------------|---------------------------|-------------------------|---|
| <b>1</b> Contributions, gifts, grants, etc., received (attach schedule)   |             | 5,205,226.                         |                           |                         |   |
| <b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B   |             |                                    |                           |                         |   |
| <b>3</b> Interest on savings and temporary cash investments   |             | 1,530.                             | 1,530.                    |                         |   |
| <b>4</b> Dividends and interest from securities   |             |                                    | 12,700,000.               |                         |   |
| <b>5a</b> Gross rents   |             |                                    |                           |                         |   |
| <b>b</b> Net rental income or (loss)  |             |                                    |                           |                         |   |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10   |             | 12,700,000.                        |                           |                         |   |
| <b>b</b> Gross sales price for all assets on line 6a  | 12,700,000. |                                    |                           |                         |   |
| <b>7</b> Capital gain net income (from Part IV, line 2)   |             |                                    |                           |                         |   |
| <b>8</b> Net short-term capital gain  |             |                                    |                           |                         |   |
| <b>9</b> Income modifications   |             |                                    |                           | 1,813,420.              |   |
| <b>10 a</b> Gross sales less returns and allowances   |             |                                    |                           |                         |   |
| <b>b</b> Less Cost of goods sold  |             |                                    |                           |                         |   |
| <b>c</b> Gross profit or (loss) (attach schedule)   |             |                                    |                           |                         |   |
| <b>11</b> Other income (attach schedule) ATCH 1   |             | -1,249,080.                        | 958,618.                  |                         |   |
| <b>12 Total.</b> Add lines 1 through 11   |             | 16,657,676.                        | 13,660,148.               | 1,813,420.              |   |
| <b>13</b> Compensation of officers, directors, trustees, etc.   |             | 0                                  |                           |                         |   |
| <b>14</b> Other employee salaries and wages   |             |                                    |                           |                         |   |
| <b>15</b> Pension plans, employee benefits  |             |                                    |                           |                         |   |
| <b>16a</b> Legal fees (attach schedule) ATCH 2  |             | 168,231.                           |                           |                         | 167,616.  |
| <b>b</b> Accounting fees (attach schedule) ATCH 3   |             | 63,005.                            |                           |                         | 103,826.  |
| <b>c</b> Other professional fees (attach schedule) *  |             | 2,456,607.                         |                           |                         | 1,145,979.  |
| <b>17</b> Interest  |             |                                    |                           |                         |   |
| <b>18</b> Taxes (attach schedule) (see instructions) ATCH 5   |             | 400,822.                           |                           |                         |   |
| <b>19</b> Depreciation (attach schedule) and depletion  |             | 4,672.                             |                           |                         |   |
| <b>20</b> Occupancy   |             | 95,645.                            |                           |                         | 37,728.   |
| <b>21</b> Travel, conferences, and meetings   |             | 249,431.                           |                           |                         | 232,950.  |
| <b>22</b> Printing and publications   |             |                                    |                           |                         |   |
| <b>23</b> Other expenses (attach schedule) ATCH 6   |             | 3,300,771.                         |                           |                         | 422,321.  |
| <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23  |             | 6,739,184.                         |                           |                         | 2,110,420.  |
| <b>25</b> Contributions, gifts, grants paid   |             | 168,140.                           |                           |                         | 168,140.  |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25   |             | 6,907,324.                         | 0                         | 0                       | 2,278,560.  |
| <b>27 Subtract line 26 from line 12</b>   |             | 9,750,352.                         |                           |                         |   |
| <b>a</b> Excess of revenue over expenses and disbursements  |             |                                    |                           |                         |   |
| <b>b Net investment income</b> (if negative, enter -0-)   |             |                                    | 13,660,148.               |                         |   |
| <b>c Adjusted net income</b> (if negative, enter -0-).  |             |                                    |                           | 1,813,420.              |   |



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| 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 . . . . .   |              | 2,980,645.        | 3,765,857.     | 3,765,857.            |
|                             | 2  | Savings and temporary cash investments . . . . .  |              | 96,075.           | 1,069,177.     | 1,069,177.            |
|                             | 3  | Accounts receivable ▶ 870,214.  |              |                   |                |                       |
|                             |  | Less allowance for doubtful accounts ▶  |              | 793,325.          | 870,214.       | 870,214.              |
|                             | 4  | Pledges receivable ▶  |              |                   |                |                       |
|                             |  | Less allowance for doubtful accounts ▶  |              |                   |                |                       |
|                             | 5  | Grants receivable . . . . .   |              |                   |                |                       |
|                             | 6  | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |              |                   |                |                       |
|                             | 7  | Other notes and loans receivable (attach schedule) ▶  |              |                   |                |                       |
|                             |  | Less allowance for doubtful accounts ▶  |              |                   |                |                       |
|                             | 8  | Inventories for sale or use . . . . .   |              |                   |                |                       |
|                             | 9  | Prepaid expenses and deferred charges . . . . .   |              |                   |                |                       |
|                             | 10 a   | Investments - U S and state government obligations (attach schedule), . . . . .   |              |                   |                |                       |
|                             | b  | Investments - corporate stock (attach schedule) . . . . .   |              |                   |                |                       |
|                             | c  | Investments - corporate bonds (attach schedule), . . . . .  |              |                   |                |                       |
|                             | 11   | Investments - land, buildings, and equipment basis ▶ 20,836.  |              |                   |                |                       |
|                             | Less accumulated depreciation ▶ (attach schedule) 11,499.  |   | 9,146.       | 9,337.            | 9,337.         |                       |
| 12                          | Investments - mortgage loans . . . . .   |   |              |                   |                |                       |
| 13                          | Investments - other (attach schedule) . . . . . ATCH 7   |   | 175,541,785. | 181,346,274.      | 181,346,274.   |                       |
| 14                          | Land, buildings, and equipment basis ▶   |   |              |                   |                |                       |
|                             | Less accumulated depreciation ▶ (attach schedule)  |   |              |                   |                |                       |
| 15                          | Other assets (describe ▶ ATCH 8)   |   | 36,857,922.  | 46,926,053.       | 46,926,053.    |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .  |   | 216,278,898. | 233,986,912.      | 233,986,912.   |                       |
| Liabilities                 | 17   | Accounts payable and accrued expenses . . . . .   |              | 1,834,496.        | 3,113,221.     |                       |
|                             | 18   | Grants payable . . . . .  |              |                   |                |                       |
|                             | 19   | Deferred revenue . . . . .  |              |                   |                |                       |
|                             | 20   | Loans from officers, directors, trustees, and other disqualified persons . . . . .  |              |                   |                |                       |
|                             | 21   | Mortgages and other notes payable (attach schedule) . . . . .   |              |                   |                |                       |
|                             | 22   | Other liabilities (describe ▶ ATCH 9)   |              | 7,545,218.        | 8,121,308.     |                       |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .   |   | 9,379,714.   | 11,234,529.       |                |                       |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |   |              |                   |                |                       |
|                             | 24   | Unrestricted . . . . .  |              | 206,899,184.      | 222,752,383.   |                       |
|                             | 25   | Temporarily restricted . . . . .  |              |                   |                |                       |
|                             | 26   | Permanently restricted . . . . .  |              |                   |                |                       |
|                             | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <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                          | <b>Total net assets or fund balances</b> (see instructions), . . . . .   |   | 206,899,184. | 222,752,383.      |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .   |   | 216,278,898. | 233,986,912.      |                |                       |

| 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) . . . . . | 1 206,899,184. |
| 2   | Enter amount from Part I, line 27a . . . . .   | 2 9,750,352.   |
| 3   | Other increases not included in line 2 (itemize) ▶ ATCH 10 . . . . .   | 3 6,102,847.   |
| 4   | Add lines 1, 2, and 3 . . . . .  | 4 222,752,383. |
| 5   | Decreases not included in line 2 (itemize) ▶ . . . . .   | 5              |
| 6   | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .   | 6 222,752,383. |

**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<br>P - Purchase<br>D - Donation                                       | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--|---|---|--|------------------------------------|--------------------------------|
| 1a   |   |   |  |                                    |                                |
| b  |   |   |  |                                    |                                |
| c  |   |   |  |                                    |                                |
| d  |   |   |  |                                    |                                |
| e  |   |   |  |                                    |                                |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable)  | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |                                    |                                |
| a  |   |   |  |                                    |                                |
| b  |   |   |  |                                    |                                |
| c  |   |   |  |                                    |                                |
| d  |   |   |  |                                    |                                |
| e  |   |   |  |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  |   |   | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |                                    |                                |
| (i) F M V as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69  | (k) Excess of col (i)<br>over col (j), if any   |  |                                    |                                |
| a  |   |   |  |                                    |                                |
| b  |   |   |  |                                    |                                |
| c  |   |   |  |                                    |                                |
| d  |   |   |  |                                    |                                |
| e  |   |   |  |                                    |                                |
| 2 Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                             |   | 2  |                                    |                                |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } |   | 3  |                                    |                                |

