



Skoll Foundation 990PF
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990PF

Schedule B

Forms 926 and 8865

Supporting Statements

990T

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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Jan 1, 2012, **and ending** Dec 31, 2012

Name of foundation THE SKOLL FOUNDATION		A Employer identification number 11-3659133
Number and street (or P.O. box number if mail is not delivered to street address) 250 UNIVERSITY AVENUE	Room/suite 200	B Telephone number (see the instructions) (650) 331-1031
City or town PALO ALTO,	State ZIP code CA 94301	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 521,009,795.	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>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch) 42,139,184.				
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments 6,968.		6,968.		
	4 Dividends and interest from securities 3,987,726.		3,987,726.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 -5,062,257.				
	b Gross sales price for all assets on line 6a 183,024,878.				
	7 Capital gain net income (from Part IV, line 2)		957,359.		
	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/(loss) (att sch)					
11 Other income (attach schedule) 2,071,963.		1,153,629.	905,834.		
See Line 11 Stmt					
12 Total. Add lines 1 through 11 43,143,584.		6,105,682.	905,834.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc. 844,091.		78,385.		768,821.
	14 Other employee salaries and wages 4,289,610.		133,702.		4,208,966.
	15 Pension plans, employee benefits 1,033,650.		59,385.		1,013,474.
	16a Legal fees (attach schedule) 15,063.				15,063.
	b Accounting fees (attach sch) 135,202.				135,202.
	c Other prof fees (attach sch) 3,169,558.		425,320.	905,834.	1,923,206.
	17 Interest 32,840.				
	18 Taxes (attach schedule)(see instrs) Excise Tax 730,008.				
	19 Depreciation (attach sch) and depletion 10,041.				
	20 Occupancy 0.				
	21 Travel, conferences, and meetings 562,784.				598,654.
	22 Printing and publications 2,249.				
	23 Other expenses (attach schedule) 3,469,419.		1,134,962.		1,473,083.
	See Line 23 Stmt				
	24 Total operating and administrative expenses. Add lines 13 through 23 14,294,515.		1,831,754.	905,834.	10,136,469.
25 Contributions, gifts, grants paid 15,804,631.				18,473,267.	
26 Total expenses and disbursements. Add lines 24 and 25 30,099,146.		1,831,754.	905,834.	28,609,736.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements 13,044,438.					
b Net investment income (if negative, enter -0-) 4,273,928.					
c Adjusted net income (if negative, enter -0-) 0.					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	26,670,492.	31,567,725.	31,567,725.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	68,606.	35,699.	35,699.
	10a	Investments — U.S. and state government obligations (attach schedule)	46,044,896.	47,314,477.	47,314,477.
	b	Investments — corporate stock (attach schedule)	42,144,380.	39,334,044.	39,334,044.
	c	Investments — corporate bonds (attach schedule)	0.		
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)	348,068,106.	393,454,298.	393,454,298.	
14	Land, buildings, and equipment: basis	537,180.			
	Less: accumulated depreciation (attach schedule)	446,519.	7,156.	90,661.	
15	Other assets (describe)	9,286,950.	9,212,891.	9,212,891.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	472,290,586.	521,009,795.	521,009,795.	
LIABILITIES	17	Accounts payable and accrued expenses	1,609,043.	1,843,466.	
	18	Grants payable	7,133,637.	3,838,575.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	0.		
	22	Other liabilities (describe)	4,030,092.	23,346.	
	23	Total liabilities (add lines 17 through 22)	12,772,772.	5,705,387.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	459,517,814.	515,304,408.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	459,517,814.	515,304,408.		
31	Total liabilities and net assets/fund balances (see instructions)	472,290,586.	521,009,795.		

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	459,517,814.
2	Enter amount from Part I, line 27a	2	13,044,438.
3	Other increases not included in line 2 (itemize) Net change in unrealized gain/loss	3	42,742,156.
4	Add lines 1, 2, and 3	4	515,304,408.
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	515,304,408.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8			
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 183,024,878.		182,067,519.	957,359.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			957,359.
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	957,359.
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]	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.

(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 (column (b) divided by column (c))
2011	28,193,280.	483,263,101.	0.058339
2010	25,212,226.	447,629,750.	0.056324
2009	10,010,350.	422,106,667.	0.023715
2008	39,929,434.	447,328,533.	0.089262
2007	36,053,597.	515,054,232.	0.070000

2 Total of line 1, column (d)	2	0.297640
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	0.059528
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	469,450,959.
5 Multiply line 4 by line 3	5	27,945,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,739.
7 Add lines 5 and 6	7	27,988,216.
8 Enter qualifying distributions from Part XII, line 4	8	29,346,349.

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.

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

1 a 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 letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	42,739.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	42,739.
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	42,739.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012		6 a	736,570.
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	736,570.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	693,831.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 693,831. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA - California		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

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)	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 HTTP:WWW.SKOLLFOUNDATION.ORG				
14	The books are in care of RICHARD FAHEY Telephone no. (650) 331-1031 Located at 250 UNIVERSITY AVE, #200, PALO ALTO, CA ZIP + 4 94301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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 GA, UK, SZ				

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
1 a	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)?	1 b	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 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
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.)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

5 a 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)?

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).

6 a 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.

7 a 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?

5 b		X
6 b		X
7 b		

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
See Statement 9		844,091.	355,840.	

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
See Statement 10		953,441.	177,882.	

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 instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GRANT THORNTON LLP 150 ALMADEN BLVD, SAN JOSE CA 95113	AUDIT	92,363.
A CASPIAN PRODUCTIONS 950 LINCOLN BLVD, SAN FRANCISCO, CA CA 94129	CONSULTING	1,798,754.
WESTERNIZED 550 BRYANT. ST SAN FRANCISCO CA 94107	CONSULTING	100,000.
JAMES ROWLEY 2370 MARKET ST, STE 501 SAN FRANCISCO, CA CA 94114	CONSULTING	132,000.
EXYGY 4053 18th ST, SAN FRANCISCO, CA 94114	CONSULTING	194,121.
Total number of others receiving over \$50,000 for professional services		3

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 MANAGEMENT OF THE GRANTMAKING, DAY-TO-DAY OPERATIONS AND PROGRAMS OF THE SKOLL FUND - SEE STATEMENT 13	2,889,072.
2 GRANT MANAGEMENT AND OPERATIONS SUPPORT FOR THE SKOLL GLOBAL THREATS FUND	240,000.
3 PRODUCTION OF THE ANNUAL SKOLL WORLD FORUM - SEE STATEMENT 13	1,798,754.
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 ACUMEN FUND PRIVATE EQUITY INVESTMENT	343,510.
2 CAPITAL FOR ABORIGINAL PROSPERITY & ENTREPRENEURSHIP - LOAN	180,395.
All other program-related investments. See instructions.	
3 ALL OTHER PRIS	150,000.
Total. Add lines 1 through 3	673,905.

BAA

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	1 a	74,306,064.
b Average of monthly cash balances	1 b	26,207,198.
c Fair market value of all other assets (see instructions)	1 c	376,086,696.
d Total (add lines 1a, b, and c)	1 d	476,599,958.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	476,599,958.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,148,999.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	469,450,959.
6 Minimum investment return. Enter 5% of line 5	6	23,472,548.

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	23,472,548.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	42,739.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	42,739.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	23,429,809.
4 Recoveries of amounts treated as qualifying distributions	4	354,177.
5 Add lines 3 and 4	5	23,783,986.
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	23,783,986.

