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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation SOROS ECONOMIC DEVELOPMENT FUND		A Employer identification number 13-3965896
Number and street (or P O box number if mail is not delivered to street address) 224 WEST 57TH ST., 9TH FLOOR	Room/suite	B Telephone number (see instructions) (212) 548-0600
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 368,281,818.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,382,559.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	255.	255.		
	4 Dividends and interest from securities		2,000,000.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,000,000.			
	b Gross sales price for all assets on line 6a	2,000,000.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications			3,752,642.	
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1	-2,780,559.	316,167.			
12 Total. Add lines 1 through 11	602,255.	2,316,422.	3,752,642.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	117,570.			118,144.
	b Accounting fees (attach schedule) ATCH 3	71,035.			82,817.
	c Other professional fees (attach schedule) *	3,158,093.			4,348,307.
	17 Interest	118,386.			118,386.
	18 Taxes (attach schedule) (see instructions) ATCH 5	2,651,257.			
	19 Depreciation (attach schedule) and depletion	7,354.			
	20 Occupancy	222,961.			225,619.
	21 Travel, conferences, and meetings	445,180.			426,526.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1,831,363.			329,468.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,623,199.			5,649,267.
	25 Contributions, gifts, grants paid	80,000.			80,000.
26 Total expenses and disbursements. Add lines 24 and 25	8,703,199.	0	0	5,729,267.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,100,944.				
b Net investment income (if negative, enter -0-)		2,316,422.			
c Adjusted net income (if negative, enter -0-)			3,752,642.		

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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		3,765,857.	509,788.	509,788.
	2	Savings and temporary cash investments		1,069,177.	67,647.	67,647.
	3	Accounts receivable ▶ 1,231,994.				
		Less allowance for doubtful accounts ▶		870,214.	1,231,994.	1,231,994.
	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 ▶ 33,349.				
	Less accumulated depreciation ▶ (attach schedule) 18,853.		9,337.	14,496.	14,496.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 7		181,346,274.	316,426,545.	316,426,545.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 8)		46,926,053.	50,031,348.	50,031,348.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		233,986,912.	368,281,818.	368,281,818.	
Liabilities	17	Accounts payable and accrued expenses		3,113,221.	1,884,850.	
	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)		8,121,308.	16,385,845.	
23	Total liabilities (add lines 17 through 22)		11,234,529.	18,270,695.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		222,752,383.	350,011,123.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		222,752,383.	350,011,123.		
31	Total liabilities and net assets/fund balances (see instructions)		233,986,912.	368,281,818.		

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)	1 222,752,383.
2	Enter amount from Part I, line 27a	2 -8,100,944.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3 135,359,684.
4	Add lines 1, 2, and 3	4 350,011,123.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 350,011,123.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	15,648,564.	174,085,036.	0.089890
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
2 Total of line 1, column (d)			0.317909
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			0.063582
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			206,687,501.
5 Multiply line 4 by line 3			13,141,605.
6 Enter 1% of net investment income (1% of Part I, line 27b)			23,164.
7 Add lines 5 and 6			13,164,769.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			18,428,196.

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2014 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount (if any) of tax on political expenditures...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Did any persons become substantial contributors during the tax year?'.

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	11	X	
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)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
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					
16	At any time during calendar year 2013, 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	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ ATCH 12					

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	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

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 -----		1,258,181.	358,354.	28,596.

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 -----		661,510.	148,113.	0

Total number of other employees paid over \$50,000 4

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		241,743.

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

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	

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 AND LOANS TO IMPROVE HEALTH OF LOW INCOME FAMILIES BY PROVIDING CLEAN BURNING ETHANOL BASED COOKSTOVE.	3,201,004.
2 ASPADA INV. CO., A FUNCTIONALLY RELATED BUSINESS PROVIDES SEED & EARLY STAGE FINANCING TO SMALL ENTERPRISES TO PROVIDE ESSENTIAL SVS TO LOW INCOME POPULATIONS.	2,401,880.
All other program-related investments See instructions	
3 ATCH 17	

Total. Add lines 1 through 3 ▶	7,096,045. 12,698,929.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	208,596,608.
b	Average of monthly cash balances	1b	1,238,418.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	209,835,026.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	209,835,026.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,147,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	206,687,501.
6	Minimum investment return. Enter 5% of line 5	6	10,334,375.

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

1	Minimum investment return from Part X, line 6	1	10,334,375.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,164.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,164.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,311,211.
4	Recoveries of amounts treated as qualifying distributions	4	3,752,642.
5	Add lines 3 and 4	5	14,063,853.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	14,063,853.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	5,729,267.
b	Program-related investments - total from Part IX-B	1b	12,698,929.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	18,428,196.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	23,164.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,405,032.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,063,853.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			586,601.	
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 18,428,196.				
a Applied to 2012, but not more than line 2a			586,601.	
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 2013 distributable amount				14,063,853.
e Remaining amount distributed out of corpus	3,777,742.			
5 Excess distributions carryover applied to 2013 . (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	3,777,742.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,777,742.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	3,777,742.			