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

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

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

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2011   | 12,056,795.                              | 190,543,821.                                 | 0.063276  |
| 2010   | 15,175,445.                              | 204,844,462.                                 | 0.074083  |
| 2009   | 8,490,035.                               | 187,484,066.                                 | 0.045284  |
| 2008   | 7,663,618.                               | 168,891,099.                                 | 0.045376  |
| 2007   | 7,103,779.                               | 111,306,251.                                 | 0.063822  |
| 2 Total of line 1, column (d)  |  |  | 2 0.291841  |
| 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 0.058368  |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   |  |  | 4 174,085,036.  |
| 5 Multiply line 4 by line 3  |  |  | 5 10,160,995.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   |  |  | 6 136,601.  |
| 7 Add lines 5 and 6  |  |  | 7 10,297,596.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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. |  |  | 8 15,785,165.   |

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values include 136,601, 402,936, and 266,335.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and asset requirements. Columns for 'Yes' and 'No' with 'X' marks indicating responses.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ATCH 11
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.SEDFNY.ORG
14 The books are in care of JAMES BEAVER Telephone no (212) 547-6967
Located at 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY ZIP+4 10019
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years N/A
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? X Yes No
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here N/A

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  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATCH 13

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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 14              |   | 1,063,410.                                | 304,416.  | 17,093.                               |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| ATCH 15   |   | 493,728.         | 171,490.  | 0                                     |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000  Yes  No 0

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| ATCH 16   |                     | 158,275.         |
| -----   |                     |                  |
| -----   |                     |                  |
| -----   |                     |                  |
| -----   |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . 0

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

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

**Part IX-B Summary of Program-Related Investments (see instructions)**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2   | Amount             |
|--|--------------------|
| 1 CLEANSTAR MOZAMBIQUE: INVESTMENT TO IMPROVE HEALTH OF LOW INCOME FAMILIES BY PROVIDING CLEAN BURNING ETHANOL BASED COOKSTOVE.  | 3,000,000.         |
| 2 LEAPFROG: INVESTMENT TO CREATE SOCIAL IMPACT GLOBALLY BY PROVIDING ACCESS TO QUALITY MICROINSURANCE PRODUCTS THAT ENABLE LOWER INCOME CLIENTS TO BETTER MANAGE RISK. | 2,215,173.         |
| All other program-related investments See instructions   |                    |
| 3 ATCH 17  | 8,291,432.         |
| <b>Total.</b> Add lines 1 through 3 . . . . .  | <b>13,506,605.</b> |

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

|          |   |           |              |
|----------|---|-----------|--------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |              |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 174,240,358. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 2,495,719.   |
| <b>c</b> | Fair market value of all other assets (see instructions)  | <b>1c</b> |              |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 176,736,077. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |              |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  |              |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 176,736,077. |
| <b>4</b> | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)   | <b>4</b>  | 2,651,041.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 174,085,036. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 8,704,252.   |

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

|           |   |           |             |
|-----------|---|-----------|-------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 8,704,252.  |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5  | <b>2a</b> | 136,601.    |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI)   | <b>2b</b> |             |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 136,601.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 8,567,651.  |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 1,813,420.  |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 10,381,071. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  |             |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 10,381,071. |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |             |
|----------|--|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26  | <b>1a</b> | 2,278,560.  |
| <b>b</b> | Program-related investments - total from Part IX-B   | <b>1b</b> | 13,506,605. |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |             |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the  |           |             |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |             |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> |             |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                     | <b>4</b>  | 15,785,165. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 136,601.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | <b>6</b>  | 15,648,564. |

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

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 . . . . .   |               |                            |             | 10,381,071. |
| 2 Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| a Enter amount for 2011 only . . . . .   |               |                            | 5,990,695.  |             |
| b Total for prior years 20 10, 20 09, 20 08 . . . . .  |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2012  |               |                            |             |             |
| a From 2007 . . . . .  |               |                            |             |             |
| b From 2008 . . . . .  |               |                            |             |             |
| c From 2009 . . . . .  |               |                            |             |             |
| d From 2010 . . . . .  |               |                            |             |             |
| e From 2011 . . . . .  |               |                            |             |             |
| f Total of lines 3a through e . . . . .  |               |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 15,785,165 . . . . .  |               |                            |             |             |
| a Applied to 2011, but not more than line 2a . . . . .   |               |                            | 5,990,695.  |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .  |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .  |               |                            |             |             |
| d Applied to 2012 distributable amount . . . . .   |               |                            |             | 9,794,470.  |
| e Remaining amount distributed out of corpus . . . . .   |               |                            |             |             |
| 5 Excess distributions carryover applied to 2012 . . . . .<br>(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  |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .  |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .  |               |                            |             |             |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            |             |             |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .  |               |                            |             | 586,601.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .  |               |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .  |               | 0                          |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2008 . . . . .   |               |                            |             |             |
| b Excess from 2009 . . . . .   |               |                            |             |             |
| c Excess from 2010 . . . . .   |               |                            |             |             |
| d Excess from 2011 . . . . .   |               |                            |             |             |
| e Excess from 2012 . . . . .   |               |                            |             |             |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
| 2a 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 instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

| Recipient   | 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)                 |   |                                |                                  |          |
| <p><b>a Paid during the year</b></p> <p>ATCH 18</p> |   |                                |                                  |          |
| <p><b>Total</b> . . . . .</p>                       |   |                                | ▶ <b>3a</b>                      | 168,140. |
| <p><b>b Approved for future payment</b></p>         |   |                                |                                  |          |
| <p><b>Total</b> . . . . .</p>                       |   |                                | ▶ <b>3b</b>                      | NONE     |





Schedule of Contributors

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

2012

|   |  |
|---|--|
| Name of the organization<br>SOROS ECONOMIC DEVELOPMENT FUND | Employer identification number<br>13-3965896 |
|---|--|

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SOROS ECONOMIC DEVELOPMENT FUND

Employer identification number  
13-3965896

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|---|----------------------------|---|
| 1          | OPEN SOCIETY INSTITUTE<br>224 WEST 57TH STREET<br>NEW YORK, NY 10019      | \$ 2,867,157.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| 2          | SOROS CHARITABLE FOUNDATION<br>224 WEST 57TH STREET<br>NEW YORK, NY 10019 | \$ 2,338,069.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |

Name of organization SOROS ECONOMIC DEVELOPMENT FUND

Employer identification number

13-3965896

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

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|---|--|----------------------|
| 2                         | UPON THE PLANNED DISSOLUTION OF THE SOROS CHARITABLE FOUNDATION (SCF), SCF CONTRIBUTED ITS NET ASSETS, PRIMARLY ITS INVESTMENT IN SAFE, INC., TO SEDF | \$ 2,338,069.                                  | VARIOUS              |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |
| ---                       | -----<br>-----<br>-----   | \$ -----                                       | -----                |

Name of organization **SOROS ECONOMIC DEVELOPMENT FUND**

Employer identification number

13-3965896

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

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

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

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

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**INTERNATIONAL REORGANIZATIONS**

**STATEMENT PURSUANT TO TREASURY REG. SECTION 1.351-3(a) BY SOROS ECONOMIC DEVELOPMENT FUND, EIN 13-3965896, A SIGNIFICANT TRANSFEROR**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$3,000,000 to CleanStar Mozambique Community Bioinnovation Limited ,no EIN, and received 4,505,696 shares in exchange. The transaction constituted a Section 351 transfer to CleanStar Mozambique Community Bioinnovation Limited for U.S. tax purposes.

(2) The contribution to \$3,000,000 to CleanStar Mozambique Community Bioinnovation Limited occurred on August 21, 2012.

(3) The contribution was part of a plan whereby Soros Economic Development Fund owned 19.1% of to CleanStar Mozambique Community Bioinnovation Limited after the contribution.

(4) The aggregate fair market value of the cash contributed was \$3,000,000.

(5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**INTERNATIONAL REORGANIZATIONS**

**STATEMENT PURSUANT TO TREASURY REG. SECTION 1.351-3(a) BY SOROS  
ECONOMIC DEVELOPMENT FUND, EIN 13-3965896, A SIGNIFICANT  
TRANSFEROR**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$15,001 to Injaro Agricultural Venture Capital Limited, no EIN, and received 414,725 shares in exchange. The transaction constituted a Section 351 transfer to Injaro Agricultural Venture Capital Limited for U.S. tax purposes.

(2) The contribution to Injaro Agricultural Venture Capital Limited occurred on August 8, 2012.

(3) The contribution was part of a plan whereby Soros Economic Development Fund owned 29.1% of Injaro Agricultural Venture Capital Limited after the contribution.

(4) The aggregate fair market value of the cash contributed was \$15,001.

(5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**INTERNATIONAL REORGANIZATIONS**

**STATEMENT PURSUANT TO TREASURY REG. SECTION 1.351-3(a) BY SOROS  
ECONOMIC DEVELOPMENT FUND, EIN 13-3965896, A SIGNIFICANT  
TRANSFEROR**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$837,016 to Injaro West Africa Agricultural Investments Ltd., no EIN, and received 837,016 shares in exchange. The transaction constituted a Section 351 transfer to Injaro West Africa Agricultural Investments Ltd. for U.S. tax purposes.

(2) The contribution to Injaro West Africa Agricultural Investments Ltd. occurred on June 30, 2012.

(3) The contribution was part of a plan whereby Soros Economic Development Fund owned 29.1% of Injaro West Africa Agricultural Investments Ltd. after the contribution.

(4) The aggregate fair market value of the cash contributed was \$837,016.

