

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

OMB No 1545-0052

2009

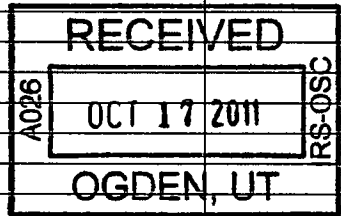
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 12/01, 2009, and ending 11/30, 2010

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

| | | | |
|---|--|---|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation SOROS CHARITABLE FOUNDATION | | A Employer identification number 13-7003532 |
| | Number and street (or P O box number if mail is not delivered to street address) 400 WEST 59TH STREET | | B Telephone number (see page 10 of the instructions) (212) 548-0600 |
| | Room/suite | | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| | City or town, state, and ZIP code NEW YORK, NY 10019 | | |
| 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) <input type="checkbox"/> \$ 89,597,485. | | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 | Interest on savings and temporary cash investments | 7. | 7. | | ATCH 1 |
| 4 | Dividends and interest from securities | | | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | | | | |
| b | Gross sales price for all assets on line 6a 10,089,870. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | 97,187. | 66,263. | | ATCH 2 |
| 12 | Total Add lines 1 through 11 | 97,194. | 66,270. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) ATCH 3 | 22,505. | 0. | 0. | 24,260. |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) ** | 436,655. | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) ATCH 5 | 17,129. | | | 17,913. |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 476,289. | 0. | 0. | 42,173. |
| 25 | Contributions, gifts, grants paid | | | | |
| 26 | Total expenses and disbursements Add lines 24 and 25 | 476,289. | 0. | 0. | 42,173. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | -379,095. | | | |
| b | Net investment income (if negative, enter -0-) | | 66,270. | | |
| c | Adjusted net income (if negative, enter -0-) | | | -0- | |



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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 | 6,138,705. | 496,040. | 496,040. |
| | 2 | Savings and temporary cash investments | 80. | | |
| | 3 | Accounts receivable <input type="checkbox"/> 33,637. | | | |
| | | Less allowance for doubtful accounts <input type="checkbox"/> | 33,334. | 33,637. | 33,637. |
| | 4 | Pledges receivable <input type="checkbox"/> | | | |
| | | Less allowance for doubtful accounts <input type="checkbox"/> | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) <input type="checkbox"/> | | | |
| | | Less allowance for doubtful accounts <input type="checkbox"/> | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges <u>ATCH 6</u> | 254,998. | 42,324. | 42,324. |
| | 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 <input type="checkbox"/> | | | |
| | Less accumulated depreciation (attach schedule) <input type="checkbox"/> | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) <u>ATCH 7</u> | 78,927,030. | 86,868,365. | 86,868,365. | |
| 14 | Land, buildings, and equipment basis <input type="checkbox"/> | | | | |
| | Less accumulated depreciation (attach schedule) <input type="checkbox"/> | | | | |
| 15 | Other assets (describe <input type="checkbox"/> <u>ATCH 8</u>) | 2,166,123. | 2,157,119. | 2,157,119. | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 87,520,270. | 89,597,485. | 89,597,485. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 16,333. | 6,425. | |
| | 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 <input type="checkbox"/> <u>ATCH 9</u>) | 508,567. | 943,587. | |
| | 23 | Total liabilities (add lines 17 through 22) | 524,900. | 950,012. | |
| 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 | 86,995,370. | 88,647,473. | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 86,995,370. | 88,647,473. | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 87,520,270. | 89,597,485. | | |

| 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 86,995,370. |
| 2 | Enter amount from Part I, line 27a | 2 -379,095. |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/> <u>ATTACHMENT 10</u> | 3 2,031,198. |
| 4 | Add lines 1, 2, and 3 | 4 88,647,473. |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/> | 5 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 88,647,473. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co) | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr) | (d) Date sold (mo., day, yr) |
|---|--|---|--|---------------------------------|
| 1a SEE PART IV SCHEDULE | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) FMV 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 | -18,199,141. |
| 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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2008 | 26,224. | 72,366,813. | 0.000362 |
| 2007 | 24,410,543. | 62,859,939. | 0.388332 |
| 2006 | 2,657,609. | 75,020,610. | 0.035425 |
| 2005 | 32,289,094. | 71,848,203. | 0.449407 |
| 2004 | 4,132,707. | 83,810,137. | 0.049310 |
| 2 Total of line 1, column (d) | | | 2 0.922836 |
| 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 0.184567 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 84,208,369. |
| 5 Multiply line 4 by line 3 | | | 5 15,542,086. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 663. |
| 7 Add lines 5 and 6 | | | 7 15,542,749. |
| 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 on page 18. | | | 8 42,173. |