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 2013, enter the date of the ruling

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

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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 [X] 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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 18				
Total			3a	80,000.
b <i>Approved for future payment</i>				
Total			3b	

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only section containing fields for Preparer's name (Margaret A. Bradshaw), Signature, Date (11/10/14), Firm's name (KPMG LLP), Firm's address (1676 INTERNATIONAL DRIVE MCLEAN, VA), Firm's EIN (13-5565207), and Phone no (703-286-8000).

Schedule of Contributors

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

SOROS ECONOMIC DEVELOPMENT FUND

Employer identification number

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 its Form 990-PF, Part I, line 2, 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) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OPEN SOCIETY INSTITUTE ----- 224 WEST 57TH STREET ----- NEW YORK, NY 10019 -----	\$ 1,382,559.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----

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
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

**STATEMENT PURSUANT TO §1.351-3(a) BY
SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

A SIGNIFICANT TRANSFEROR

- 1 The name and employer identification number (if any) of the transferee corporation:
CLEANSTAR MOZAMBIQUE COMMUNITY BIOINNOVATION, (EIN: NONE)**
- 2 The date(s) of the transfer(s) of assets:
5/18/2013**
- 3 The aggregate fair market value and basis, determined immediately before the exchange, of
property transferred by such transferor in the exchange:**

<u>Date</u>	<u>FMV (USD)/Basis</u>
5/18/2013	<u>434,560</u>
Total	<u>\$ 434,560</u>

- 4 The date and control number of any private letter ruling(s) issued by the Internal Revenue Service in connection with this section 351 exchange: N/A**

**STATEMENT PURSUANT TO §1.351-3(a) BY
SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

A SIGNIFICANT TRANSFEROR

- 1 The name and employer identification number (if any) of the transferee corporation:
ASPADA INVESTMENT COMPANY, (EIN: NONE)**
- 2 The date(s) of the transfer(s) of assets:
1/18/2013, 3/15/13, 4/4/13, 10/24/13, 12/5/13**
- 3 The aggregate fair market value and basis, determined immediately before the exchange, of
property transferred by such transferor in the exchange:**

<u>Date</u>	<u>FMV (USD)/Basis</u>
1/18/2013	\$1,680
3/15/2013	500,200
4/4/2013	600,000
10/24/2013	800,000
12/5/2013	<u>500,000</u>
Total	<u>\$2,401,880</u>

- 4 The date and control number of any private letter ruling(s) issued by the Internal Revenue
Service in connection with this section 351 exchange: N/A**

**SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

2013 RETURN OF PRIVATE FOUNDATION

INTERNATIONAL REORGANIZATION

**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 \$1,164,800 to Injaro West Africa Agricultural Investments Ltd., no EIN, and received 1,164,800 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, 2013.
- (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 \$1,164,800.
- (5) There were no private letter rulings issued by the IRS in connection with this section 351 exchange.

**STATEMENT PURSUANT TO §1.351-3(a) BY
SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

A SIGNIFICANT TRANSFEROR

- 1 The name and employer identification number (if any) of the transferee corporation:
Lawencedale Argo Processing (India) P Ltd, (EIN: NONE)**
- 2 The date(s) of the transfer(s) of assets:
4/16/2013, 11/11/13**
- 3 The aggregate fair market value and basis, determined immediately before the exchange, of
property transferred by such transferor in the exchange:**

<u>Date</u>	<u>FMV (USD)/Basis</u>
4/16/2013	\$553,200
11/11/2013	<u>315,200</u>
Total	<u>\$868,400</u>

- 4 The date and control number of any private letter ruling(s) issued by the Internal Revenue
Service in connection with this section 351 exchange: N/A**

**STATEMENT PURSUANT TO §1.351-3(a) BY
SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

A SIGNIFICANT TRANSFEROR

- 1 The name and employer identification number (if any) of the transferee corporation:
JUHUDI KILIMO COMPANY LIMITED, (EIN: NONE)**
- 2 The date(s) of the transfer(s) of assets:
1/23/2013, 8/20/13, 10/31/13, and 12/31/13**
- 3 The aggregate fair market value and basis, determined immediately before the exchange, of
property transferred by such transferor in the exchange:**

<u>Date</u>	<u>FMV (USD)/Basis</u>
1/23/2013	\$1,161
8/20/2013	388,586
10/31/2013	138,200
12/31/2013	<u>256,587</u>
Total	<u>\$784,534</u>

- 4 The date and control number of any private letter ruling(s) issued by the Internal Revenue
Service in connection with this section 351 exchange: N/A**