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	1 a	28,609,736.
b Program-related investments – total from Part IX-B	1 b	673,905.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	62,708.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	29,346,349.
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	42,739.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,303,610.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				23,783,986.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	16,548,355.			
e From 2011	3,960,674.			
f Total of lines 3a through e	20,509,029.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 29,346,349.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	20,465.			
d Applied to 2012 distributable amount				23,783,986.
e Remaining amount distributed out of corpus	5,541,898.			
5 Excess distributions carryover applied to 2012 (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	26,071,392.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	26,071,392.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	16,548,355.			
d Excess from 2011	3,960,674.			
e Excess from 2012	5,562,363.			

Explanation Statement

Form/Line: Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

Form 990-PF, Page 9, Part XIII Line 4c COLUMN A, ~~X~~ ^P DISTRIBUTION FOM CORPUS ELECTION
PURSUANT TO CODE S4942 (H) AND REG S53.4942(A) -3(D) (2) THE FOUNDATION
HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN
EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME
AS BEING MADE OUT OF CORPUS, TO THE EXTENT SO INDICATED IN THE RETURN

Explanation Statement

Form/Line: Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

Form 990-PF, Page 9, Part XIII Line 4c COLUMN A, D & E DISTRIBUTION FOM CORPUS ELECTION
PURSUANT TO CODE S4942 (H) AND REG S53.4942(A) -3(D) (2) THE FOUNDATION
HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN
EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME
AS BEING MADE OUT OF CORPUS, TO THE EXTENT SO INDICATED IN THE RETURN

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

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 2012, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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).)
JEFFREY S. SKOLL

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
 See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs
Application information can be found at skollfoundation.org.

b The form in which applications should be submitted and information and materials they should include:
Application information can be found at skollfoundation.org.

c Any submission deadlines:
Application information can be found at skollfoundation.org.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
Application information can be found at skollfoundation.org.

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

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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).)

JEFFREY S. SKOLL

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

N/A

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

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

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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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 Paid during the year SEE STATEMENT 11				
Total ▶ 3a				18,473,267.
b Approved for future payment SEE STATEMENT 11				
Total ▶ 3b				4,070,000.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization THE SKOLL FOUNDATION	Employer identification number 11-3659133
---	---

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE SKOLL FOUNDATION

11-3659133

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JEFFREY S SKOLL ----- 250 UNIVERSITY AVENUE ----- PALO ALTO CA 94301 -----	\$ 40,139,184.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2	CISCO SYSTEMS, INC ----- 170 WEST TASMAN DR ----- SAN JOSE CA 95134 -----	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

THE SKOLL FOUNDATION

11-3659133

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
1	795,229 SHARES OF EBAY, INC	\$ 40,139,184.	12/26/12

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) ACTIS AFRICA 3 LP	4 Identifying number, if any 98-0564735
---	--

5 Address (including country)
Les Cascades, Edith Cavell St Port Louis Mauritius

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		427,956		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .9% (b) After .9%

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CDH CHINA FUND III, LP (C/O CDH III MANAGEMENT COMPANY LIMITED)	4 Identifying number, if any N/A
---	--

5 Address (including country)
2601 26/F LIPPO CENTRE TOWER TWO, 89 QUEENSWAY , ADMIRALTY, HONG KONG

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	3/15/2012		120,653		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 1.7 % (b) After 1.7 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CEVIAN CAPITAL II LTD	4 Identifying number, if any N/A
--	--

5 Address (including country)
C/O PFPC INT LTD RIVERSIDE TWO, SIR JOHN ROGERSON'S QUAY, GRAND CANAL DOCK, DUBLIN 2, IRELAND

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	1/7/2012		3,999,439		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .8% (b) After .8%

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CHINA ENVIRONMENT FUND III, LP	4 Identifying number, if any N/A
---	--

5 Address (including country)
C/O WALKERS SPV LIMITED P.O. BOX 908 GEORGE TOWN GRAND CAYMAN, CAYMAN IS

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		131,924		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 1.8 % (b) After 1.8 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CHRYSCAPITAL V LLC	4 Identifying number, if any 98-0546580
---	---

5 Address (including country)
IFS COURT, TWENTY EIGHT, CYBER CITY, EBENE MAURITIUS

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		364,800		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .31 % (b) After .31 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
DN CAPITAL GLOBAL VENTURE CAPITAL FUND III	

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DN CAPITAL (UK) LLP	4 Identifying number, if any N/A
---	---

5 Address (including country)
28 ST. JAMES SQUARE, LONDON DW1Y4JH, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		377,553		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0 % (b) After .07 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
DN CAPITAL GLOBAL VENTURE CAPITAL FUND II	

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DN CAPITAL (UK) LLP	4 Identifying number, if any N/A
---	---

5 Address (including country)
28 ST. JAMES SQUARE, LONDON DW1Y4JH, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		950,452		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .08 % (b) After .08 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DOUGHTY HANSON & CO V LLP	4 Identifying number, if any N/A
---	---

5 Address (including country)
45 PALL MALL, LONDON, SW1Y 5JG, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		817,572		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .6 % (b) After .7 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GENERATION INVESTMENT MANAGEMENT LLP	4 Identifying number, if any
--	-------------------------------------

5 Address (including country) ONE VINE ST, LONDON W1J OAH	
--	--

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

7 Foreign law characterization (see instructions) CORPORATION	
--	--

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	5/15/2012		150,000		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .5 % (b) After .5 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
GREENTECH CAPITAL ADVISORS	26-3616070

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GREENTECH CAPITAL ADVISORS, AG	4 Identifying number, if any 7
--	---

5 Address (including country)
BAHNHOFSTRASSE 26 CH-8001 ZURICH, SWITZERLAND

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	2/27/2012		268,900		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 9% (b) After 14%

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) INDEX VENTURES GROWTH I (JERSEY), LP	4 Identifying number, if any
---	------------------------------

5 Address (including country)
NO. 1 SEATON PLACE, ST. HELIER, JERSEY JE4 8YJ, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		147,685		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .5% (b) After .5%

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPS 7B HOLDINGS, LTD	4 Identifying number, if any 98-1083426
---	--

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		252,922		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00% (b) After .046%

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPS 7B OPPORTUNITIES INVESTMENTS HOLDINGS, LTD	4 Identifying number, if any 98-1082103
---	--

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		140,503		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00% (b) After .046%

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPS 7B LAUGHLIN HOLDINGS, LTD	4 Identifying number, if any 98-1083395
--	--

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		154,498		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00 % (b) After .046 %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPORTUNITIES ALS HOLDINGS, LTD	4 Identifying number, if any 98-1084187
--	---

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		182,392		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00 % (b) After .046 %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) QUINLAN PRIVATE EUROPEAN STRATEGIC PROPERTY FUND LP	4 Identifying number, if any N/A
--	--

5 Address (including country)
C/O QUINLAN CAPITAL MANAGEMENT LIMITED, 8 RAGLAN ROAD, BALLSBRIDGE, DUBLIN 4, IRELAND

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/20/2012		177,078		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .3 % (b) After .3 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

.....
.....
.....

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Attachment
Sequence No. **118**

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year
beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NEW YORK 10538**

2(a) EIN (if any): **26-0266542**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: _____

4 Date of organization	5 Principal place of business	6 Principal business activity code number	7 Principal business activity	8a Functional currency	8b Exchange rate (see instr.)
	CAYMAN ISLANDS	523900	INVESTMENTS	U.S. DOLLARS	1.00

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any:
**M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
DANNELL LYNE 1865 PALMER AVE, SUITE 104 LARCHMONT NY

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7** How is this partnership classified under the law of the country in which it is organized? _____
- 8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
 If "Yes," **do not** complete Schedules L, M-1, and M-2.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

Schedule A **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B **Income Statement – Trade or Business Income**

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP	EIN (if any) 26-0266542	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		175,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

▶ Attach to your tax return.

▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number

Filer's address (if you are not filing this form with your tax return) **250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4
B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership **NCH AGRIBUSINESS PARTNERS, L.P. UGLAND HOUSE, SOUTH CHURCH STREET, P.O. BOX 309 GEORGE TOWN, GRAND CAYMAN, KY1 - 1104, CAYMAN ISLAN**
2(a) EIN (if any) **98-0469664**
2(b) Reference ID number (see instr.)
3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization 4/27/07	5 Principal place of business EUROPE	6 Principal business activity code number 531390	7 Principal business activity REAL ESTATE	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---------------------------------------	---	---	--	--	---

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States **NONE**
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any **MAPLES & CALDER UGLAND HOUSE, SOUTH CHURCH ST, PO BOX 309 GT GEORGE TOWN, GRAND CAYMAN, KY1 - 1104, CAYMAN ISLANDS**
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **NONE**
- 7 How is this partnership classified under the law of the country in which it is organized? **EXEMPT LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN
Firm's name Firm's EIN
Firm's address Phone no.

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NCH AGRIBUSINESS PARTNERS, L.P	EIN (if any) 98-0469664	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		523,373				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Attachment Sequence No. **118**

Department of the Treasury Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number

Filer's address (if you are not filing this form with your tax return) **250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301**
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership **NEXUS INDIA CAPITAL I, LP CRICKET SQUARE, HUTCHINS DRIVE GEORGE TOWN, GRAND CAYMAN KY1-1111, CAYMAN ISLAND**
2(a) EIN (if any) **98-0538420**
2(b) Reference ID number (see instr.)
3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization 12/19/2006	5 Principal place of business N/A	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	--	---	--	--	---

G Provide the following information for the foreign partnership's tax year:
1 Name, address, and identifying number of agent (if any) in the United States **NONE**
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any **CODAN SERVICE (CAYMAN) LIMITED CRICKET SQUARE, HUTCHINS DRIVE, P.O. BOX 2681 GRAND CAYMAN KY1-1111, CAYMAN ISLANDS**
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different **NAREN GUPTA 4 WEST 4TH AVE SAN MATEO, CA**

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions)
- 7 How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet **both** of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," **do not** complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no.

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NEXUS INDIA CAPITAL I, LP	EIN (if any) 98-0538420	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		120,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**NEXUS INDIA CAPITAL II, LP
CRICKET SQUARE, HUTCHINS DRIVE
GEORGE TOWN, GRAND CAYMAN KY1-1111, CAYMAN ISLAND**

2(a) EIN (if any): **98-0594026**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized:
CAYMAN ISLANDS

4 Date of organization: 07/29/08	5 Principal place of business: N/A	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any:
**CODAN SERVICE (CAYMAN) LIMITED
CRICKET SQUARE, HUTCHINS DRIVE, P.O. BOX 2681
GRAND CAYMAN KY1-1111, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
NAREN GUPTA 4 WEST 4TH AVE SAN MATEO, CA

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____
- 7 How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Firm's address	
Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
LAUREL 2008 LP	55 WHITNEY AVE NEW HAVEN CT	26-1649501	
NEXUS INDIA MANAGEMENT II L.P.	CRICKET SQ HUTCHINS DR	98-0594024	✓
	GRAND CAYMAN CJ KY1-1111		

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NEXUS INDIA CAPITAL II, LP	EIN (if any) 98-0594026	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		160,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**OAK HILL CAPITAL PARTNERS III (AIV I), LP
201 MAIN ST, SUITE 2300
FORT WORTH, TX 76102**

2(a) EIN (if any): **80-0190486**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: _____

4 Date of organization	5 Principal place of business	6 Principal business activity code number	7 Principal business activity	8a Functional currency	8b Exchange rate (see instr.)
	CAYMAN ISLANDS	523900	INVESTMENTS	U.S. DOLLARS	1.00

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
**OAK HILL CAPITAL PARTNERS III (AIV I), LP
201 MAIN ST, SUITE 2300**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any: _____

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: _____

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____
- 7** How is this partnership classified under the law of the country in which it is organized? **▶ LIMITED PARTNER**
- 8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement – Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OAK HILL CAPITAL PARTNERS III (AIV I), LP	EIN (if any) 80-0190486	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		314,502				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 20**12**, and ending **DEC 31**, 20**12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 20**12**, and ending **DEC 31**, 20**12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**VIVO VENTURES FUND CAYMAN V, LP
C/O M&C CORP SERVICES, P.O. BOX 309 GT,UGLAND HOUSE, SOUTH CHURCH
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

2(a) EIN (if any): **98-0523302**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized:
CAYMAN ISLANDS

4 Date of organization: 2/6/2007	5 Principal place of business: Palo Alto, CA	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
DR. FRANK KUNG 575 HIGH ST SUITE 201 PALO ALTO, CA

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN, UT**

3 Name and address of foreign partnership's agent in country of organization, if any:
**M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: _____

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7 How is this partnership classified under the law of the country in which it is organized? PARTNERSHIP
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Firm's EIN ▶	
Firm's address ▶	Phone no.		Phone no.	

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership VIVO VENTURES FUND CAYMAN V, LP	EIN (if any) 98-0523302	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		164,871				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**VIVO VENTURES FUND CAYMAN VI, LP
C/O M&C CORP SERVICES, P.O. BOX 309 GT,UGLAND HOUSE, SOUTH CHURCH
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

2(a) EIN (if any): **98-0546843**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized:
CAYMAN ISLANDS

4 Date of organization: 2/6/2007	5 Principal place of business: Palo Alto, CA	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
DR. FRANK KUNG 575 HIGH ST SUITE 201 PALO ALTO, CA

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:
OGDEN, UT

3 Name and address of foreign partnership's agent in country of organization, if any:
**M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: _____

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____
- 7 How is this partnership classified under the law of the country in which it is organized? **▶ PARTNERERSHIP**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership VIVO VENTURES FUND CAYMAN VI, LP	EIN (if any) 98-0546843	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		204,616				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

▶ Attach to your tax return.
▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
Information furnished for the foreign partnership's tax year beginning 01/01/2012, and ending 12/31/2012

Department of the Treasury
Internal Revenue Service

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION**
Filer's identifying number: **11-3659133**

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVENUE, STE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning _____, and ending _____

C Filer's share of liabilities: Nonrecourse \$ _____ NONE Qualified nonrecourse financing \$ _____ NONE Other \$ _____ NONE

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent: **N/A**

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions) **N/A**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**DT CAPITAL CHINA GROWTH FUND, L.P.
C/O NO. 1 GAOLAN ROAD
SHANGHAI
CH 200020**

2(a) EIN (if any): **98-0578932**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: 12/14/2007	5 Principal place of business: CJ	6 Principal business activity code number: 525990	7 Principal business activity: INVESTMENT	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): _____
---	--	--	--	--	--------------------------------------

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States: _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any: **CODAN SERVICES, 4/F CENTURY YARD
CRICKET SQUARE, HUTCHINS DRIVE
PO BOX 2681GT, GRAND CAYMAN
CJ**
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: **CITI FUND SERVICES (ASIA), LIMITED
10/F, TWO HARBOURFRONT
22 TAK FUNG STREET, HUNGHOM
HK**

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): **N/A**

7 How is this partnership classified under the law of the country in which it is organized? **EXEMPT LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
} **N/A** Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only
Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____
Check if self-employed if PTIN
Firm's name: _____ Firm's EIN: _____
Firm's address: _____ Phone no.: _____

SCHEDULE O
(Form 8865)
Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No. 1545-1668

2012

▶ Attach to Form 8865. See Instructions for Form 8865.