(5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**INTERNATIONAL REORGANIZATIONS**

**STATEMENT PURSUANT TO TREASURY REG. SECTION 1.351-3(a) BY SOROS  
ECONOMIC DEVELOPMENT FUND, EIN 13-3965896, A SIGNIFICANT  
TRANSFEROR**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$39,867 to West Africa SME Growth Fund, no EIN, and received 3,903 shares in exchange. The transaction constituted a Section 351 transfer to West Africa SME Growth Fund for U.S. tax purposes.

(2) The contribution to West Africa SME Growth Fund occurred on October 15, 2012.

(3) The contribution was part of a plan whereby Soros Economic Development Fund owned 29.1% of West Africa SME Growth Fund after the contribution.

(4) The aggregate fair market value of the cash contributed was \$39,867.

(5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**INTERNATIONAL REORGANIZATIONS**

**STATEMENT PURSUANT TO TREASURY REG. SECTION 1.351-3(a) BY SOROS  
ECONOMIC DEVELOPMENT FUND, EIN 13-3965896, A SIGNIFICANT  
TRANSFEROR**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$498,853 to Esoko Networks Limited no EIN, and received 87,000 shares in exchange. The transaction constituted a Section 351 transfer to Esoko Networks Limited for U.S. tax purposes.

(2) The contribution to Esoko Networks Limited. occurred on October 31, 2012.

(3) The contribution was part of a plan whereby Soros Economic Development Fund owned 15.3% of to Esoko Networks Limited after the contribution.

(4) The aggregate fair market value of the cash contributed was \$498,853.

(5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$65,000 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Fanisi Venture Capital Fund S.A. for U.S. tax purposes

(2) The Contribution to Fanisi Venture Capital Fund S.A. occurred on November 30, 2012.

(3) The aggregate fair market Value of the cash contribution was \$65,000.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$60,000 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Fanisi Venture Capital Fund S.A. for U.S. tax purposes

(2) The Contribution to Fanisi Venture Capital Fund S.A. occurred on December 21, 2012.

(3) The aggregate fair market Value of the cash contribution was \$60,000.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$37,500 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Fanisi Venture Capital Fund S.A. for U.S. tax purposes

(2) The Contribution to Fanisi Venture Capital Fund S.A. occurred on March 31, 2012.

(3) The aggregate fair market Value of the cash contribution was \$37,500.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$37,500 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Fanisi Venture Capital Fund S.A. for U.S. tax purposes

(2) The Contribution to Fanisi Venture Capital Fund S.A. occurred on June 30, 2012.

(3) The aggregate fair market Value of the cash contribution was \$37,500.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$37,500 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Fanisi Venture Capital Fund S.A. for U.S. tax purposes

(2) The Contribution to Fanisi Venture Capital Fund S.A. occurred on September 21, 2012.

(3) The aggregate fair market Value of the cash contribution was \$37,500.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$309,578 to Ignia Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Ignia Fund I, L.P. occurred on December 6, 2012.

(3) The aggregate fair market Value of the cash contribution was \$309,578.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$192,964 to Ignia Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Ignia Fund I, L.P. occurred on January 31, 2012.

(3) The aggregate fair market Value of the cash contribution was \$192,964.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$107,310 to Ignia Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Ignia Fund I, L.P. occurred on February 29, 2012.

(3) The aggregate fair market Value of the cash contribution was \$107,310.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$158,268 to Ignia Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Ignia Fund I, L.P. occurred on June 30, 2012.

(3) The aggregate fair market Value of the cash contribution was \$158,268.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$101,806 to Ignia Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Ignia Fund I, L.P. occurred on August 15, 2012.

(3) The aggregate fair market Value of the cash contribution was \$101,806.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$97,865 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contribution to LeapFrog Financial Inclusion Fund occurred on February 29, 2012.

(3) The aggregate fair market Value of the cash contribution was \$97,865.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$285,047 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contribution to LeapFrog Financial Inclusion Fund occurred on April 30, 2012.

(3) The aggregate fair market Value of the cash contribution was \$285,047.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$94,743 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contribution to LeapFrog Financial Inclusion Fund occurred on June 30, 2012.

(3) The aggregate fair market Value of the cash contribution was \$94,743.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$179,185.51 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contribution to LeapFrog Financial Inclusion Fund occurred on July 31, 2012.

(3) The aggregate fair market Value of the cash contribution was \$179,185.51.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**  
**2012 Return of Private Foundation**  
**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$238,418 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contribution to LeapFrog Financial Inclusion Fund occurred on September 14, 2012.

(3) The aggregate fair market Value of the cash contribution was \$238,418.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

**Soros Economic Development Fund**

**2012 Return of Private Foundation**

**International Reorganizations**

**Statement Pursuant to Treasury Reg. Section 1.721-1(a) by Soros Economic Development Fund, EIN 13-3965896, a significant transferor**

(1) Transferor and Transferee Corporations:

Soros Economic Development Fund, EIN 13-3965896, contributed \$700,000 to Siraj Palestine Fund I, L.P., EIN ForeignUS, and received an equity interest in the exchange. The transaction constituted a Section 721 transfer to Siraj Palestine Fund I, L.P. for U.S. tax purposes

(2) The Contribution to Siraj Palestine Fund I occurred on May 31, 2012.

(3) The aggregate fair market Value of the cash contribution was \$700,000.

(4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|---|---|-----------------------------|
| INTEREST ON PROGRAM RELATED INVESTMENTS | 1,228,322.                              | 1,228,322.                  |
| EQUITY LOSS OF INVESTEE                 | -801,335.                               | 419,956.                    |
| LOSS OF DISPOSAL OF EQUITY INTEREST     | -1,395,000.                             |                             |
| LOSS ON FOREIGN CURRENCY TRANSACTIONS   | -301,067.                               |                             |
| OTHER INCOME                            | 20,000.                                 |                             |
| PARTNERSHIP INCOME/LOSS - K-1S          |   | -689,660.                   |
| TOTALS                                  | <u>-1,249,080.</u>                      | <u>958,618.</u>             |

ATTACHMENT 2

FORM 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         | 168,231.                              |                              |                            | 167,616.                   |
| TOTALS             | <u>168,231.</u>                       |                              |                            | <u>167,616.</u>            |

ATTACHMENT 3

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> |
|--------------------|---------------------------------------|------------------------------|----------------------------|----------------------------|
| ACCOUNTING FEES    | 63,005.                               |                              |                            | 103,826.                   |
| TOTALS             | <u>63,005.</u>                        |                              |                            | <u>103,826.</u>            |

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---|--------------------------------|
| PROF SVCS - SERVICE AGREEMENT | 1,533,785.  | 671,986.                       |
| BENEFITS - SERVICE AGREEMENT  | 777,438.  | 350,388.                       |
| CONSULTING FEES               | 92,013.   | 99,161.                        |
| OTHER PROFESSIONAL FEES       | 51,671.   | 22,744.                        |
| PROFESSIONAL SERVICES         | 1,700.  | 1,700.                         |
| TOTALS                        | <u>2,456,607.</u>                                 | <u>1,145,979.</u>              |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>   | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|----------------------|---|--------------------------------|
| FEDERAL EXCISE TAXES | 400,822.  |                                |
| TOTALS               | <u>400,822.</u>                                   |                                |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|----------------------------|---|--------------------------------|
| OFFICE SUPPLIES            | 4,218.  | 4,881.                         |
| PRINTING/COPYING           | 5,196.  | 5,000.                         |
| SUBSCRIPTIONS/MEDIA        | 385.  | 661.                           |
| TELECOMMUNICATIONS         | 28,963.   | 24,569.                        |
| DUES AND FEES              | 8,280.  | 8,048.                         |
| LIABILITY INSURANCE        | 20,064.   | 18,946.                        |
| OTHER EXPENSES             | 280,593.  | 296,600.                       |
| PROVISION FOR LOSSES - PRI | 2,885,122.  |                                |
| NATEXIS BLEICROEDER FEE    | 22,329.   | 28,718.                        |
| BK CHGS AND LTR OF CREDIT  | 22,153.   | 21,034.                        |
| STAFF RELATED EVENTS       | 5,252.  | 4,900.                         |
| CLEANING/MAINTENANCE       | 12,243.   | 6,348.                         |
| SMALL EQUIPMENT PURCHASES  | 1,198.  | 102.                           |
| SHIPPING/DELIVERY          | 4,775.  | 2,514.                         |
| <b>TOTALS</b>              | <u><u>3,300,771.</u></u>                          | <u><u>422,321.</u></u>         |

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| QUANTUM ENDOWMENT FUND CLASS C | 175,541,785.                    | 181,346,274.                 | 181,346,274.          |
| TOTALS                         | <u>175,541,785.</u>             | <u>181,346,274.</u>          | <u>181,346,274.</u>   |