**STATEMENT PURSUANT TO §1.351-3(a) BY
SOROS ECONOMIC DEVELOPMENT FUND
(EIN: 13-3965896)**

A SIGNIFICANT TRANSFEROR

- 1 The name and employer identification number (if any) of the transferee corporation: DSM CORRIDOR GROUP, (EIN: NONE)**
- 2 The date(s) of the transfer(s) of assets:
9/18/2013**
- 3 The aggregate fair market value and basis, determined immediately before the exchange, of property transferred by such transferor in the exchange:**

<u>Date</u>	<u>FMV (USD)/Basis</u>
9/18/2013	<u>\$1,300,000</u>
Total	<u>\$1,300,000</u>

- 4 The date and control number of any private letter ruling(s) issued by the Internal Revenue Service in connection with this section 351 exchange: N/A**

Soros Economic Development Fund
2013 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 \$5,625 and \$125,000 to Fanisi Venture Capital Fund S.A., EIN ForeignUS, during the tax year 2013 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 Contributions to Fanisi Venture Capital Fund S.A. occurred on April 10, 2013 and August 9, 2013, respectively.
- (3) The aggregate fair market Values of the cash contributions were \$5,625 and \$125,000.
- (4) There are no private letter rulings issued by the IRS in connection with this section 721 exchange.

Soros Economic Development Fund
2013 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, during the tax year 2013 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 Contributions to Siraj Palestine Fund I occurred on the following dates; August 9, 2013, December 5, 2013.

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

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

Soros Economic Development Fund

2013 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 \$200,000 to Middle East Venture Capital Fund LP, EIN ForeignUS, during the tax year 2013 and received an equity interest in the exchange. The transactions constituted a Section 721 transfer to Middle East Venture Capital Fund LP for U.S. tax purposes

(2) The Contributions to Middle East Venture Capital Fund LP occurred on March 22, 2013 and October 17, 2013.

(3) The aggregate fair market Value of the cash contributions was \$200,000.

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

Soros Economic Development Fund
2013 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 \$410,595 to LeapFrog Financial Inclusion Fund, EIN ForeignUS, during the tax year 2013 and received an equity interest in the exchange. The transactions constituted a Section 721 transfer to LeapFrog Financial Inclusion Fund for U.S. tax purposes

(2) The Contributions to LeapFrog Financial Inclusion Fund occurred on the following dates; February 13, 2013, April 11, 2013, August 5, 2013 and October 17, 2013.

(3) The aggregate fair market Value of the cash contributions was \$410,595.

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

Soros Economic Development Fund
2013 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 \$1,000,876 to Ignia Fund I, L.P., EIN ForeignUS, during the tax year 2013 and received an equity interest in the exchange. The transactions constituted a Section 721 transfer to Ignia Fund I, L.P. for U.S. tax purposes

(2) The Contributions to Ignia Fund I, L.P. occurred on the following dates; January 23,2013, March 15,2013, May 9, 2013, June 18, 2013, July 11,2013, August 9, 2013, and October 24, 2013.

(3) The aggregate fair market Values of the cash contributions in total were \$1,000,876.

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

Soros Economic Development Fund
EIN 13-3965896

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. Such costs amounted to approximately \$3,358,000 for 2013, of which approximately \$2,796,000 represents salaries and benefits.

Soros Economic Development Fund
 EIN 13-3965896
 Part I Line 19 Depreciation

Fixed Asset Detail - Land, Building, Equipment

Asset Description	Date placed in Service	Amount	Prior Year's A/D	Current Yr Depreciation	Ending A/D	Method of Computation	Useful Life
Furniture	Various	6,667	2,581	1,920	4,501	Straight Line	5
Computer Equipment	Various	26,682	8,918	5,434	14,352	Straight Line	3
Totals		33,349	11,499	7,354	18,853		

SOROS ECONOMIC DEVELOPMENT FUND (SEDF)
GRANTS AND PROGRAM-RELATED INVESTMENTS
Expenditure Responsibility Report, 2013

EIN 13-3965896

Equity Investments

PRI Recipient	Date of PRI	Purpose	Total amount of PRI	Amount Expended in 2013	Amount disbursed by SEDF since inception	Knowledge of Diversion?	Report Received
South Africa Financing Enterprise (SAFE) 400 West 59th Street 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	\$0	U S \$1,050,000	No	9/3/14
Microinvest LLC 16, Puskn str Chisnau, MD-2012 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 ¹	\$0	U S. \$800,997 ²	No	9/9/14
Microinvest LLC 16, Puskn str Chisnau, MD-2012 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	\$0	U S \$255,500	No	9/9/14