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership DT CAPITAL CHINA GROWTH FUND, L.P.	EIN (if any) 98-0578932	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	12/31/2012		330,364.				0.845
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2012

*NOTE: TWO CONTRIBUTIONS TOTALING \$330,364 WERE MADE DURING THE YEAR ENDED DECEMBER 31, 2012.

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name **EIN**
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN), LP
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071**

2(a) EIN (if any) **46-0521714**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 2/2/2009	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any
**C/O WALKERS SPV LIMITED
WALKER HOUSE, PO BOX 908GT, MARY ST, GEORGE TOWN
GRAND CAYMAN KY1-9005, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**
- 7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
OAKTREE TRIBUNE, LP	LOS ANGELES, CA 90071	80-0835265		

Schedule B Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(under section 6038B)**

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN), LP	EIN (if any) 46-0521714	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	12/21/12		230,645				.051183%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**OCM OPPORTUNITIES FUND VII, LP
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071**

2(a) EIN (if any) **98-0521250**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization 1/23/07	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	---	---	--	--	---

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any
**C/O WALKERS SPV LIMITED
WALKER HOUSE, PO BOX 908GT, MARY ST, GEORGE TOWN
GRAND CAYMAN KY1-9005, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**
- 7** How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**
- 8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No
- b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Paid Preparer Use Only	Signature of general partner or limited liability company member		Date	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶	Firm's EIN ▶		
	Firm's address ▶	Phone no.		

Schedule A **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
SEE ATTACHED				

Schedule B **Income Statement—Trade or Business Income**

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

OCM OPPORTUNITIES FUND VII, L.P.

98-0521250
PTR #296-THE SKOLL FOUNDATION

SCH K-1 SUPPORTING SCHEDULES

WERE ANY SPECIAL ALLOCATIONS MADE?: YES

HOW IS THE PARTNERSHIP CLASSIFIED IN FOREIGN COUNTRY? EXEMPTED LIMITED PARTNERSHIP

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP: N/A TO CATEGORY 3 FILERS

SCHEDULE A-2 - AFFILIATION SCHEDULE:

OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 26-0631210

OCM OPPORTUNITIES ALS HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 27-2015340

OCM EXCO HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 20-8660300

OCM TEKNI-PLEX HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 26-3608732

OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 26-4224417

INTERSTATE 15 HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 27-4899894

OCM LUXEMBOURG OPPTS TI AUTOMOTIVE HOLDINGS S.A.R.L.*

53, AVENUE PASTEUR, L-2311 LUXEMBOURG

EIN: 98-0541961

OCM OPPORTUNITIES ALS DEBT HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 90-0916092

OCM OPPTS CT HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA

EIN: 80-0874950

OAKTREE CAYMAN ENTERTAINMENT HOLDINGS, L.P.*

333 SOUTH GRAND AVE, FL 28., LOS ANGELES, CA 90071, USA

EIN: 98-1086145

OAKTREE NETHERLANDS ENTERTAINMENT TOP HOLDINGS, B.V.*

333 SOUTH GRAND AVE, FL 28., LOS ANGELES, CA 90071, USA

EIN: 98-1089132

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OCM OPPORTUNITIES FUND VII, LP	EIN (if any) 98-0521250	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		189,566				.13%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**OAK HILL CAPITAL PARTNERS III, LP
201 MAIN STREET, SUITE 2300
FORT WORTH, TX 76102-3137**

2(a) EIN (if any) **98-0553247**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 10/15/2007	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5 Were any special allocations made by the foreign partnership? ▶ Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶ **N/A**
- 7 How is this partnership classified under the law of the country in which it is organized? ▶ **PARTNERSHIP**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶ Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶ Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. } ▶ Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Schedule A **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
AVOLON HOLDING CORP II, SARL	FORT WORTH, TX 76102	98-0667194		<input checked="" type="checkbox"/>
OHCP III LTV A, LLC	FORT WORTH, TX 76102	61-1563660		
LOCAL TV HOLDINGS, LLC	FORT WRIGHT, KY 41011	20-8182582		
OHCP DR CO-INVESTORS 2009 LLC	FORT WORTH, TX 76102	80-0306870		
OHCP ULTIMATE SECURITY HOLDINGS, LLC	FORT WORTH, TX 76102	27-3732278		

Schedule B **Income Statement—Trade or Business Income**

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(under section 6038B)**

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OAK HILL CAPITAL PARTNERS III, LP	EIN (if any) 98-0553247	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		281,579				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**

Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**CHRYSCAPITAL V, LLC
IFS COURT, TWENTY EIGHT
CYBERCITY, EBENE MP**

2(a) EIN (if any) **98-0546580**

2(b) Reference ID number (see instr.) _____

3 Country under whose laws organized
REPUBLIC OF MAURITIUS

4 Date of organization 6/21/2007	5 Principal place of business REP. OF MAURITIUS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	--	---	--	--	---

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶ **N/A**

7 How is this partnership classified under the law of the country in which it is organized? ▶ **LIMITED LIABILITY COMPANY**

8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶ Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶ Yes No

9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. } ▶ Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(under section 6038B)**

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership CHRYSCAPITAL V, LLC	EIN (if any) 98-0546580	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		364,800				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**CHINA ENVIRONMENT FUND III, LP
C/O WALKERS SPV LIMITED
87 MARY STREET, GEORGE TOWN
GRAND CAYMAN KY 1-9002**

2(a) EIN (if any) **FOREIGN US**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 9/21/2007	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
**87 MARY STREET, GEORGE TOWN
GRAND CAYMAN KY 1-9002**

- 5 Were any special allocations made by the foreign partnership? ▶ Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶ **N/A**
- 7 How is this partnership classified under the law of the country in which it is organized? ▶ **PARTNERSHIP**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶ Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶ Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } ▶ Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(under section 6038B)**

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership CHINA ENVIRONMENT FUND III. L.P.	EIN (if any) N/A	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		131,924				1.75%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial)
THE SKOLL FOUNDATION Identifying number **11-3659133**

Number, street, and room or suite no. **250 UNIVERSITY AVE, SUITE 300** City or town **PALO ALTO** State **CA** ZIP code **94301**

- A** If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 1 of 5
- B** Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No
- C** Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
IMBERA OY WORTHLESS STOCK

1 b Initial year participated in transaction **2007** **1 c** Reportable transaction or tax shelter registration number (see instructions) **N/A**

- 2** Identify the type of reportable transaction. Check all boxes that apply (see instructions).
a Listed **c** Contractual protection **e** Transaction of interest
b Confidential **d** Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name ▶	INDEX VENTURES IV (JERSEY), LP
c Employer identification number (EIN), if known ▶	98-0531177
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid \$
N/A		
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

IN 2012, INDEX VENTURES IV (JERSEY), LP WROTE OFF ITS INVESTMENT IN IMBERA AS IT WAS DEEMED WORTHLESS AND NO FUTURE VALUE IS EXPECTED TO BE RECOVERED. THE TOTAL LOSS ACROSS ALL CLASSES OF STOCK RECOGNIZED IN 2011 IS \$(5,413,492). WE CANNOT REASONABLY DETERMINE THAT ALL BASIS IS QUALIFIED UNDER REV. PROC. 2004-66 AND THEREFORE, ARE FILING THIS FORM SOLELY AS A PROTECTIVE DISCLOSURE AS DEFINED BY TREAS. REG. SECTION 1.6011-4(F)(2).