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u>                           | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--|---------------------------------|------------------------------|-----------------------|
| FUND INVESTMENTS:                            |                                 |                              |                       |
| MANOCAP SOROS FUND                           | 3,860,088.                      | 3,381,719.                   | 3,381,719.            |
| FANISI LP                                    | 772,106.                        | 801,300.                     | 801,300.              |
| IGNIA FUND I, L.P., CANADA                   | 1,540,990.                      | 2,613,242.                   | 2,613,242.            |
| INJARO WEST AFRICA                           |                                 | 689,511.                     | 689,511.              |
| SONG GROWTH CO.                              | 2,804,892.                      | 2,645,775.                   | 2,645,775.            |
| LEAPFROG                                     | 1,719,571.                      | 4,008,597.                   | 4,008,597.            |
| MIDDLE EAST VENTURE CAPITAL<br>FUND          | 34,016.                         | 191,849.                     | 191,849.              |
| SIRAJ PALESTINE FUND I, LP                   | 873,225.                        | 1,471,754.                   | 1,471,754.            |
| EQUITY INVESTMENTS, AT EQUITY:               |                                 |                              |                       |
| BRAC LIBERIA<br>CO. LTD                      | 979,257.                        | 839,484.                     | 839,484.              |
| BRAC, SIERRA LEONE                           | 853,656.                        | 636,520.                     | 636,520.              |
| BROAD COVE ECOHOMES LIBERIA                  | 274,016.                        | 274,016.                     | 274,016.              |
| MIKROFOND BULGARIA                           | 580,129.                        | 591,640.                     | 591,640.              |
| SONG INVESTMENT MANAGEMENT                   | 2,085.                          | 29,939.                      | 29,939.               |
| SOUTH AFRICA FINANCING ENTERP.               | 345,584.                        | 676,139.                     | 676,139.              |
| UNION TRUST BANK, SIERRA LEONE               | 2,318,558.                      | 2,561,430.                   | 2,561,430.            |
| EQUITY INVESTMENTS, AT COST:                 |                                 |                              |                       |
| CLEANSTAR MOZAMBIQUE                         |                                 | 3,000,000.                   | 3,000,000.            |
| ESOKO NETWORKS LIMITED                       | 751,147.                        | 1,250,000.                   | 1,250,000.            |
| MI-BANCO, PANAMA                             | 25,000.                         | 25,000.                      | 25,000.               |
| MICROINVEST, MOLDOVA                         | 936,571.                        | 921,991.                     | 921,991.              |
| SOURCE TRACE SYSTEMS, INC<br>LOANS, AT COST: | 1,350,000.                      |                              |                       |
| ACME, HAITI                                  | 750,000.                        | 600,000.                     | 600,000.              |
| CENTRAL AFRICA BUILDING SOC.                 | 203,500.                        | 2,180,000.                   | 2,180,000.            |
| EAST WEST MANAGEMENT                         | 1,000,000.                      | 1,000,000.                   | 1,000,000.            |
| ECONOMIC DEVELOPMENT CENTER                  | 700,000.                        |                              |                       |
| DSM CORRIDOR GROUP                           |                                 | 800,000.                     | 800,000.              |
| CODEVI                                       | 3,000,000.                      | 2,500,000.                   | 2,500,000.            |
| JUHUDI KILIMO                                |                                 | 527,403.                     | 527,403.              |

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| FAST AFRICA                    | 45,000.                         | 25,020.                      | 25,020.               |
| FOUNDATION HORIZONTI           | 258,570.                        | 264,296.                     | 264,296.              |
| MIKROHITEL, HUNGARY            | 451,613.                        | 451,613.                     | 451,613.              |
| MEDICAL CREDIT FUND            |                                 | 225,000.                     | 225,000.              |
| NURCHA, SOUTH AFRICA           | 7,572,950.                      | 7,264,782.                   | 7,264,782.            |
| NET PRESENT VALUE OF PRI'S     | -1,124,504.                     | -814,562.                    | -814,562.             |
| SELECT AFRICA                  | 2,997,646.                      | 2,997,646.                   | 2,997,646.            |
| SOUTH AFRICA FINANCING ENTERP. | 2,000,000.                      | 4,000,000.                   | 4,000,000.            |
| SOURCE TRACE SYSTEMS, INC      |                                 | 100,000.                     | 100,000.              |
| UNION TRUST BANK LTD           | 2,500,000.                      | 2,500,000.                   | 2,500,000.            |
| DEPOSITS:                      |                                 |                              |                       |
| CO-OPERATIVE BANK OF KENYA     |                                 | 233,333.                     | 233,333.              |
| EXPORT AND CREDIT BANK, INC.   | 34,388.                         | 33,870.                      | 33,870.               |
| GUARANTEE ISSUED:              |                                 |                              |                       |
| SAFE                           |                                 | 1,390,000.                   | 1,390,000.            |
| ALLOWANCE FOR EST. LOSSES ON   |                                 |                              |                       |
| PROGRAM RELATED INVESTMENTS    | -3,552,132.                     | -5,962,254.                  | -5,962,254.           |
| <b>TOTALS</b>                  | <u>36,857,922.</u>              | <u>46,926,053.</u>           | <u>46,926,053.</u>    |

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
|--------------------------------|---------------------------------|------------------------------|
| DEFERRED FEDERAL EXCISE TAXES  | 1,945,218.                      | 2,061,308.                   |
| ALLOWANCE FOR ESTIMATED LOSSES | 300,000.                        | 1,760,000.                   |
| LINE OF CREDIT                 | 5,300,000.                      | 4,300,000.                   |
| TOTALS                         | <u>7,545,218.</u>               | <u>8,121,308.</u>            |

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u>                | <u>AMOUNT</u>     |
|-----------------------------------|-------------------|
| INPUTED INTEREST INCOME           | 273,330.          |
| UNREALIZED GAINS ON INVESTMENTS   | 5,804,489.        |
| FOREIGN CURRENCY TRANSLATION GAIN | 25,023.           |
| ROUNDING                          | 5.                |
| TOTAL                             | <u>6,102,847.</u> |

ATTACHMENT 11FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: MANOCAP SOROS FUND LLC  
CONTROLLED ENTITY'S ADDRESS: C/O TRIDENT TRUST COMPANY LTD.  
CITY, STATE & ZIP:  
FOREIGN PROVINCE: PORT LOUIS  
FOREIGN COUNTRY: MAURITIUS  
EIN: 99-99999999  
TRANSFER AMOUNT:  
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:  
THERE WERE NO TRANSFERS FROM/TO MANOCAP SOROS FUND LLC

CONTROLLED ENTITY'S NAME: SOUTH AFRICA FINANCING ENTERPRISE, INC.  
CONTROLLED ENTITY'S ADDRESS: 400 WEST 59TH STREET  
CITY, STATE & ZIP: NEW YORK, NY 10019  
EIN: 54-2078968  
TRANSFER AMOUNT:  
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:  
THERE WERE NO TRANSFERS FROM/TO SOUTH AFRICA FINANCING ENTERPRISE, INC.

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

MAURITIUS  
MACEDONIA

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

**Equity Investments**

| PRI Recipient  | Date of PRI | Purpose  | Total amount of PRI         | Amount Expended in 2012 | Amount disbursed by SEDF since inception | Knowledge of Diversion? | Report Received |
|--|-------------|--|-----------------------------|-------------------------|--|-------------------------|-----------------|
| South Africa Financing Enterprise (SAFE)<br>400 West 59th Street<br>New York, NY 10019               | 1/10/2003   | Equity investment in a Delaware special purpose vehicle to (i) help provide affordable housing for low-income people in South Africa, and (ii) provide capital to small, emerging developers and contractors that would otherwise not have access to such capital. | U S \$1,050,000             | U.S. \$525,000          | U.S. \$1,050,000                         | No                      | 3/1/13          |
| Corporación Micro-Financiera Nacional S A<br>Apartado Postal 0832-1174<br>WTC<br>Panama City, PANAMA | 2/27/2003   | Equity in Panamanian corporation organized as a sociedad anónima to support micro-lending and other financial services to low income and disenfranchised people who would otherwise not have access to financial services.   | U.S. \$25,000               | U S \$0                 | U.S. \$25,000                            | No                      | 10/27/12        |
| Microinvest LLC<br>16, Puskin str<br>Chisinau, MD-2012<br>Moldova                                    | 12/03/2007  | Equity investment in Moldovan non-banking financial institution to expand and strengthen the microfinance program serving rural and per-urban communities in Moldova   | U.S. \$742,307 <sup>1</sup> | U.S. \$0                | U.S. \$800,997 <sup>2</sup>              | No                      | 3/25/13         |

<sup>1</sup> The original PRI commitment was made in Moldovan Lei (MDL 8,250,000). The U S dollar amount is provided for information purposes and is calculated as of the date of the PRI agreement at the exchange rate of US\$1 00 to MDL 11, 11400

<sup>2</sup> While the obligation was in a foreign currency, the US dollar amount reflects the amount of US dollars actually disbursed to satisfy such a foreign currency obligation