¹ 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

² 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, 2013

EIN 13-3965896

Mikrofond E.A.D. 118-120 Kiril i Metodiu str, Sofia 120 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 ³	\$0	U.S. \$803,577 ⁴	No	9/5/14
SONG Investment Company Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	3/22/2013	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	\$799,402.30	U.S. \$1,480,576.30	No	9/3/14
SONG Investment Management Company Level 3, Alexander House, 35 Cybercity, 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	9/3/14

³ 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

⁴ 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, 2013**

EIN 13-3965896

ManoCap Soros Fund 5th Floor, Barkly Wharf Le Caudan Waterfront, 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 2 Claudette Drive Lumley 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 Microfinance Company Arwinna House, S.D. Paynesville P.O. Box 2549 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 Av. Ricardo Margán 575 Parque Corporativo Santa Engracia San Pedro Garza García, N L 66267 México	1/23/2013	Equity investment in fund to alleviate poverty and community deterioration in Mexico by investing in commercial enterprises serving the base of the socio-economic pyramid.	U.S. \$5,000,000	U.S. \$1,000,876 64	U.S. \$4,482,393 64	No	8/11/14
Union Trust Bank Lightfoot Boston Street PMB 1237 Freetown, 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	U.S. \$1,939,443	U.S. \$0	U.S. \$1,939,443	No	4/9/13

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)
GRANTS AND PROGRAM-RELATED INVESTMENTS
Expenditure Responsibility Report, 2013**

EIN 13-3965896

			Leone through its SME and agriculture programs.							
Esoko Networks Limited c/o DYOS Ltd. 10th Floor Raffles Tower, Cybercity, Ebene 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. \$0	U.S. \$1,250,000	No			8/12/14	
Fanisi Venture Capital Fund 2, Boulevard Konrad Adenaut L-1115 Luxembourg LUXEMBOURG	4/10/2013	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. \$130,625	U.S. \$1,978,873	No			8/12/13	
LeapFrog Financial Inclusion Fund 18N FR FELIX VAL ST, 4 F, UNIC CTR PORT LOUIS MAURITIUS	2/13/13	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. \$410,593.98	U.S. \$4,769,201.98	No			8/12/14	

**SOROS ECONOMIC DEVELOPMENT FUND (SEDF)
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Source Trace Systems Inc 830 Menlo Avenue, Suite 105 Menlo Park CA 94025 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 \$0	U.S \$1,800,000	No	8/14/13
Broad Cove Ecohomes Liberia, Inc. 2029 K Street NW 7 floor 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	8/13/14
Middle East Venture Capital Fund 13 Zarhin St, Bldg B, 1 st Floor P O Box 4369 Ra'anana 43657, Israel	3/22/2013	Equity investment in fund to spur the economic revitalization political stabilization 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 individuals who are unemployed,	U.S \$5,000,000	U.S \$200,000	U.S \$700,000	No	8/15/13

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<p>Siraj Palestine Fund UGLAND HOUSE, PO BOX 309 KY1-1104, Cayman Islands</p>	<p>8/9/2013</p>	<p>underemployed, returning from the Palestinian Diaspora or who otherwise might have opportunities to work outside the Palestinian Territories</p>	<p>Equity investment in fund to invest in promising start-up, SMEs and large companies across various economic sectors in the West Bank and Gaza strip that are in need of capital and may not otherwise have access to financing in order to unleash the potential of these Palestinian businesses, while promoting development in the country, economic growth, job creation and innovation in the Palestinian Territories</p>	<p>U S \$7,000,000</p>	<p>U S \$700,000</p>	<p>U.S \$2,450,000</p>	<p>No</p>	<p>8/24/14</p>
<p>Injaro West Africa Agricultural Investments Limited CKLB International Management Ltd PO Box 80, Felix House 24 Dr Joseph Riviere Street Port Louis, Mauritius</p>	<p>4/24/2013</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</p>	<p>U S \$5,000,000</p>	<p>U.S \$1,164,800</p>	<p>U.S \$2,001,816</p>	<p>No</p>	<p>8/20/14</p>	

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			input suppliers to farmers\' fields, and ultimately, to consumers\' tables						
CleanStar Mozambique Trident Chambers, PO Box 146, Road Town, Tortola, 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	US \$3,000,000	US \$496,564	US \$3,496,564	No		7/17/13
Aspada Investment Company C/o International Trust Limited Level 3, Alexander House 35, Cyberville Ebene Republic of Mauritius	1/18/2013		Equity investment in fund to provide early stage equity and structured debt capital to small businesses that deliver essential goods and services or improve livelihoods for low-income populations. Aspada invests in innovative business models across a variety of sectors including agriculture, healthcare, education, logistics, financial services and basic utilities.	US \$25,000,000	US \$2,401,880	US \$2,401,880	No		9/3/14
Corporación Micro-Financiera (HoldCo) Nacional S.A Apartado Postal 0832-1174 WTC 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	US \$25,000	US \$0	US \$25,000	No		10/27/12