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

| | | | |
|----|--|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | 1 | 1,325. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 1,325. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 1,325. |
| 6 | Credits/Payments. | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 43,649. |
| b | Exempt foreign organizations-tax withheld at source | 6b | 0. |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 43,649. |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 42,324. |
| 11 | Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 42,324. Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | N/A | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of MAIJA ARBOLINO Telephone no 212-548-0600
Located at 400 WEST 59TH STREET, 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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)
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?
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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? **ATTACHMENT 12** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 11 | | 0. | 0. | 6,425. |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |

Total number of others receiving over \$50,000 for professional services NONE

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 page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| ----- | |
| All other program-related investments See page 24 of the instructions | |
| 3 NONE | |
| ----- | |
| ----- | |
| ----- | |

Total. Add lines 1 through 3

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

| | | | |
|----------|---|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 82,446,236. |
| b | Average of monthly cash balances | 1b | 3,044,494. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 85,490,730. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 85,490,730. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 1,282,361. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 84,208,369. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 4,210,418. |

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

| | | | |
|-----------|---|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 4,210,418. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1,325. |
| b | Income tax for 2009 (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,325. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 4,209,093. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 4,209,093. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 4,209,093. |

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

| | | | |
|----------|---|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 42,173. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 42,173. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 42,173. |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 4,209,093. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20 07, 20 06, 20 05 | | | | |
| 3 Excess distributions carryover, if any, to 2009. | | | | |
| a From 2004 | | | | |
| b From 2005 | 25,547,806. | | | |
| c From 2006 | | | | |
| d From 2007 | 21,313,370. | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 46,861,176. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 42,173. | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 42,173. |
| e Remaining amount distributed out of corpus | | | 0. | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 4,166,920. | | | 4,166,920. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 42,694,256. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 42,694,256. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | 21,380,886. | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | 21,313,370. | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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 |
|--|--|--------------------------------------|-------------------------------------|-------------|
| <i>a Paid during the year</i> | | | | |
| Total | | | | ▶ 3a |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ▶ 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Row 1 A: THE \$66,263 OF INTEREST RELATES TO A LOAN OF \$2,000,000 TO SOUTH AFRICA FINANCING ENTERPRISE INC. (SAFE), A NON-PROFIT, SPECIAL PURPOSE CORPORATION. SAFE WAS JOINTLY FUNDED IN 2003 BY THE SOROS CHARITABLE FOUNDATION AND THE SOROS ECONOMIC DEVELOPMENT FUND. ON JANUARY 13, 2003 SAFE PROVIDED A GUARANTY TO RAND MERCHANT BANK (RMB) IN SOUTH AFRICA TO SUPPORT THE SOUTH AFRICAN RAND EQUIVALENT OF A \$20 MILLION, FIVE-YEAR REVOLVING CREDIT FACILITY ISSUED BY RMB TO NURCHA FINANCING COMPANY LIMITED (NFC). NFC USES THE PROCEEDS OF THE CREDIT FACILITY TO PROVIDE BRIDGE LOANS TO BORROWERS THAT HAVE FINANCING AGREEMENTS WITH LOCAL OR PROVINCIAL GOVERNMENTS AND OTHER APPROVED ENTITIES TO CONSTRUCT LOW-INCOME HOUSING AND ASSOCIATED INFRASTRUCTURE IN SOUTH AFRICA. IN FEBRUARY 2008, THE SAFE GUARANTY, THE \$2,000,000 SAFE LOAN PAYABLE TO THE FOUNDATION AND RMB CREDIT FACILITY WERE EXTENDED TO FEBRUARY 2013.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
 - (1)** Cash **1a(1)** Yes No
 - (2)** Other assets **1a(2)** Yes No
 - b** Other transactions
 - (1)** Sales of assets to a noncharitable exempt organization **1b(1)** Yes No
 - (2)** Purchases of assets from a noncharitable exempt organization **1b(2)** Yes No
 - (3)** Rental of facilities, equipment, or other assets **1b(3)** Yes No
 - (4)** Reimbursement arrangements **1b(4)** Yes No
 - (5)** Loans or loan guarantees **1b(5)** Yes No
 - (6)** Performance of services or membership or fundraising solicitations **1b(6)** Yes No
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1c** Yes No
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | N/A | | N/A |
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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