## SOROS ECONOMIC DEVELOPMENT FUND (SEDF)

### Grants and Program-Related Investments

#### Expenditure Responsibility Report, 2012

|   |            |  |                             |                |                             |    |         |
|---|------------|--|-----------------------------|----------------|-----------------------------|----|---------|
| Microinvest LLC<br>16, Puskun str<br>Chusinai, MD-2012<br>Moldova                         | 10/19/2010 | Equity investment in Moldovan non-banking financial institution to expand and strengthen the microfinance program serving rural and per-urban communities in Moldova   | U S \$255,500               | U S \$0        | U.S. \$255,500              | No | 3/25/13 |
| Mikrofond E.A.D.<br>118-120 Kirl i Metodu str.<br>Sofia 120<br>Bulgaria                   | 12/12/2007 | Equity investment in Bulgarian non-banking financial institution to purchase 9,779 shares of Mikrofond EAD to expand its lending activities to marginalized communities in Bulgaria  | U.S. \$735,400 <sup>3</sup> | U.S. \$0       | U.S. \$803,577 <sup>4</sup> | No | 5/2/13  |
| SONG Growth Company<br>Walkers House,<br>PO Box 265<br>Grand Cayman<br>Cayman Islands     | 6/25/2008  | Equity investment in fund to advance the social objective of increasing economic opportunities and job creation for low-income persons in India and revitalizing distressed communities by investing in small and medium enterprises (SMEs) and sectors that do not have access to funding on economically feasible terms. | U S \$6,000,000             | U S \$0        | U S \$2,978,275             | No | 4/11/13 |
| SONG Investment Company<br>Level 3, Alexander House,<br>35 Cybercity,<br>Ebene, Mauritius | 5/7/2012   | Equity investment in fund to advance the social objective of increasing economic opportunities and job creation for low-income persons in India and revitalizing distressed communities by investing in  | U S \$6,000,000             | U.S. \$681,174 | U.S. \$681,174              | No | 3/29/13 |

<sup>3</sup> The original PRI commitment was made in Euros (EUR €500,000) The U.S. dollar amount is provided for information purposes and is calculated as of the date of the PRI agreement at the exchange rate of EUR€1 47080 to US\$1.00

<sup>4</sup> While the obligation was in a foreign currency, the US dollar amount reflects the amount of US dollars actually disbursed to satisfy such a foreign currency obligation

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

|  |            | small and medium enterprises (SMEs) and sectors that do not have access to funding on economically feasible terms  |                  |                |                  |    |  |         |  |
|--|------------|--|------------------|----------------|------------------|----|--|---------|--|
| SONG Investment Management Company<br>Level 3, Alexander House,<br>35 Cybercity,<br>Ebene, Mauritius         | 12/17/2008 | Equity investment in fund to provide non-binding investment advice and recommendations to SONG with respect to terms, conditions and types of investments in SMEs in India | U.S. \$24,000    | U.S. \$0       | U.S. \$24,000    | No |  | 3/29/13 |  |
| ManoCap Soros Fund<br>5th Floor, Barkly Wharf<br>Le Caudan Waterfront,<br>Port Louis, Mauritius              | 4/15/2009  | Equity investment in fund to increase economic opportunities and job creation for low-income persons and to revitalize distressed communities in Sierra Leone.             | U.S. \$5,000,000 | U.S. \$0       | U.S. \$5,000,000 | No |  | 3/21/13 |  |
| BRAC Microfinance Sierra Leone Limited<br>2 Claudette Drive Lumley<br>Freetown, Sierra Leone                 | 12/14/2008 | Equity investment in microfinance institution to increase economic opportunities and job creation for low-income persons in Sierra Leone                                   | U.S. \$998,655   | U.S. \$0       | U.S. \$998,655   | No |  | 4/18/13 |  |
| BRAC Liberia<br>Microfinance Company<br>Arwinna House, S.D<br>Paynesville P.O. Box 2549<br>Monrovia, Liberia | 12/31/2008 | Equity investment in microfinance institution to increase economic opportunities and job creation for low-income persons in Liberia  | U.S. \$998,655   | U.S. \$0       | U.S. \$998,655   | No |  | 4/18/13 |  |
| Ignia Fund LLP<br>Av Ricardo Margán 575<br>Parque Corporativo Santa<br>Engracia                              | 05/04/2009 | Equity investment in fund to alleviate poverty and community deterioration in Mexico by investing in   | U.S. \$5,000,000 | U.S. \$869,927 | U.S. \$3,481,517 | No |  | 3/24/13 |  |

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

|  |            |   |                  |                |                  |    |         |  |  |
|--|------------|---|------------------|----------------|------------------|----|---------|--|--|
| San Pedro Garza García,<br>N.L. 66267 México   |            | commercial enterprises serving the base of the socio-economic pyramid   |                  |                |                  |    |         |  |  |
| Union Trust Bank<br>Lightfoot Boston Street<br>PMB 1237<br>Freetown,<br>Sierra Leone                             | 11/18/2009 | Equity investment in Sierra Leone bank to increase economic opportunities and job creation for low-income persons and to revitalize distressed communities in Sierra Leone through its SME and agriculture programs   | U.S. \$1,939,443 | U.S. \$0       | U.S. \$1,939,443 | No | 4/9/13  |  |  |
| Esoko Networks Limited<br>c/o DYOS Ltd<br>10 <sup>th</sup> Floor Raffles Tower,<br>Cybercity, Ebene<br>Mauritius | 6/15/2010  | Equity investment in LLC which owns and manages an internet and mobile-based information software platform for farmers, traders, agricultural processors and other stakeholders that improve their access to market information and help them better manage their businesses        | U.S. \$1,250,000 | U.S. \$498,854 | U.S. \$1,250,000 | No | 3/4/13  |  |  |
| Fansi Venture Capital<br>Fund<br>2, Boulevard Konrad<br>Adenauer<br>L-1115 Luxembourg<br>LUXEMBOURG              | 6/2/2010   | Equity investment in fund to provide financing and unique capacity development assistance that will add substantial value to SMEs located in East Africa in order to increase economic opportunities and job creation for low-income persons and revitalize distressed communities. | U.S. \$5,000,000 | U.S. \$237,500 | U.S. \$1,848,248 | No | 8/12/13 |  |  |

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)  
Grants and Program-Related Investments  
Expenditure Responsibility Report, 2012**

|  |            |  |                 |                 |                  |    |         |
|--|------------|--|-----------------|-----------------|------------------|----|---------|
| LeapFrog Financial<br>Inclusion Fund<br>18N FR FELIX VAL ST,<br>4 F, UNIC CTR<br>PORT LOUIS<br>MAURITIUS                         | 5/3/2010   | Equity investment in fund to create social impact globally by providing access to quality microinsurance products that enable lower income clients to better manage risk.  | U.S \$7,000,000 | U.S \$2,215,172 | U.S. \$4,358,608 | No | 5/17/13 |
| Source Trace Systems Inc<br>830 Menlo Avenue,<br>Suite 105<br>Menlo Park CA 94025<br>UNITED STATES                               | 12/13/2010 | Equity investment in a double bottom line technology company that allows microfinance and agricultural companies in emerging markets to provide services to poor and low-income persons in rural areas affordably and reliably   | U.S \$1,800,000 | U.S \$450,000   | U.S \$1,800,000  | No | 8/14/13 |
| Broad Cove Ecobomes<br>Liberia, Inc.<br>2029 K Street NW 7 floor<br>Washington DC 20006  | 10/29/2010 | Equity investment in construction company to develop affordable housing that can be used to alleviate the housing shortage that currently confronts Liberia's growing urban population   | U.S \$400,000   | U.S \$0         | U.S \$400,000    | No | 5/7/13  |
| Middle East Venture<br>Capital Fund<br>13 Zarhun St, Bldg B, 1 <sup>st</sup><br>Floor<br>P O. Box 4369<br>Ra'anana 43657, Israel | 2/21/2011  | Equity investment in fund to spur the economic revitalization of the Palestinian Territories by providing seed and early-stage financing to SMEs located in this distressed region in order to increase economic opportunities, stability and security for the residents thereof and to create jobs within the Palestinian Territories for Palestinians, with an emphasis on those | U.S \$5,000,000 | U.S \$300,000   | U.S \$500,000    | No | 4/3/13  |

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

|   |                  |  |                        |                      |                        |           |                |
|---|------------------|--|------------------------|----------------------|------------------------|-----------|----------------|
| <p>Siraj Palestine Fund<br/>         UGLAND HOUSE, PO<br/>         BOX 309<br/>         KY1-1104, Cayman<br/>         Islands</p>   | <p>1/28/2011</p> | <p>individuals who are unemployed, underemployed, returning from the Palestinian Diaspora or who otherwise might have opportunities to work outside the Palestinian Territories</p>  | <p>U.S \$7,000,000</p> | <p>U.S \$700,000</p> | <p>U.S \$1,750,000</p> | <p>No</p> | <p>4/10/13</p> |
| <p>Injaro West Africa<br/>         Agricultural Investments<br/>         Limited<br/>         CKLB International<br/>         Management Ltd<br/>         PO Box 80, Felix House<br/>         24 Dr Joseph Riviere<br/>         Street<br/>         Port Louis, Mauritius</p> | <p>5/25/2012</p> | <p>Equity investment in fund to carryout investment activities for advancing the social objectives of alleviating poverty and revitalizing distressed regions in West Africa Injaro makes investments in debt, quasi-equity, and equity in small-and medium-sized enterprises along the agricultural value chain in designated countries of West Africa The agriculture value chain encompasses the full range of activities and participants involved in moving agricultural products from input suppliers to farmers \ ' fields, and ultimately, to consumers \ ' tables</p> | <p>U.S \$5,000,000</p> | <p>U.S \$837,016</p> | <p>U.S \$837,016</p>   | <p>No</p> | <p>8/15/13</p> |