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STI Solutions, LLC 7 Parker Street Acton, MA 01720	2/1/2013	access to financial services	US \$200,000	US \$200,000	US \$200,000	US \$200,000	No	9/5/14		
DSM Corridor Group Ltd P.O. Box 50163 Dar es Salaam Tanzania	9/18/13	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	US \$1,300,000	US \$1,300,000	US \$1,300,000	US \$1,300,000	No	6/30/14		

Deposits

PRI Recipient	Date of PRI	Purpose	Total amount of PRI	Amount Expended in 2013	Amount disbursed by SEDF since inception	Knowledge of Diversion?	Report Received

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Export and Credit Bank Str. 11 Oktomvri No 8 POB 421 91000 Skopje, Macedonia	3/15/2004	Additional deposit in Macedonian Bank to guarantee a lending program for farmers and micro-enterprises in rural Macedonia.	US \$305,950 ⁵	US \$0	US \$338,277 ⁶	No	7/31/13
The Co-operative Bank of Kenya Co-operative Bank House Haile Selassie Avenue, P O Box 48231 – 00100 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	US \$700,000	US \$0	US \$233,333	No	7/31/13

⁵ The original PRI commitment was made in Euros (EUR €250,000). The US 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

⁶ 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.

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Loans

PRI Recipient	Date of PRI	Purpose	Total amount of PRI	Amount Expended in 2013	Amount disbursed by SEDF since inception	Knowledge of Diversion?	Report Received
Center for Economic Development (CDE) 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) 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

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Fast Africa Limited Old Field Road Bocam Park Pencoed, CF35 5LJ 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
Juhudi Kilimo 7th Floor K-Rep Centre, Wood Avenue, Kilimanu, Nairobi, Kenya 00100	1/23/2013	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 \$265,587	U.S \$809,735	No	9/29/14
DSM Corridor Group Ltd. P.O. Box 50163 Dar es Salaam Tanzania	4/8/13	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. \$1,600,000	No	6/30/14
Medical Credit Fund Trinity Building C Pietersbergweg 17 1105 BM Amsterdam 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 \$0	U.S \$225,000	No	9/30/14

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South Africa Financing Enterprise (SAFE) 400 West 59th Street 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. \$4,000,000	U.S. \$0	U.S. \$4,000,000	No	9/3/14
Mikrohétel 14 Pozsonyi 1137 Budapest 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 TANODΛ program.	U.S. \$500,000	U.S. \$0	U.S. \$500,000	No	3/9/12
Union Trust Bank Lightfoot Boston Street PMB 1237 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 Leone through its SME and agriculture programs.	U.S. \$2,500,000	U.S. \$0	U.S. \$2,500,000	No	9/4/13
International Finance Corporation 2121 Pennsylvania Ave NW Washington DC 20433 UNITED STATES	5/18/2010	Loan to provide a debt facility to CODEVI (Ature 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	U.S. \$3,000,000	U.S. \$0	U.S. \$3,000,000	No	10/9/14

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<p>Select Africa Suite #231, Private Bag X1, Melrose Arch, 2076 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>8/17/14</p>
<p>Central Africa Building Society Northridge Park Northend Close Highlands 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 \$0</p>	<p>U.S. \$2,180,000</p>	<p>No</p>	<p>8/22/14</p>
<p>CleanStar Mozambique Tndent Chambers, PO Box 146, Road Town, Tortola, British Virgin Islands</p>	<p>1/28/13</p>	<p>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.</p>	<p>U.S. \$2,704,440</p>	<p>U S \$2,704,440</p>	<p>U.S. \$2,704,440</p>	<p>No</p>	<p>7/17/13</p>
<p>Association pour la Coopération avec la Micro Entreprise (ACME) 11 rue Bois Patate Port-au-Prince, Haiti</p>	<p>11/20/2007</p>	<p>Loan to a financial services company that meets the capital needs of urban entrepreneurs working in the informal sector In the past 10 years, ACME has expanded from a staff of four to 337 working in 20 branches With the entry of commercial banks in the micro-credit sector in the last six years, ACME has</p>	<p>\$1,000,000</p>	<p>U S. \$0</p>	<p>U.S. \$1,000,000</p>	<p>No</p>	<p>8/12/14</p>

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Grant Recipient	Date of Grant	Purpose	Total amount of Grant	Amount Expended in 2013	Amount disbursed by SEDF since inception	Knowledge of Diversion?	Report Received
Horizonti Rampo Levkata 14 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	US \$282,380 ⁷	US \$0	US \$282,380	No	9/5/14

Grants

Grant Recipient	Date of Grant	Purpose	Total amount of Grant	Amount Expended in 2013	Amount disbursed by SEDF since inception	Knowledge of Diversion?	Report Received
African Foundation for Development Sierra Leone 12 Pademba Road Freetown 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
Marketplace Grant Liberia Carey and Nelson Streets Monrovia, Liberia	7/1/13	Provide support for training and administration of the Incubator program providing business support services to	U.S. \$80,000	U S \$80,000	U.S. \$80,000	No	9/15/14