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION			Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301	

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 2 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a <input type="checkbox"/> Listed	c <input type="checkbox"/> Contractual protection	e <input type="checkbox"/> Transaction of interest
b <input type="checkbox"/> Confidential	d <input checked="" type="checkbox"/> Loss	

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership	<input type="checkbox"/> Trust	<input type="checkbox"/> Partnership	<input type="checkbox"/> Trust
	<input type="checkbox"/> S corporation	<input type="checkbox"/> Foreign	<input type="checkbox"/> S corporation	<input type="checkbox"/> Foreign
b Name ▶	OAK HILL CAPITAL PARTNERS II, LP			
c Employer identification number (EIN), if known ▶	27-0111810			
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013			

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name N/A	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT MARCH 18, 2010, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 22,122,826 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.5211. ON OR ABOUT MARCH 22, 2011, THE PARTNERSHIP DELIVERED 22,122,826 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.627. THIS RESULTED IN A SECTION 988 LOSS OF \$2,342,807 US DOLLARS OF WHICH YOUR DISTRIBUTIVE SHARE IS: \$5,686.

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION			Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301	

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 3 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a <input type="checkbox"/> Listed	c <input type="checkbox"/> Contractual protection	e <input type="checkbox"/> Transaction of interest
b <input type="checkbox"/> Confidential	d <input checked="" type="checkbox"/> Loss	

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ **N/A**

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ **1**

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name ▶	OAK HILL CAPITAL PARTNERS II, LP
c Employer identification number (EIN), if known ▶	27-0111810
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name N/A	Identifying number (if known)	Fees paid \$	State	ZIP code
Number, street, and room or suite no.	City or town			
b Name	Identifying number (if known)	Fees paid \$	State	ZIP code
Number, street, and room or suite no.	City or town			

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT NOVEMBER 22, 2010, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 19,420,353 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.59324. ON OR ABOUT MAY 24, 2011, THE PARTNERSHIP DELIVERED 19,420,353 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.6262. THIS RESULTED IN A SECTION 988 LOSS OF \$640,095 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$1,553

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
Address	
Description	

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
Address	
Description	

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION			Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301	

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 4 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).
 a Listed c Contractual protection e Transaction of interest
 b Confidential d Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Trust
	<input type="checkbox"/> S corporation <input type="checkbox"/> Foreign <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name ▶	OAK HILL CAPITAL PARTNERS II, LP
c Employer identification number (EIN), if known ▶	27-0111810
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid \$
N/A		
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT MAY 20, 2011, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 19,420,353 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.6230. ON OR ABOUT JUNE 7, 2011, THE PARTNERSHIP DELIVERED 19,420,353 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.63432. THIS RESULTED IN A SECTION 988 LOSS OF \$220,296 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$535

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (Individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION			Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301	

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 5 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a Listed **c** Contractual protection **e** Transaction of interest
b Confidential **d** Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Trust
	<input type="checkbox"/> S corporation <input type="checkbox"/> Foreign <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name ▶	OAK HILL CAPITAL PARTNERS II, LP
c Employer identification number (EIN), if known ▶	27-0111810
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name N/A	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT SEPTEMBER 23, 2011, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 22,122,826 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.54055. ON OR ABOUT DECEMBER 22, 2011, THE PARTNERSHIP DELIVERED 22,122,826 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.552. THIS RESULTED IN A SECTION 988 LOSS OF \$253,306 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$615

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

THE SKOLL FOUNDATION

L - 11 Stmt

11-3659133

FORM 990PF, PART I LINE 11 - OTHER INCOME

FOR YEAR ENDED DECEMBER 31, 2012

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
PRI Interest Income	31,167	18,667		0
Skoll World Forum Revenue	905,834	0	905,834	
Equity Partnership Investments	1,134,962	1,134,962		0
Total	2,071,963	1,153,629	905,834	0

THE SKOLL FOUNDATION
 11-3659133
 FORM 990PF, PART I LINE 16A - LEGAL FEES
 FOR YEAR ENDED DECEMBER 31, 2012.

L - 16a Stmt

Name of Provider	Type of Service Provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Adler Colvin	General Legal Services	3,600			3,600
Coolley Godward	General Legal Services	7,092			7,092
Osler, Hoskin & Harcourt LLP	General Legal Services	4,371			4,371
Total		15,063	0		15,063

THE SKOLL FOUNDATION
 11-3659133
 FORM 990PF, PART I LINE 16B - ACCOUNTING FEES
 FOR YEAR ENDED DECEMBER 31, 2012

L - 16b Stmt

Name of Provider	Type of Service Provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Seiler LLP	Accounting Services	34,380			34,380
Grant Thornton	Auditing Services	92,363			92,363
Moss Adams LLP	Auditing Services	6,319			6,319
Meridian Int VAT Consulting		2,140			2,140
Total		135,202	0	0	135,202

THE SKOLL FOUNDATION
 11-3659133
 FORM 990PF, PART I LINE 16C - OTHER PROFESSIONAL FEES
 FOR YEAR ENDED DECEMBER 31, 2012

L - 16c Stmt

Description	Type of Service Provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Consultants	General Consulting	786,232			871,034
A caspian Productions	Skoll World Forum Prod	1,798,754		1,798,754	892,920
Westernized	Video Consulting	100,000			100,000
Trinet	Payroll & HR Services	59,252			59,252
Investment Mgmt Fees	Portfolio Management	425,320	425,320		
Total		3,169,558	425,320	1,798,754	1,923,206

THE SKOLL FOUNDATION

STATEMENT 1

11-3659133

FORM 990PF, PART I LINE 23 - OTHER EXPENSES

FOR YEAR ENDED DECEMBER 31, 2012

Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Temporary Labor	397,410			397,410
Recruiting & Development	154,784			276,242
Insurance	36,989			36,989
General Office	254,075			270,604
I.T. Expenses	333,532			306,717
Communications	185,121			185,121
Sch K-1 Partnership Expenses	2,107,508	1,134,962		
Total	3,469,419	1,134,962	0	1,473,083

Corporate Stock			
Name of Corporation	Shares	Cost	Fair Market Value
Aegion Corp	4,600	96,000	102,074
Amer Water Works Company	7,550	269,118	280,331
Americas Car Mart	4100	159,487	166,132
Asta Funding Inc	3,500	98,054	33,285
ATRIUM INNOVATIONS INC	9,600	108,000	115,215
Atlantic Tele Network	3,100	146,855	113,801
BB Holdings Limited	5,655	1,747	1,820
BOFI HOLDING INC	2,000	29,640	55,621
CARRIAGE SERVICES INC	8,499	100,000	100,883
Cash Amer Intl Inc	1,600	64,535	91,241
CASUAL MALE RETAIL NEW	26,000	104,832	109,200
CENTRAL GARDEN & PET CO	9,100	87,535	91,182
Chinacast Education Corp	16,400	1,417	1,476
CHINDEX INTL INC	6,800	68,544	71,400
COMPANHIA DE SANEAMENTO	3,000	240,682	250,710
CRAWFORD & COMPANY CL A	14,700	79,592	82,908
Devry	3025	68,912	71,783
Discovery Financial Services,LLC	3,800	38,245	146,490
DUOYUAN PRINTING INC	2,400	18,000	287
East West Bancorp Inc	2,800	12,492	60,172
EBAY INC. cmn	675,946	6,759	34,471,691
Endurance Speciality Holdings Ltd.	2,000	72,975	79,380
EXCEED COMPANY LTD	15750	20,109	20,947
Farmers National Bancorp	16800	99,994	104,160
Fedl Agric MTG CLC	10100	315,120	328,250
FRONTIER COMMS CORP	7900	32,460	33,812
General Electric Company	1,600	32,241	33,584
GIANT INTERACTIVE ADR	11,300	58,688	61,133
HELEN OF TROY LTD	2,200	70,583	73,524
HOPFED BANCORP INC	1,950	15,842	16,809
Imax Corp.	2,700	7,609	60,696
Innospec Inc	5,000	145,686	151,756
INTEST CORP	25,700	82,634	70,932
INVENTURE FOODS INC	10,000	39,220	113,575
Jinpan International LTD	13,114	147,360	75,667
LE GAGA HLDGS LTD ADR	11,900	42,280	45,101
LGL GROUP INC	7,620	38,405	40,005
Matrix Serving Company	6,700	72,640	77,050
Miller Inds Inc Tenn	2,400	43,915	36,600
Millicom Internationl	435	44,220	37,236
MOBILE MINI INC	4,700	94,070	97,990
NATL WESTERN LIFE INS A	651	98,580	102,688
Natures Sunshine Products	10,200	91,485	147,696
NUTRACEUTICAL INTL CORP	5,197	82,520	85,958
Owens Illinois Inc	8,800	179,689	187,176
Pfizer Inc	4,400	105,896	110,308
RENT A CENTER INC NEW	5,900	194,855	202,724
SANFILIPPO JOHN B & SON	4,000	68,880	72,720
Shiner International Inc	11,000	15,400	1,650