## SOROS ECONOMIC DEVELOPMENT FUND (SEDF)

### Grants and Program-Related Investments Expenditure Responsibility Report, 2012

|   |          |  |                  |                  |                  |    |         |
|---|----------|--|------------------|------------------|------------------|----|---------|
| CleanStar Mozambique<br>Trident Chambers, PO<br>Box 146, Road Town,<br>Tortola,<br>British Virgin Islands | 8/8/2012 | Equity investment in integrated food, energy and forest protection business which retails clean cook stoves and bottled ethanol-based cooking fuel to low-income households in Mozambique's capital Maputo, as a safe and affordable alternative to charcoal | U.S. \$3,000,000 | U.S. \$3,000,000 | U.S. \$3,000,000 | No | 7/17/13 |
|---|----------|--|------------------|------------------|------------------|----|---------|

### Deposits

| PRI Recipient  | Date of PRI | Purpose  | Total amount of PRI         | Amount Expended in 2012 | Amount disbursed by SEDF since inception | Knowledge of Diversion? | Report Received |
|--|-------------|--|-----------------------------|-------------------------|--|-------------------------|-----------------|
| Export and Credit Bank<br>Str 11 Oktomvri No 8<br>POB 421<br>91000 Skopje, Macedonia | 3/15/1999   | Deposit in Macedonian Bank to guarantee a lending program for farmers and micro-enterprises in rural Macedonia | U.S. \$500,000 <sup>5</sup> | U.S. \$0                | U.S. \$521,304 <sup>6</sup>              | No                      | 5/11/11         |

<sup>5</sup> The PRI commitment was originally US \$500,000 but the outstanding balance in the deposit and the remaining commitment were subsequently amended to total EUR €534,000 on May 15, 2002.

<sup>6</sup> The US dollar amount reflects the amount of US dollars actually disbursed since the inception of the PRI including those US dollars that were used to pay the foreign currency obligation when the original obligation was changed from US dollars to Euros.

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**

**Grants and Program-Related Investments  
Expenditure Responsibility Report, 2012**

|   |           |   |                             |                |                             |    |         |
|---|-----------|---|-----------------------------|----------------|-----------------------------|----|---------|
|   | 3/15/2004 | Additional deposit in Macedonian Bank to guarantee a lending program for farmers and micro-enterprises in rural Macedonia   | U.S. \$305,950 <sup>7</sup> | U.S. \$0       | U.S. \$338,277 <sup>8</sup> | No | 7/31/13 |
| The Co-operative Bank of Kenya<br>Co-operative Bank House<br>Hale Selassie Avenue,<br>P O Box 48231 – 00100<br>City Square, Nairobi | 5/15/2012 | Deposit in Kenyan bank to provide funds to the Co-operative Bank of Kenya in order for the bank to issue a \$1 million credit facility to agricultural activities directly related to the Millennium Village Project to support its micro- and small-business lending activities aimed at providing financial services to the low-income population | U.S. \$700,000              | U.S. \$233,333 | U.S. \$233,333              | No | 7/31/13 |

<sup>7</sup> The original PRI commitment was made in Euros (EUR €250,000). The U.S. dollar amount is provided for information purposes and is calculated as of the date of the PRI agreement at the exchange rate of EUR€0 81712 to US\$1 00

<sup>8</sup> While the obligation was in a foreign currency, the US dollar amount reflects the amount of US dollars actually disbursed since the inception of the PRI to satisfy such foreign currency obligation.

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

**Loans**

| PRI Recipient  | Date of PRI | Purpose  | Total amount of PRI | Amount Expended in 2011 | Amount disbursed by SEDF since inception | Knowledge of Diversion? | Report Received |
|--|-------------|--|---------------------|-------------------------|--|-------------------------|-----------------|
| Center for Economic Development (CDE)<br>Calea Victoriei 155, bl. D1 sc. 6, et. 2, P.B. 22-196, Bucharest, Romania | 3/2/2001    | Loan to a Romanian NGO to finance programs that enable private farms and individual entrepreneurs to access financing on terms not otherwise commercially available in deteriorated and economically depressed parts of Romania. | U.S. \$2,000,000    | U.S. \$0                | U.S. \$2,000,000                         | No                      | 4/12/13         |
| Center for Economic Development (CDE)<br>Calea Victoriei 155, bl. D1 sc. 6, et. 2, P.B. 22-196, Bucharest, Romania | 12/12/2005  | Additional loan to secure a \$7 million loan from the Romanian Ministry of Labor to expand the Center's micro-lending program in depressed regions of Romania.   | U.S. \$700,000      | U.S. \$0                | U.S. \$700,000                           | No                      | 4/12/13         |
| Fast Africa Limited<br>Old Field Road<br>Bocam Park<br>Pencoed, CF35 5LJ<br>United Kingdom                         | 7/19/2009   | Loan to provide start up capital for feasibility study to review the business development services market as well as the suppliers of information technology services in Sub-Saharan Africa.                                     | U.S. \$45,000       | U.S. \$0                | U.S. \$45,000                            | No                      | 7/30/13         |

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)  
Grants and Program-Related Investments  
Expenditure Responsibility Report, 2012**

| Association pour la Coopération avec la Micro-Entreprise (ACME)<br>11 rue Bois Patate<br>Port-au-Prince, Haiti | 11/20/2007 | Loan to not-for profit micro-lender in Haiti to expand its microfinance activities outside of the capital city and transform into a joint-stock company.   | U.S. \$1,000,000 | U.S. \$0       | U.S. \$1,000,000 | No | 8/31/13   |
|--|------------|--|------------------|----------------|------------------|----|-----------|
| Juhudi Kilimo<br>7th Floor K-Rep Centre,<br>Wood Avenue, Kilimanjaro,<br>Nairobi, Kenya 00100                  | 3/23/2012  | Convertible loan to a finance company that provides asset-based financing to smallholder farmers and rural small and medium enterprises in Kenya   | U.S. \$1,200,000 | U.S. \$544,148 | U.S. \$544,148   | No | 5/16/13   |
| DSM Corridor Group Ltd<br>P.O. Box 50163<br>Dar es Salaam<br>Tanzania  | 12/18/2012 | Loan to logistics, warehousing, and transportation services company operating in the Port of Dar es Salaam in Tanzania to expand its operations in order to create jobs and generate income for the low-income people and increase food security in East Africa by opening new inland markets, increasing availability and reducing the cost of agricultural goods | U.S. \$2,000,000 | U.S. \$800,000 | U.S. \$800,000   | No | 3/26/13   |
| Medical Credit Fund<br>Trinity Building C<br>Pietersbergweg 17<br>1105 BM Amsterdam<br>The Netherlands         | 10/30/2012 | Loan to a non-profit health investment fund to strengthen and upgrade their operations in order to enhance access to affordable quality healthcare for low-income persons in Africa  | U.S. \$1,500,000 | U.S. \$225,000 | U.S. \$225,000   | No | 3/18/2013 |

## SOROS ECONOMIC DEVELOPMENT FUND (SEDF)

### Grants and Program-Related Investments Expenditure Responsibility Report, 2012

|  |            |  |                             |                  |                  |    |           |
|--|------------|--|-----------------------------|------------------|------------------|----|-----------|
| South Africa Financing Enterprise (SAFE)<br>400 West 59 <sup>th</sup> Street<br>New York, NY 10019 | 1/10/2003  | Loan to a special purpose vehicle to: (i) help provide affordable housing for low-income people in South Africa, and (ii) provide capital to small, emerging developers and contractors that would otherwise not have access to such capital | U.S. \$2,000,000            | U.S. \$2,000,000 | U.S. \$4,000,000 | No | 2/13/13   |
| Mikrohitei<br>14 Pozsonyi<br>1137 Budapest<br>Hungary  | 12/15/2006 | Loan to Hungarian micro-finance company to support its lending program to offer bridge loans for not-for-profit organizations administering European Commission TANODA program   | U.S. \$500,000              | U.S. \$0         | U.S. \$500,000   | No | 3/9/12    |
| Horizonti<br>Rampo Levkata 14<br>Skopje, Macedonia   | 2/25/2010  | Loan to expand and strengthen the capital base of Horizonti in the peri-urban and rural communities in Macedonia by linking the program with a local commercial bank and diversifying its loan capital                                       | U.S. \$282,380 <sup>9</sup> | U.S. \$0         | U.S. \$282,380   | No | 3/20/2013 |
| Union Trust Bank<br>Lightfoot Boston Street<br>PMB 1237<br>Freetown Sierra Leone                   | 11/18/2009 | Loan to support SME and agricultural lending program in Sierra Leone bank to increase economic opportunities and job creation for low-income persons and to revitalize distressed communities in Sierra                                      | U.S. \$2,500,000            | U.S. \$0         | U.S. \$2,500,000 | No | 9/4/13    |

<sup>9</sup> The original PRI commitment was made in Euros (EUR €200,000). The U.S. dollar amount is provided for information purposes and is calculated as of the date of the PRI agreement at the exchange rate of EUR€0.71 to US\$1.00