⁷ 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

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		SME entrepreneurs in Liberia							
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ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROF SVCS - SERVICE AGREEMENT	2,296,223.	2,998,559.
BENEFITS - SERVICE AGREEMENT	546,109.	1,026,472.
CONSULTING FEES	70,812.	74,151.
OTHER PROFESSIONAL FEES	244,949.	249,125.
TOTALS	<u>3,158,093.</u>	<u>4,348,307.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	2,651,257.
TOTALS	<u>2,651,257.</u>

ATTACHMENT 6

FORM 990PE, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OFFICE SUPPLIES	5,122.	7,790.
PRINTING/COPYING	5,000.	5,196.
SUBSCRIPTIONS/MEDIA	658.	644.
TELECOMMUNICATIONS	56,175.	62,678.
DUES AND FEES	19,270.	8,807.
LIABILITY INSURANCE	30,431.	49,959.
OTHER EXPENSES	59,256.	118,806.
PROVISION FOR LOSSES - PRI	1,577,939.	
TEMPORARY HELP	23,090.	5,992.
BK CHGS AND LTR OF CREDIT	11,234.	20,099.
STAFF RELATED EVENTS	3,520.	5,415.
CLEANING/MAINTENANCE	34,199.	35,875.
SHIPPING/DELIVERY	5,469.	8,207.
TOTALS	<u>1,831,363.</u>	<u>329,468.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
QUANTUM ENDOWMENT FUND C	181,346,274.		
QUANTUM ENDOWMENT IRELAND LTD		316,426,545.	316,426,545.
TOTALS	<u>181,346,274.</u>	<u>316,426,545.</u>	<u>316,426,545.</u>

ATTACHMENT 8FORM 990PE, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FUND INVESTMENTS:			
ASPADA INVESTMENT COMPANY		795,164.	795,164.
LAWRENCE AGRO PROCESSING		807,793.	807,793.
MANOCAP SOROS FUND	3,381,719.	2,586,662.	2,586,662.
FANISI LP	801,300.	897,687.	897,687.
IGNIA FUND I, L.P., CANADA	2,613,242.	3,034,959.	3,034,959.
INJARO WEST AFRICA	689,511.	1,615,269.	1,615,269.
SONG GROWTH CO.	2,645,775.	4,732,854.	4,732,854.
LEAPFROG	4,008,597.	5,608,917.	5,608,917.
MIDDLE EAST VENTURE CAPITAL FUND	191,849.	251,167.	251,167.
SIRAJ PALESTINE FUND I, LP	1,471,754.	2,048,758.	2,048,758.
EQUITY INVESTMENTS, AT EQUITY:			
BRAC LIBERIA			
CO. LTD	839,484.	631,004.	631,004.
BRAC, SIERRA LEONE	636,520.	665,924.	665,924.
BROAD COVE LIBERIA	274,016.		
JUHUDI KILIMO COMPANY LTD.	591,640.	590,774.	590,774.
MIKROFOND BULGARIA	29,939.	639,032.	639,032.
SONG INVESTMENT MANAGEMENT		20,139.	20,139.
STI SOLUTIONS, LLC		200,000.	200,000.
DSM CORRIDOR GROUP		1,300,000.	1,300,000.
SAFE	23,639.	33,064.	33,064.
UNION TRUST BANK, SIERRA LEONE	2,561,430.	1,939,443.	1,939,443.
EQUITY INVESTMENTS, AT COST:			
CLEANSTAR MOZAMBIQUE	3,000,000.		
ESOKO NETWORKS LIMITED	1,250,000.	1,250,000.	1,250,000.
MI-BANCO, PANAMA	25,000.	25,000.	25,000.
MICROINVEST, MOLDOVA	921,991.	854,462.	854,462.
LOANS, AT COST:			
ACME, HAITI	600,000.	300,000.	300,000.
CENTRAL AFRICA BUILDING SOC.	2,180,000.	2,130,000.	2,130,000.
EAST WEST MANAGEMENT	1,000,000.		