Sign Here

Signature of officer or trustee: *[Signature]*

Paid Preparer's Use Only

Preparer's signature: *Margaret A. Bradshaw, CPA*

Firm's name (or yours if self-employed), address, and ZIP code: KPMG LLP, 1676 INTERNATIONAL MCLEAN, VA

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 135,303. | | QUANTUM INDUSTRIAL HOLDINGS 379,350. | | | | | 11/18/1996 -244,047. | 12/31/2009 |
| 593,955. | | QUANTUM INDUSTRIAL HOLDINGS 1,665,273. | | | | | 08/20/1998 -1071318. | 12/31/2009 |
| 129,447. | | QUANTUM INDUSTRIAL HOLDINGS 362,932. | | | | | 08/24/1998 -233,485. | 12/31/2009 |
| 128,220. | | QUANTUM INDUSTRIAL HOLDINGS 359,492. | | | | | 08/26/1998 -231,272. | 12/31/2009 |
| 755,622. | | QUANTUM INDUSTRIAL HOLDINGS 2,118,540. | | | | | 08/27/1998 -1362918. | 12/31/2009 |
| 1,138,237. | | QUANTUM INDUSTRIAL HOLDINGS 3,191,279. | | | | | 08/31/1998 -2053042. | 12/31/2009 |
| 7,209,086. | | QUANTUM INDUSTRIAL HOLDINGS 20212145. | | | | | 03/18/1999 -13003059. | 12/31/2009 |
| TOTAL GAIN (LOSS) | | | | | | | <u>-18199141.</u> | |

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--|---|--------------------------------------|
| INTEREST ON TEMPORARY CASH INVESTMENTS | 7. | 7. |
| TOTAL | <u>7.</u> | <u>7.</u> |

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|----------------------------|---|--------------------------------------|
| INTEREST FROM PRI'S | 66,263. | 66,263. |
| FEDERAL EXCISE TAX BENEFIT | 30,924. | |
| TOTALS | <u>97,187.</u> | <u>66,263.</u> |

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 22,505. | | | 24,260. |
| TOTALS | <u>22,505.</u> | <u>0.</u> | <u>0.</u> | <u>24,260.</u> |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|------------------------------|---|
| DEFERRED FED EXCISE TAX EXP. | 436,655. |
| TOTALS | <u>436,655.</u> |

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-----------------------------|---|--------------------------------|
| NY FILING FEES | 1,500. | 1,500. |
| D&O INSURANCE | 6,425. | 16,333. |
| ADVERTISING | 120. | |
| EQUITY METHOD LOSS ON PRI'S | 9,004. | |
| BANK CHARGES | 80. | 80. |
| TOTALS | <u>17,129.</u> | <u>17,913.</u> |

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 6

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|----------------------------|---------------------------------|------------------------------|-----------------------|
| PREPAID FEDERAL EXCISE TAX | 254,998. | 42,324. | 42,324. |
| TOTALS | <u>254,998.</u> | <u>42,324.</u> | <u>42,324.</u> |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|---------------------------------|------------------------------|-----------------------|
| QUANTUM INDSTL HLDGS | 10,089,870. | | |
| QUANTUM ENDOWMENT FUND C SHS | 68,837,160. | 86,868,365. | 86,868,365. |
| TOTALS | <u>78,927,030.</u> | <u>86,868,365.</u> | <u>86,868,365.</u> |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|---------------------------------|------------------------------|-----------------------|
| PROGRAM-RELATED INVESTMENTS: | | | |
| SAFE - 500 SHS-COMMON STOCK | 366,123. | 357,119. | 357,119. |
| SAFE - SUBORDINATED LOAN | 2,000,000. | 2,000,000. | 2,000,000. |
| LESS ALLOWANCE | -200,000. | -200,000. | -200,000. |
| TOTALS | <u>2,166,123.</u> | <u>2,157,119.</u> | <u>2,157,119.</u> |

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 9

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> |
|-------------------------|---------------------------------|------------------------------|
| OTHER LIABILITIES | 26,620. | 24,985. |
| DEFERRED FED EXCISE TAX | 481,947. | 918,602. |
| TOTALS | <u>508,567.</u> | <u>943,587.</u> |