THE SKOLL FOUNDATION
 11-3659133
 FORM 990-PF - PART II, LINE 10b
 INVESTMENTS - CORPORATE STOCK
 FOR YEAR ENDED December 31, 2012

STATEMENT 3

Corporate Stock			
Name of Corporation	Shares	Cost	Fair Market Value
Sutron Corp	1,900	15,542	9,595
TITAN MACHINERY INC	2,500	60,000	61,750
Tupperware Corp.	2,600	10,757	166,660
WILSHIRE BANCORP INC	11,100	66,256	65,157
WINDSTREAM CORP	2,900	38,200	24,012
WPCS International INC New	9,352	15,083	3,647
Zhongpin Inc	9,065	74,144	116,394
		4,297,781	39,334,044

THE SKOLL FOUNDATION
11-3659133
FORM 990-PF
FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT 4

NOT USED IN 2012

Investments - Other			
Name of Investment	Units/ Par Value	Cost	Fair Market Value
ABRAAJ INF & GROWTH	5,008,652	3,154,996	5,132,800
AFFINITY ASIA PACIFIC FD II LP	3,800	475,186	3,833
ALTA BIOPHARMA PARTNERS III LP	898,304	1,492,706	950,888
AMANSA CAPITAL	2,997,675	2,500,000	2,997,675
ANTELOPE VALLEY	1	300,000	320,869
ApniCure, Inc.	861,000	861,000	861,000
AUTOMATIKS INC	324,000	324,000	324,000
BAY POND PARTNERS	3,710,601	3,039,712	3,709,977
BENCHMARK EUROPE II SF PRIVATE	304,089	1,620,842	305,569
BESSEMER VENTURE VII	5,535,437	5,360,657	6,363,476
Biotechnology Dev Fund	226,197	519,248	158,978
BLUE ORCHARD EQUITY SF PRIVATE	21,779	370,372	21,778
BRASCAN BRASIL REAL ESTATE	984,345	946,669	1,041,965
BRIDGEWATER PURE ALPHA FUND II	6,951,271	3,690,292	6,951,271
CANYON VALUE REALIZATION FUND	69,373	64,582	66,363
CAPLET CALL SPREAD MS	10,000	10,000	14,802
CAPRICORN - INSPIRE	258,726	296,862	304,218
CARDIOVASCULAR SIMULATION INC	3,871,690	1,406,803	3,871,690
CDH CHINA FUND III LP	1,973,964	1,353,455	2,112,861
CDH SUPPLEMENTARY FD III LP	559,120	385,457	614,696
CDH VENTURE PTNRS II	1,944,065	1,852,243	2,211,372
CEPHEI	6,304,627	5,500,000	6,304,994
CEVIAN CAPITAL II	9,241,642	10,062,785	12,184,181
CGI ALBERTA LP (CYPRESS GROVE)	731,948	1,562,019	751,118
CHILDRENS INVESTMENT FD CL A1	8,146,089	4,906,448	8,146,089
CHILTON PANASIA PAC	125,000	125,000	128,654
CHINA ENVIRONMENT FUND III	4,685,982	3,439,685	4,105,573
CHRYSCAPITAL III LLC	174,857	48,841	190,034
CHRYSCAPITAL IV LLC	429,025	329,522	341,329
CHRYSCAPITAL V	1,970,945	2,443,797	2,037,802
CHSO - SFP, LP	4,371,121	3,984,381	4,497,357
CIG Equity Reserves	13,747,539	14,404,015	13,747,539
CILION, INC.	10,385	10,000	10,385
CITIC CAPITAL CHINA	3,990,007	2,150,782	3,091,173
CRESTVIEW CAPITAL PARTNERS LP	5,105,802	3,956,422	5,083,619
CRESTVIEW PARTNERS II LP	4,100,344	3,153,796	4,120,468
D.E. SHAW	330,710	296,823	325,085
DN CAPITAL	5,166,893	2,710,881	6,717,389
DN Capital - Global Venture Capital III LP	5,166,893	2,710,881	326,527
DOUBLELINE OPPORTUNISTIC INCOM	4,582,271	4,500,000	4,580,721
DOUBLELINE TOTAL RETURNS BOND	9,866,116	9,461,166	9,866,116
DT CAP CHINA GROWTH	2,691,443	2,174,379	2,706,065
Eastpeak Partners II	56,737	43,423	56,837
Ecofin Vista Long/Short Fund	4,489,295	4,500,000	4,489,295
Eton Park Capital Mgmt	4,891,177	3,808,353	4,686,615
FCOI II HOLDINGS LP	1,770,000	0	1,765,757
FINTAN INVESTMENTS LTD	475,330	342,362	477,220
FORTRESS COF	4,391,130	2,125,421	4,642,653
FORTRESS COINVESTMENT FUND V	5,873,922	6,828,301	6,251,641
FORTRESS HOLIDAY INV	2,262,253	1,445,655	2,294,444
FORTRESS INVESTMENT FD III LP	2,370,625	1,793,765	2,373,691
FORTRESS INVESTMENT FUND IV	2,010,398	1,714,357	2,042,580
FTSE A50 CHINA ETF	6,835,075	11,391,314	9,991,318
Gaoling Feeder, Ltd.	7,173,558	5,032,632	7,173,558
GARNETT & HELFRICH CAPITAL LP	1,817,568	1,818,615	2,181,531