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DSM CORRIDOR GROUP	800,000.	800,000.	800,000.
CODEVI	2,500,000.	2,000,000.	2,000,000.
JUHUDI KILIMO	527,403.	109,966.	109,966.
FAST AFRICA	25,020.		
FOUNDATION HORIZONTI	264,296.		
MIKROHITEL, HUNGARY	451,613.		
MEDICAL CREDIT FUND	225,000.	225,000.	225,000.
NURCHA, SOUTH AFRICA	7,264,782.	5,931,692.	5,931,692.
NET PRESENT VALUE OF PRI'S	-814,562.	-449,385.	-449,385.
SELECT AFRICA	2,997,646.	2,997,646.	2,997,646.
SOURCE TRACE SYSTEMS, INC	100,000.		
UNION TRUST BANK LTD	2,500,000.	1,666,665.	1,666,665.
DEPOSITS:			
CO-OPERATIVE BANK OF KENYA	233,333.	233,333.	233,333.
EXPORT AND CREDIT BANK, INC.	33,870.	35,587.	35,587.
SAFE RMB	5,000,000.	5,000,000.	5,000,000.
GUARANTEE ISSUED:			
SAFE	1,042,500.	1,042,500.	1,042,500.
ALLOWANCE FOR EST. LOSSES ON			
PROGRAM RELATED INVESTMENTS	-5,962,254.	-2,519,728.	-2,519,728.
TOTALS	<u>46,926,053.</u>	<u>50,031,348.</u>	<u>50,031,348.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAXES	2,061,308.	4,786,512.
ALLOWANCE FOR ESTIMATED LOSSES	1,760,000.	1,399,333.
LINE OF CREDIT	4,300,000.	10,200,000.
TOTALS	<u>8,121,308.</u>	<u>16,385,845.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
INPUTED INTEREST INCOME	233,194.
UNREALIZED GAINS ON INVESTMENTS	135,080,271.
FOREIGN CURRENCY TRANSLATION GAIN	46,219.
TOTAL	<u>135,359,684.</u>

ATTACHMENT 11FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

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.

CONTROLLED ENTITY'S NAME: ASPADA INVESTMENT COMPANY
CONTROLLED ENTITY'S ADDRESS: LEVEL 3, ALEXANDER HOUSE 35
CITY, STATE & ZIP: CYBERCITY
FOREIGN PROVINCE: EBENE
FOREIGN COUNTRY: MAURITIUS
EIN: 99-99999999

TRANSFER AMOUNT:

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

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

MAURITIUS
MACEDONIA

ATTACHMENT 13

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

GRANTEE'S NAME: SEE ATTACHMENT 21
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990FE, 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 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	PRESIDENT/CEO 40.00	198,544.	52,276.	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				
MICHEL ZALESKI 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	DIRECTOR 1.00			2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				
NEAL DELAURENTIS 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	VICE PRESIDENT 40.00	175,539.	120,944.	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				
ROBERT SOROS 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	DIRECTOR 1.00	0	0	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				
MARIA SANTOS VALENTIN 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	GENERAL COUNSEL/SECY 40.00	236,453.	58,162.	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				

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>
FAWZIA NAQVI 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	VICE PRESIDENT 40.00	179,354.	38,115.	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				
REUBEN ABRAHAM GACHIBOWLI HYDERABAD INDIA	DIRECTOR 1.00	0	0	2,383.
BOWMAN CUTLER 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	DIRECTOR 1.00	0	0	2,383.
CEDRIC DE BEER 21 ELRAY ST., JOHANNESBURG GUATENG SOUTH AFRICA	VICE PRESIDENT 40.00	277,912.	45,061.	2,383.
EMPLOYED AND PAID BY THE OPEN SOCIETY INSTITUTE (OSI). SEE EXHIBIT 1 FOR FURTHER DETAILS REGARDING SERVICE AGREEMENT BETWEEN SEDF AND OSI.				