ATTACHMENT 10

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

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------------------|-------------------|
| UNREALIZED GAIN ON INVESTMENTS | 2,031,198. |
| TOTAL | <u>2,031,198.</u> |

SOROS CHARITABLE FOUNDATION

13-7003532

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

ATTACHMENT 11

| <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> |
|--|---|---------------------|--|--|
| GEORGE SOROS 400 WEST 59TH STREET NEW YORK, NY 10019 | TRUSTEE 1.00 | 0. | 0. | 1,285. |
| WILLIAM D. ZABEL 919 THIRD AVENUE NEW YORK, NY 10022 | TRUSTEE 1.00 | 0. | 0. | 1,285. |
| JONATHAN SOROS 888 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10106 | TRUSTEE 1.00 | 0. | 0. | 1,285. |
| DANIEL R. EULE 888 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10106 | TRUSTEE 1.00 | 0. | 0. | 1,285. |
| ARMANDO BELLY 888 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10106 | TRUSTEE 1.00 | 0. | 0. | 1,285. |
| | GRAND TOTALS | <u>0.</u> | <u>0.</u> | <u>6,425.</u> |

SOROS CHARITABLE FOUNDATION
Program-Related Investments
Expenditure Responsibility Report, 2010

Equity Investments

| PRI Recipient | Date of PRI¹ | Purpose | Total amount of PRI | Amount Expended in 2010 | Amount disbursed by SCF since inception | Knowledge of Diversion? | Report Received |
|--|--------------------------------|---|----------------------------|--------------------------------|--|--------------------------------|------------------------|
| South Africa Financing Enterprise (SAFE) 400 West 59 th 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. \$525,000 | U.S \$0 | U.S. \$525,000 | No | 7/12/11 |

This Program-Related Investment was made in prior years and the foundation continues to exercise expenditure responsibility throughout the life of the investment.

¹ The "Date of PRI" column reflects the date of the execution of the PRI agreement and not the date of disbursement

SOROS CHARITABLE FOUNDATION
Program-Related Investments
Expenditure Responsibility Report, 2010

Loans

| PRI Recipient | Date of PRI² | Purpose | Total amount of PRI | Amount Expended in 2010 | Amount disbursed by SCF since inception | Knowledge of Diversion? | Report Received |
|--|--------------------------------|---|----------------------------|--------------------------------|--|--------------------------------|------------------------|
| South Africa Financing Enterprise (SAFE) 400 West 59 th 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. \$2,000,000 | U.S. \$0 | U.S. \$2,000,000 | No | 7/12/11 |

This Program-Related Investment was made in prior years and the foundation continues to exercise expenditure responsibility throughout the life of the investment.

² The "Date of PRI" column reflects the date of the execution of the PRI agreement and not the date of disbursement

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust
SOROS CHARITABLE FOUNDATION

Employer identification number
13-7003532

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|-----|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back | 5 | |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|--------------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -18,199,141. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back | 12 | -18,199,141. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II
Caution: Read the instructions before completing this part.

| | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|---|---------------------------------|-------------------------|--------------|
| 13 Net short-term gain or (loss) | 13 | | |
| 14 Net long-term gain or (loss): | | | |
| a Total for year | 14a | | -18,199,141. |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | |
| c 28% rate gain | 14c | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a | 15 | | -18,199,141. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary

Part IV Capital Loss Limitation

| | | |
|---|-----------|-----------|
| 16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: | 16 | (3,000.) |
| a The loss on line 15, column (3) or b \$3,000 | | |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:
 • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
 • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

| | | |
|--|-----------|--|
| 17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | |
| 20 Add lines 18 and 19 | 20 | |
| 21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- | 21 | |
| 22 Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 Enter the smaller of the amount on line 17 or \$2,300 | 24 | |
| 25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 | 25 | |
| 26 Subtract line 25 from line 24 | 26 | |
| 27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | |
| 28 Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 Subtract line 28 from line 27 | 29 | |
| 30 Multiply line 29 by 15% (15) | 30 | |
| 31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | |
| 32 Add lines 30 and 31 | 32 | |
| 33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | |
| 34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | |

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SOROS CHARITABLE FOUNDATION

13-7003532

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss). Rows include QUANTUM INDUSTRIAL HOLDINGS with various dates and values.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -18,199,141.

Schedule D-1 (Form 1041) 2009