Investments - Other			
Name of Investment	Units/ Par Value	Cost	Fair Market Value
GEF Emerging III, L.P.	3,214,710	4,011,603	2,955,702
GENERATION IM CLIMATE SOLUTION	2,308,552	2,065,545	2,246,229
GENERATION IM GLOBAL EQUITY FD	7,321,182	4,894,348	7,321,182
GOLD JPM 3	6,721,801	3,528,710	6,721,801
Greentech Cap Advisors, L.P.	2,028,180	2,028,180	2,028,180
GS Mezzanine	1,096,833	1,355,466	223,205
GS Mezzanine 2006	218,959	407,229	1,155,551
HELION VENT PRTS II	282,549	273,081	281,338
IMPERIUM RENEWABLES	365,886	431,558	365,886
INDEX VENT GROWTH I	1,719,792	1,949,800	2,055,437
INDEX VENTURES FD IV	581,898	524,290	731,296
IP BRAZIL FUND SPC-VBF	7,742,711	5,874,355	7,742,711
JARGONNANT PARTNERS COMMERCIAL	158,685	174,916	390,923
JC Flowers	558,716	2,186,915	675,395
KIMCO INCOME FUND I REIT	3,315,483	2,326,623	3,315,483
KPCB CHINA FUND LP	433,334	408,000	413,946
Leapfrog Ventures II	491,967	805,130	570,984
Legacy Ventures III, LLC	1,799,230	1,645,276	1,487,919
Legacy Ventures IV, LLC	1,555,785	1,454,447	1,787,569
LIBRA INVESTMENT GROUP LP	10,129,925	9,515,168	11,764,807
LOCH DUART LTD	95,461	410,155	170,994
MADISON INTL REAL ESTATE	1,983,193	1,736,588	1,968,903
MARKET STREET CAPITAL PARTNERS	2,066,194	1,912,522	2,167,037
MARTIN CURRIE CHINA A SHARE	103,830	4,500,000	3,685,971
MENDEL	724,550	530,100	724,544
NCH AGRIBUSINESS INVESTORS II	2,827,654	2,950,222	3,314,201
NCH NEW EUROPE PROPERTY	2,054,060	2,000,199	1,637,939
NEXUS INDIA	4,003,866	2,036,247	4,155,227
NEXUS INDIA CAPITAL II LP	704,203	522,139	698,490
OAK HILL CAPITAL III	2,049,300	1,715,197	2,123,531
Oak Hill Capital Partners II	3,476,758	3,007,976	2,857,927
Oak Hill Special Opportunitis	584,731	944,095	580,961
OCM OPPORTUNITIES	2,014,359	1,800,000	2,057,534
OCM OPPORTUNITIES FUND VII	1,870,883	1,800,000	1,984,502
PALO ALTO ENERGY FUND LP	228,900	320,677	39,711
PEQUOT OFFSHORE SPECIAL	321,468	143,484	321,468
PERRY PARTNERS INTL INC CL F	401,242	68,952	401,242
Pictet Gold	77,623	4,203,371	8,077,738
PIMCO Commodity Real Return	925,231	11,305,609	11,352,589
QUINLAN EURO STRAT	1,537,824	7,929,958	2,054,594
RED Capital Investment	1,681,434	1,681,434	1,681,434
RGI CAYMAN LP	996,672	3,319,202	1,101,520
ROCKPOINT REAL ESTATE	7,466,644	6,401,851	7,542,683
ROCKPORT CAPITAL PARTNERS	711,240	1,273,027	640,888
RUSSIAN PROPERTY	13,626,955	11,961,815	13,626,955
SAGEVIEW CAPITAL PARTNERS (B)	1,034,273	1,110,044	1,033,105
SAIF PARTNERS III LP	3,543,863	2,555,783	3,475,191
SAMLYN OFFSHORE, LTD	28,606	22,361	28,606
Schultze SOF-A-APR04S	2,105,423	1,264,147	2,105,423
Scout Capital Fund, Ltd	4,046,129	3,760,000	4,046,129
Silver Point Capital Offshore	761,645	441,463	975,879
SOFTBANK SF PRIVATE	2,667,803	1,364,351	2,598,063
SPACE X FUND LP	2,081,585	819,000	2,081,585
SPINNAKER GLOBAL STRATEGIC	639,940	570,563	644,576
SPO PARTNERS II LP	24,196,184	17,994,883	24,224,645
SSI	65,000	100,000	82,600

Investments - Other			
Name of Investment	Units/ Par Value	Cost	Fair Market Value
SUMINTER INDIA PVT	647,000	647,000	647,000
SVB INDIA CAP PRTS I	840,784	817,692	862,778
Swap MSCI EM	531,577	531,577	531,577
TARGETED GROWTH, INC	168,001	280,312	168,001
TDF Capital China	462,435	369,911	416,777
THINK GLOBAL AS	5,068	364,142	877
TPG AXON CLASS S/1	566,413	114,038	548,730
TRUE VENTURES I LP	728,966	758,108	874,859
TRUECAR INC	5,185,528	1,952,895	6,622,508
USMM HOLDINGS	306,482	3,119,289	4,831,379
UST HEDGE 5 YR	6,600	2,689,500	19,735
VALUE ACT CAPITAL INTL LTD	3,244,798	2,311,143	3,244,798
VERBENA LLC	1,438,141	1,438,141	1,510,310
VIKING GLOBAL EQUITIES L P	7,876,128	5,612,495	7,876,128
VIRGO SKOLL	13,504,576	9,800,442	13,238,538
VIVO VENTURES FUND V LP	3,875,306	2,589,665	3,691,970
VIVO VENTURES FUND VI LP	1,372,770	1,383,495	1,838,965
		333,918,797	393,454,298

Statement 6

THE SKOLL FOUNDATION
 11-3659133
 FORM 990-PF - PART II, LINE 14
 DEPRECIATION SCHEDULE
 FOR YEAR ENDED DECEMBER 31, 2012

S.No	Date Acquired	Asset Description	Cost	Life of asset	Depreciation Method	Accumulated Depreciation Beginning	Depreciation For current year	Accumulated Depreciation Ending	Net Book Value
Furniture and Fixtures									
1	7/26/04	cubicle walls & furniture	218,272	5	S/L	218,272	0	218,272	0
Total			218,272			218,272	0	218,272	0
Software									
1	3/25/04	GP software	16,710	3	S/L	16,710	0	16,710	0
2	3/29/04	MS window server 2003 software maintenance	1,112	3	S/L	1,112	0	1,112	0
3	4/26/04	GP software	6,537	3	S/L	6,537	0	6,537	0
4	4/26/04	MS window server 2003 software maintenance	1,141	3	S/L	1,141	0	1,141	0
5	5/17/04	MS window server 2003 software maintenance	4,972	3	S/L	4,972	0	4,972	0
6	3/4/05	Portal License	5,856	3	S/L	5,856	0	5,856	0
7	11/1/12	Symantec Software Cisco Proj	30,838	3	S/L	0	0	0	30,838
Total			67,166			36,328	0	36,328	30,838
I.T. and Computer Equipment									
11	7/1/06	4 Dell Laptops	12,657	3	S/L	12,657	0	12,657	0
12	3/1/07	4 Dell Laptops	12,507	3	S/L	12,507	0	12,507	0
13	5/1/07	1 Dell Laptops	4,162	3	S/L	4,162	0	4,162	0
14	6/1/08	2 Dell Edge	32,805	3	S/L	32,805	0	32,805	0
15	9/1/08	Apple Laptop	3,306	3	S/L	3,306	0	3,306	0
16	7/1/09	MacPro	3,599	3	S/L	3,000	599	3,599	0
17	9/1/09	Phone & Video System	21,914	3	S/L	17,044	4,870	21,914	0
18	8/1/10	2 Dell Laptops	6,652	3	S/L	4,965	1,687	6,652	0
19	11/1/12	System Upgrade - CISCO	41,136	3	S/L	0	2,286	2,286	38,850
20	11/1/12	9 Dell Computers - Cisco PJ	21,572	3	S/L	0	599	599	20,973
Total			251,742			181,878	10,041	191,919	59,823
Grand Total			537,180			436,478	10,041	446,519	90,661

THE SKOLL FOUNDATION
 11-3659133
 FORM 990-PF - PART II, LINE 15
 OTHER ASSETS
 FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT 7