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 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	DIRECTOR 1.00	0	0	2,383.
JAMES BEAVER 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	TREASURER 40.00	190,379.	43,796.	2,383.
MARIA CATTALAI 224 WEST 57TH ST., 9TH FLOOR NEW YORK, NY 10019	DIRECTOR 1.00	0	0	2,383.
APPOINTED TO SEDF BOARD AS OF OCTOBER 31, 2012				
GRAND TOTALS		<u>1,258,181.</u>	<u>358,354.</u>	<u>28,596.</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 HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BENJAMIN MATRANGA 224 WEST 57TH ST, 9TH FLOOR NEW YORK, NY 10019	INVESTMENT OFFICER 40.00	129,196.	14,523. 0
JOCELYN SONGCO 224 WEST 57TH ST, 9TH FLOOR NEW YORK, NY 10019	INVESTMENT OFFICER 40.00	153,759.	27,848. 0
FRAYMAN, SVETLANA 224 WEST 57TH ST, 9TH FLOOR NEW YORK, NY 10019	EXECUTIVE ASSISTANT 40.00	140,059.	13,080. 0
ARUNA RAMSAMY 109 WIERDA ROAD EAST SANDOWN, JOHANNESBURG 2196 SOUTH AFRICA	INVESTMENT OFFICER 40.00	154,000.	13,640. 0
MAGDALENA SKLARSKI 224 WEST 57TH STREET, 9TH FLOOR NEW YORK, NY 10019	OFFICE MANAGER 40.00	84,496.	79,022. 0
<u>TOTAL COMPENSATION</u>		<u>661,510.</u>	<u>148,113. 0</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KPMG LLP 345 PARK AVENUE NEW YORK, NY 10154	AUDIT & TAX SERVICES	82,817.
GRIP PERSONAL CONSULTING GMBH ESCHERSHEIMER LANDSTRASSE 10 FRANKFURT GERMANY	PROFES. RECRUITING	158,926.
	TOTAL COMPENSATION	<u>241,743.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DSM CORRIDOR GROUP: INVESTMENT AND LOANS WILL DIRECTLY CREATE OVER 280 SKILLED JOBS IN TANZANIA	2,100,000.
JUHUDI KILIMO: INVESTMENT WILL PROVIDE INCREASED ACCESS TO AFFORDABLE FINANCE BY UNDER-BANKED FARMERS IN RURAL AREAS OF KENYA.	389,747.
INJARO WEST AFRICA: INVESTMENT TO ENSURE SMALL-SCALE FARMERS HAVE AFFORDABLE, TIMELY, & RELIABLE ACCESS TO IMPROVED SEED AND PLANTING MATERIALS IN WEST AFRICA.	1,164,800.
STI SOLUTIONS: INVESTMENT TO CONNECT MILLIONS OF POOR & LOW-INCOME PEOPLE IN RURAL AREAS WITH COMPANIES THAT PROVIDE THEM SERVICES, EASIER & LESS EXPENSIVE	200,000.
IGNIA: INVESTMENT TO ALLEVIATE POVERTY & COMMUNITY DETERIORATION IN MEXICO BY INVESTING IN COMMERCIAL ENTERPRISES SERVING THE BASE OF THE SOCIO-ECONOMIC PYRAMID.	1,000,877.
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.	200,000.
SIRAJ PALESTINE FUND I LP: INVESTMENT TO PROMOTE TECHNOLOGICAL ADVANCEMENTS AND DEVELOPMENT IN THE WEST BANK & GAZA STRIP, SPUR ECONOMIC GROWTH, JOB CREATION & INNOVATION.	700,000.
SONG GROWTH COMPANY: INVESTMENT FOR THE PURPOSE OF INCREASING ECONOMIC OPPORTUNITIES AND JOB CREATION FOR LOW INCOME PERSONS IN DISTRESSED COMMUNITIES IN INDIA.	799,402.
FANISI: INVESTMENT TO PROVIDE JOBS, PRODUCTS AND SERVICES FOR LOW INCOME PERSONS AND IMPROVE THE QUALITY OF LIFE IN IMPOVERISHED AREAS WITHIN EAST AFRICA.	130,625.
LEAPFROG: INVESTMENT TO CREATE SOCIAL IMPACT GLOBALLY BY PROVIDING ACCESS TO QUALITY MICROINSURANCE PRODUCTS THAT ENABLE LOWER INCOME CLIENTS TO BETTER MANAGE RISK.	410,594.

TOTAL

ATTACHMENT 17 (CONT'D)

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

DESCRIPTION

AMOUNT

7,096,045.

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

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

NC

THE MARKETPLACE BUSINESS DEVELOPMENT SERVICES AND

CAREY AND NELSON STREETS

MONROVIA

LIBERIA

80,000

GRANT IS TO PROVIDE SUPPORT FOR TRAINING AND

ADMINISTRATION OF THE INCUBATOR PROGRAM PROVIDING

BUSINESS SUPPORT SERVICES TO SME ENTREPRENEURS IN

LIBERIA

TOTAL CONTRIBUTIONS PAID

80,000

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

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
LOSS ON FOREIGN CURRENCY TRANSACTIONS			01	-1,273,326.	-2,768,913.
LOSS ON PRI'S UNDER EQUITY METHOD OF ACCOUNTING					1,079,679.
INTEREST ON PRI'S			01	177,464.	
OTHER INCOME			01	4,537.	
RETURN OF GRANT					
TOTALS				<u>-1,091,325.</u>	<u>-1,689,234.</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	71,035.			82,817.
TOTALS	<u>71,035.</u>			<u>82,817.</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	117,570.			118,144.
TOTALS	<u>117,570.</u>			<u>118,144.</u>

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON PROGRAM RELATED INVESTMENTS	1,079,679.	1,079,679.
EQUITY LOSS OF INVESTEE	-1,098,333.	
LOSS OF DISPOSAL OF EQUITY INTEREST	-1,670,580.	
LOSS ON FOREIGN CURRENCY TRANSACTIONS	-1,273,326.	
OTHER INCOME	177,464.	
RETURN OF GRANT FUNDS	4,537.	
PARTNERSHIP INCOME/LOSS - K-1S		-763,512.
	<u>-2,780,559.</u>	<u>316,167.</u>
TOTALS		