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)  
Grants and Program-Related Investments  
Expenditure Responsibility Report, 2012**

|  |                  |   |                         |                         |                         |           |                |
|--|------------------|---|-------------------------|-------------------------|-------------------------|-----------|----------------|
| <p>International Finance Corporation<br/>2121 Pennsylvania Ave NW<br/>Washington DC 20433<br/>UNITED STATES</p>  | <p>5/18/2010</p> | <p>Loan to provide a debt facility to CODEVI (Attire manufacturing Free zone located in Haiti owned by Grupo M) that employs a large number of low-income Haitians in the northern part of the country in order to expand its operations and provide more jobs in this low-income community</p> | <p>U.S. \$3,000,000</p> | <p>U.S. \$0</p>         | <p>U.S. \$3,000,000</p> | <p>No</p> | <p>8/23/13</p> |
| <p>Select Africa Ltd<br/>Suite #231,<br/>Private Bag X1,<br/>Melrose Arch, 2076<br/>South Africa</p>             | <p>1/14/2011</p> | <p>Loan to financial institution in Malawi to issue loans to employees of the Malawian Government, Malawian parastatals or other low-income persons who are non or under-banked primarily for home improvement, incremental housing construction in low-income areas of the country</p>         | <p>U.S. \$2,997,645</p> | <p>U.S. \$0</p>         | <p>U.S. \$2,997,645</p> | <p>No</p> | <p>4/5/13</p>  |
| <p>Central Africa Building Society<br/>Northridge Park<br/>Northend Close<br/>Highlands<br/>Harare, Zimbabwe</p> | <p>9/21/2011</p> | <p>Loan to provide debt to small and medium-sized businesses in Zimbabwe in the fields of agribusiness, rural financial services and information services</p>   | <p>U.S. \$3,080,000</p> | <p>U.S. \$2,009,775</p> | <p>U.S. \$2,180,000</p> | <p>No</p> | <p>4/10/13</p> |

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)  
Grants and Program-Related Investments  
Expenditure Responsibility Report, 2012**

|  |            |  |               |               |               |    |         |
|--|------------|--|---------------|---------------|---------------|----|---------|
| Source Trace Systems Inc<br>830 Menlo Avenue,<br>Suite 105<br>Menlo Park CA 94025<br>UNITED STATES | 10/25/2012 | Loan to a double bottom line technology company that allows microfinance and agricultural companies in emerging markets to provide services to poor and low-income persons in rural areas affordably and reliably. | U S \$100,000 | U S \$100,000 | U.S \$100,000 | No | 8/14/13 |
|--|------------|--|---------------|---------------|---------------|----|---------|

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)**  
**Grants and Program-Related Investments**  
**Expenditure Responsibility Report, 2012**

**Grant**

| Grant Recipient  | Date of Grant | Purpose   | Total amount of Grant | Amount Expended in 2012 | Amount disbursed by SEDF since inception | Knowledge of Diversion? | Report Received |
|--|---------------|---|-----------------------|-------------------------|--|-------------------------|-----------------|
| JMB  | 1/19/2012     | Grant to grant is to provide a transparent and thorough analysis of the financial situation of JMB, to be performed by Firme Turner,  | U S \$18,140          | U S \$18,140            | U S \$18,140                             | No                      | 3/22/12         |
| African Foundation for Development Sierra Leone<br>12 Pademba Road<br>Freetown<br>Sierra Leone | 10/05/2012    | Grant to help launch the third annual business plan competition in Sierra Leone in order to promote self-employment and entrepreneurship and to foster the market for business development services | U S \$150,000         | U S \$150,000           | U S. \$150,000                           | No                      | 6/24/13         |

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

ATTACHMENT 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> |
|--|---|---------------------|--|--|
| STEWART J. PAPERIN<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019<br>EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI. | PRESIDENT/CEO<br>9.00                                       | 0                   | 0  | 1,424.                                   |
| MICHEL ZALESKI<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019   | DIRECTOR<br>1.00  | 0                   | 0  | 1,424.                                   |
| NEAL DELAURENTIS<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019<br>EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.   | VICE PRESIDENT<br>40.00                                     | 193,813.            | 120,287.                                       | 1,425.                                   |
| JONATHAN SOROS<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019<br>INACTIVE AS OF JUNE 1, 2012  | DIRECTOR<br>1.00  | 0                   | 0  | 712.                                     |
| ROBERT SOROS<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY_10019   | DIRECTOR<br>1.00  | 0                   | 0  | 1,425.                                   |

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

ATTACHMENT 14 (CONT'D)

| <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> |
|---|---|---------------------|--|--|
| MARIA SANTOS VALENTIN<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019<br>EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI. | GENERAL COUNSEL/SEDF<br>40.00                               | 233,246.            | 58,027.  | 1,424.                                   |
| FAWZIA NAQVI<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019<br>EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.          | VICE PRESIDENT<br>40.00                                     | 177,389.            | 37,513.  | 1,425.                                   |
| REUBEN ABRAHAM<br>GACHIBOWLI<br>HYDERABAD<br>INDIA  | DIRECTOR<br>1.00  | 0                   | 0  | 1,424.                                   |
| BOWMAN CUTTER<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019   | DIRECTOR<br>1.00  | 0                   | 0  | 1,425.                                   |
| CEDRIC DE BEER<br>21 ELRAY ST., JOHANNESBURG<br>GUATENG<br>SOUTH AFRICA<br>EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.     | MANAGING DIRECTOR<br>40.00                                  | 277,462.            | 38,362.  | 1,424.                                   |

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

ATTACHMENT 14 (CONT'D)

| <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> |
|---|---|---------------------|--|--|
| LESLIE MAASDORP<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019 | DIRECTOR<br>1.00  | 0                   | 0  | 1,425.                                   |
| JAMES BEAVER<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019    | TREASURER/FIN. DIR.<br>40.00                                | 181,500.            | 50,227.  | 1,424.                                   |
| MARIA CATTALUI<br>224 WEST 57TH ST., 9TH FLOOR<br>NEW YORK, NY 10019  | DIRECTOR<br>1.00  | 0                   | 0  | 712.                                     |
| APPOINTED TO SEDF BOARD AS OF OCTOBER 31, 2012                        |   |                     |  |  |
| GRAND TOTALS  |   | <u>1,063,410.</u>   | <u>304,416.</u>                                | <u>17,093.</u>                           |

EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.

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

ATTACHMENT 15

| <u>NAME AND ADDRESS</u>   | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS EXPENSE ACCT<br/>TO EMPLOYEE AND OTHER<br/>BENEFIT PLANS ALLOWANCES</u> |
|---|---|---------------------|--|
| BENJAMIN MATRANGA<br>224 WEST 57TH ST, 9TH FLOOR<br>NEW YORK, NY 10019  | INVESTMENT OFFICER<br>40.00   | 128,793.            | 20,615. 0  |
| AMEETA PATEL<br>224 WEST 57TH ST, 9TH FLOOR<br>NEW YORK, NY 10019       | INVESTMENT OFFICER<br>40.00   | 139,191.            | 45,345. 0  |
| MAGDALENA SKLARSKI<br>224 WEST 57TH ST, 9TH FLOOR<br>NEW YORK, NY 10019 | OFFICE MANAGER<br>40.00   | 84,727.             | 78,887. 0  |
| JOCELYN SONGCO<br>224 WEST 57TH ST, 9TH FLOOR<br>NEW YORK, NY 10019     | INVESTMENT OFFICER<br>40.00   | 141,017.            | 26,643. 0  |
| <u>TOTAL COMPENSATION</u>   |   | <u>493,728.</u>     | <u>171,490.</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> |
|---|------------------------|---------------------|
| KPMG LLP<br>345 PARK AVENUE<br>NEW YORK, NY 10154   | AUDIT & TAX SERVICES   | 103,826.            |
| AKIN GUMP STRAUSS HAUER & FELD LLP<br>2029 CENTURY PARK EAST, SUITE 2400<br>LOS ANGELES, CA 90067 | LEGAL                  | 54,449.             |
|   | TOTAL COMPENSATION     | <u>158,275.</u>     |

ATTACHMENT 17FORM 990PF, PART IX-B - SUMMARY OF OTHER PROGRAM-RELATED INVESTMENTS

| <u>DESCRIPTION</u>  | <u>AMOUNT</u> |
|---|---------------|
| DSM CORRIDOR GROUP: INVESTMENT WILL DIRECTLY CREATE OVER 280 SKILLED JOBS IN TANZANIA   | 800,000.      |
| JUHUDI KILIMO: INVESTMENT WILL PROVIDE INCREASED ACCESS TO AFFORDABLE FINANCE BY UNDER-BANKED FARMERS IN RURAL AREAS OF KENYA.  | 542,987.      |
| MEDICAL CREDIT FUND: INVESTMENT WILL PROVIDE IMPROVED ACCESS TO QUALITY PRIMARY CARE FOR LOW-INCOME INDIVIDUALS & ACCESS TO CREDIT FOR SME HEALTH CARE PROVIDERS IN SUBSAHARAN AFRICA | 225,000.      |
| INJARO WEST AFRICA: INVESTMENT TO ENSURE SMALL-SCALE FARMERS HAVE AFFORDABLE, TIMELY, & RELIABLE ACCESS TO IMPROVED SEED AND PLANTING MATERIALS IN WEST AFRICA.                       | 837,016.      |
| ESOKO NETWORKS LTD: EQUITY INVESTMENT IN GHANA TO IMPROVE ACCESS TO MARKET INFO & HELP FARMERS, TRADERS, AGRICULTURAL PROCESSORS & STAKEHOLDERS TO BETTER MANAGE THEIR BUSINESSES.    | 498,853.      |
| SOURCETRACE SYSTEMS: INVESTMENT & LOAN TO CONNECT MILLIONS OF POOR & LOW-INCOME PEOPLE IN RURAL AREAS WITH COMPANIES THAT PROVIDE THEM SERVICES, EASIER & LESS EXPENSIVE              | 550,000.      |
| IGNIA: INVESTMENT TO ALLEVIATE POVERTY & COMMUNITY DETERIORATION IN MEXICO BY INVESTING IN COMMERCIAL ENTERPRISES SERVING THE BASE OF THE SOCIO-ECONOMIC PYRAMID.                     | 869,927.      |
| CENTRAL AFRICA BUILDING SOCIETY: LOAN TO PROVIDE LOANS TO COMPANIES IN THE FIELDS OF AGRIBUSINESS, RURAL FINANCIAL & INFORMATION SERVICES TO SMALL HOLDER FARMERS IN ZIMBABWE.        | 2,009,775.    |
| FANISI: INVESTMENT TO PROVIDE JOBS, PRODUCTS AND SERVICES FOR LOW INCOME PERSONS AND IMPROVE THE QUALITY OF LIFE IN IMPOVERISHED AREAS WITHIN EAST AFRICA.                            | 237,500.      |
| MIDDLE EAST VENTURE CAPITAL FUND: INVESTMENT TO FOCUS PRIMARILY ON STIMULATING ECONOMIC DEVELOPMENT IN THE WEST BANK AND GAZA STRIP BY PROVIDING SEED AND FINANCING.                  | 300,000.      |
| SIRAJ PALESTINE FUND I LP: INVESTMENT TO PROMOTE TECHNOLOGI-  | 700,000.      |

ATTACHMENT 17 (CONT'D)FORM 990PF, PART IX-B - SUMMARY OF OTHER PROGRAM-RELATED INVESTMENTS

| <u>DESCRIPTION</u>   | <u>AMOUNT</u>     |
|--|-------------------|
| CAL ADVANCEMENTS AND DEVELOPMENT IN THE WEST BANK & GAZA STRIP, SPUR ECONOMIC GROWTH, JOB CREATION & INNOVATION.   |                   |
| SONG GROWTH COMPANY: INVESTMENT FOR THE PURPOSE OF INCREASING ECONOMIC OPPORTUNITIES AND JOB CREATION FOR LOW INCOME PERSONS IN DISTRESSED COMMUNITIES IN INDIA. | 720,374.          |
| TOTAL  | <u>8,291,432.</u> |

SOROS ECONOMIC DEVELOPMENT FUND

13-3965896

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

ATTACHMENT 18

| <u>RECIPIENT NAME AND ADDRESS</u>   | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u>  | <u>AMOUNT</u> |
|---|---|--|---------------|
| JMB<br>ROUTE NATIONALE #1<br>PORT-AU-PRINCE<br>HAITI  | FOREIGN ORGANIZATION  | GRANT IS TO PROVIDE A TRANSPARENT AND THOROUGH<br>ANALYSIS OF THE FINANCIAL SITUATION OF JMB, TO BE<br>PERFORMED BY FIRME TURNIER  | 18,140        |
| AFRICAN FOUNDATION FOR DEVELOPMENT OF SIERRA LEONE<br>12 PADEMBA ROAD<br>FREETOWN<br>SIERRA LEONE | FOREIGN ORGANIZATION  | GRANT TO LAUNCH THIRD ANNUAL BUSINESS PLAN<br>COMPETITION IN SIERRA LEONE IN ORDER TO PROMOTE<br>SELF-EMPLOYMENT AND ENTREPRENEURSHIP AND TO<br>FOSTER THE MARKET FOR BUSINESS DEVELOPMENT<br>SERVICES | 150,000       |

TOTAL CONTRIBUTIONS PAID

168,140

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

| <u>DESCRIPTION</u>                              | <u>BUSINESS<br/>CODE</u> | <u>AMOUNT</u> | <u>EXCLUSION<br/>CODE</u> | <u>AMOUNT</u>    | <u>RELATED OR EXEMPT<br/>FUNCTION INCOME</u> |
|---|--------------------------|---------------|---------------------------|------------------|--|
| LOSS ON FOREIGN CURRENCY TRANSACTIONS           |                          |               | 01                        | -301,067.        | -2,196,335.                                  |
| LOSS ON PRI'S UNDER EQUITY METHOD OF ACCOUNTING |                          |               |                           |                  | 1,228,322.                                   |
| INTEREST ON PRI'S                               |                          |               | 01                        | 20,000.          |  |
| OTHER INCOME                                    |                          |               |                           |                  |  |
| TOTALS  |                          |               |                           | <u>-281,067.</u> | <u>-968,013.</u>                             |

Soros Economic Development Fund

EIN: 13-3965896

Part I Line 19 Depreciation

Fixed Asset Detail - Land, Building, Equipment

| Asset Description  | Date placed<br>in Service | Amount        | Prior Year's<br>A/D | Current Yr<br>Depreciation | Ending<br>A/D | Method of<br>Computation | Useful<br>Life |
|--------------------|---------------------------|---------------|---------------------|----------------------------|---------------|--------------------------|----------------|
| Furniture          | Various                   | 5,755         | 1,665               | 916                        | 2,581         | Straight Line            | 5.00           |
| Computer Equipment | Various                   | 15,081        | 5,162               | 3,756                      | 8,918         | Straight Line            | 3.00           |
| <b>Totals</b>      |                           | <b>20,836</b> | <b>6,827</b>        | <b>4,672</b>               | <b>11,499</b> |                          |                |

**Agreement with the Open Society Institute**

Soros Economic Development Fund (SEDF) has an agreement with the Open Society Institute (OSI), a New York charitable trust founded and funded by George Soros that established and funded SEDF, whereby SEDF has agreed to pay for certain services to be provided by OSI. Pursuant to the agreement, OSI maintains on its payroll and benefit plans certain employees who provide services to SEDF. OSI also provides office space and other overhead items, including support services, to SEDF in accordance with the agreement. Beginning in 2006, OSI and SEDF agreed that all of the activities of the Economic and Business Development Program of OSI (EBD) would be transferred to SEDF, and all of the EBD staff would be allocated to work for SEDF on a full-time basis. In exchange for OSI's services, SEDF pays to OSI its proportionate share of the cost incurred by OSI to provide such services, which amounted to approximately \$2,334,000 during 2012, of which \$2,052,000 represents salaries and benefits.

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

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

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

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

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

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

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

Part I only

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

Enter filer's identifying number, see instructions

|  |  |   |
|--|--|---|
| <b>Type or print</b><br><br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions                           | Employer identification number (EIN) or |
|  | SOROS ECONOMIC DEVELOPMENT FUND  | 13-3965896                              |
|  | Number, street, and room or suite no. If a P O box, see instructions                   | Social security number (SSN)            |
|  | 1700 BROADWAY  |   |
|  | City, town or post office, state, and ZIP code For a foreign address, see instructions |   |
|  | NEW YORK, NY 10019   |   |

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

| Application Is For                      | Return Code | Application Is For       | Return Code |
|---|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                             | 02          | Form 1041-A              | 08          |
| Form 4720- (individual)                 | 03          | Form 4720                | 09          |
| Form 990-PF                             | 04          | Form 5227                | 10          |
| Form 990-T (sec 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)     | 06          | Form 8870                | 12          |

• The books are in the care of ▶ MAIJA ARBOLINO

Telephone No ▶ 212 548-0600 FAX No ▶ \_\_\_\_\_

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶  calendar year 20 12 or

▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

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

|   |       |            |
|---|-------|------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                    | 3a \$ | 15,652.00  |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ | 202,936.00 |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c \$ | NONE       |

**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.

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

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

|  |  |   |                   |
|--|--|---|-------------------|
| <b>Type or print</b>   | Name of exempt organization or other filer, see instructions                             | <b>Enter filer's identifying number, see instructions</b> |                   |
|  | <b>Soros Economic Development Fund</b>   | Employer identification number (EIN) or                   | <b>13-3965896</b> |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)                              |                   |
|  | <b>224 West 57th Street</b>  | n/a   |                   |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |   |                   |
|  | <b>New York, NY 10019</b>  |   |                   |

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

| Application Is For                       | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 4720 (individual)                   | 03          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

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

- The books are in the care of **James Beaver**  
 Telephone No. **212-547-6967** FAX No. **646-557-2668**
- 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, 2013.
- For calendar year **2012**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension **THE INFORMATION NEEDED TO COMPLETE THE ACURATE TAX RETURN IS NOT YET AVAILABLE**

|  |           |    |                   |
|--|-----------|----|-------------------|
| <b>8a</b> 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.   | <b>8a</b> | \$ | <b>279,208.90</b> |
| <b>b</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. | <b>8b</b> | \$ | <b>402,936.00</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.   | <b>8c</b> | \$ | <b>0.00</b>       |

**Signature and Verification must be completed for Part II only.**

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

Signature James M Beaver Title Treasurer Date 8/8/2013