Other Assets			
Name of Program Related Investment	Beginning of Year (a) Book Value	End Of Year (b) Book Value	End Of Year (c) Fair Market Value
SHORECAP INTERNATIONAL - PRIVATE EQUITY INVESTMENT	384,333	202,633	202,633
SHORECAP INTERNATIONAL II - PRIVATE EQUITY INVESTMENT	627,905	684,568	684,568
ROOT CAPITAL INC. - LOAN	2,500,000	2,500,000	2,500,000
MIDDLE EAST VENTURE FUND	100,000	250,000	250,000
RIDERS FOR HEALTH - COLLATERALIZED GUARANTY	1,362,301	1,062,913	1,062,913
GROFIN INVESTMENT HOLDINGS - LOAN	2,199,999	2,200,000	2,200,000
CAPE FUND - LOAN	580,689	924,199	924,199
ACUMEN FUND - INVESTMENT	<u>1,531,723</u>	<u>1,388,578</u>	<u>1,388,578</u>
 TOTAL	 9,286,950	 9,212,891	 9,212,891

THE SKOLL FOUNDATION

STATEMENT 8

11-3659133

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FOR YEAR ENDED DECEMBER 31, 2012

Description	Acquisition		Capital	
	Method	Sales Proceeds	Cost Basis	Gains/ (Losses)
PARTNERSHIP & PUBLICLY TRADED INVESTMENTS GAINS & LOSSES	P	177,004,069.00	182,066,326.00	(5,062,257.00)
119,283 SHARES of EBAY INC COM GAINS & LOSSES	D	<u>6,020,809.00</u>	<u>1,193.00</u>	<u>6,019,616.00</u>
		183,024,878.00	182,067,519.00	957,359.00

THE SKOLL FOUNDATION
 11-3659133
 FORM 990-PF - PART VIII, Line 1
 LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
 FOR YEAR ENDED DEC 31, 2012

STATEMENT 9

NAME AND ADDRESS	TITLE, AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION		EXPENSE ACCOUNT, AND OTHER ALLOWANCES
JEFFREY S. SKOLL 250 UNIVERSITY AVE PALO ALTO, CA 94301	CHAIRMAN 2 HRS / WK	NONE	NONE	NONE	NONE
RICHARD FAHEY 250 UNIVERSITY AVE PALO ALTO, CA 94301	COO/TREASURER 40 HRS / WK	301,579	52,499	NONE	NONE
JAMES G.B. DEMARTINI III 250 UNIVERSITY AVE PALO ALTO, CA 94301	DIRECTOR 1 HR / WK	NONE	NONE	NONE	NONE
SALLY OSBERG 250 UNIVERSITY AVE PALO ALTO, CA 94301	DIRECTOR / CEO 50 HRS / WK	301,579	245,311	NONE	NONE
DEBRA DUNN 250 UNIVERSITY AVE PALO ALTO, CA 94301	DIRECTOR 1 HR / WK	NONE	NONE	NONE	NONE
ROGER MARTIN 250 UNIVERSITY AVE PALO ALTO, CA 94301	DIRECTOR 1 HR / WK	NONE	NONE	NONE	NONE
EDWARD DIENER 250 UNIVERSITY AVE PALO ALTO, CA 94301	SECRETARY/ COUNSEL 40 HRS / WK	240,933	58,030	NONE	NONE
GRAND TOTALS		844,091	355,840		NONE

THE SKOLL FOUNDATION
11-3659133

STATEMENT 10

FORM 990-PF - PART VIII, LINE 2
COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
FOR YEAR ENDED DECEMBER 31, 2012

NAME AND ADDRESS	TITLE, AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION	EXPENSE ACCOUNT, AND OTHER ALLOWANCES
BEN BINSWANGER 250 UNIVERSITY AVENUE PALO ALTO CA 94301	VICE PRESIDENT PROGRAM & IMPACT 40 HRS / WK	175,856	7,174	None
PAULA KRAVITZ 250 UNIVERSITY AVENUE PALO ALTO CA 94301	DIRECTOR CHANNELS & PLATFORMS 40 HRS / WK	181,579	40,415	None
SARAH BORGMAN 250 UNIVERSITY AVENUE PALO ALTO CA 94301	DIRECTOR SKOLL WORLD FORUM 40 HRS / WK	161,788	45,440	None
LAURA VAIS 250 UNIVERSITY AVENUE PALO ALTO CA 94301	DIRECTOR PARTNER ENGAGEMENT 40 HRS / WK	176,829	41,797	None
RENEE KAPLAN 250 UNIVERSITY AVENUE PALO ALTO CA 94301	VICE PRESIDENT CHIEF STRATEGY OFFICER 40 HRS / WK	257,389	43,056	None
TOTAL		953,441	177,882	None

THE SKOLL FOUNDATION

STATEMENT 11

11-3659133

Form 990-PF – PART XV, LINE 3 – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED
FOR FUTURE PAYMENT
FOR YEAR ENDED DECEMBER 31, 2012

Recipient Name and address	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
B Lab Company, Inc. Berwyn, PA	n/a	501c3 Public Charity	general operating support	\$20,000.00
Centre for Addiction and Mental Health Foundation Ontario, Canada	n/a	Foreign Public Charity-Equivalent	Jennifer Martin Memorial Fund	\$25,000.00
Chancellor Masters & Scholars of the University of Oxford Oxford, United Kingdom	n/a	501(c)(3) Public Charity	Skoll Centre for Social Entrepreneurship	\$395,122.41
Dalberg Consulting-U.S., LLC * Washington, DC	n/a	For-Profit Corporation/Business	sustainable finance market assessment	\$75,000.00
Dance for All * Cape Town, South Africa	n/a	Foreign Exempt Non-Equivalent Organization	Ballet Programme	\$10,000.00
Forest Trends Association Washington, DC	n/a	501(c)(3) Public Charity	Tracking REDD Funds II	\$450,000.00
Foundation Center New York, NY	n/a	501(c)(3) Public Charity	membership support	\$10,000.00
Gawad Kalinga Community Development Foundation Mandaluyong City, Philippines	n/a	Foreign Public Charity-Equivalent	flood disaster relief	\$50,000.00
Gram Vikas USA, Inc. * New York, NY	n/a	Organization seeking 501c(3) Status	inclusive rural sanitation and water access	\$150,000.00
IDEO.org Palo Alto, CA	n/a	501(c)(3) Public Charity	general operating support	\$5,000.00
Independent Sector Washington, DC	n/a	501(c)(3) Public Charity	2012 membership support	\$12,500.00
Independent Sector Washington, DC	n/a	501(c)(3) Public Charity	2012 John W. Garder Leadership Dinner	\$48,000.00
Institute for Conservation and	n/a	Foreign Public Charity-Equivalent	Amazon Corridors Project	\$119,300.00

THE SKOLL FOUNDATION

STATEMENT 11

11-3659133

Form 990-PF – PART XV, LINE 3 – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT FOR YEAR ENDED DECEMBER 31, 2012

Sustainable Development of Amazonas Flores, Brazil				
Kikim Media LLC * Menlo Park, CA	n/a	For-Profit Corporation	films profiling social entrepreneurs	\$80,481.00
Kikim Media LLC * Menlo Park, CA	n/a	For-Profit Corporation	films profiling social entrepreneurs	\$133,714.00
Kofi Annan Foundation * Geneva, Switzerland	n/a	Foreign Exempt Non-Equivalent Organization	Peace & Security and Human Rights & the Rule of Law Programs	\$50,000.00
Manchester-Bidwell Corporation Pittsburgh, PA	n/a	501(c)(3) Public Charity	National Center for Arts and Technology	\$150,000.00
Sillicon Valley Social Venture Fund Los Altos, CA	n/a	501(c)(3) Public Charity	2012 membership support	\$25,000.00
Skoll Global Threats * Fund San Francisco, CA	n/a	Private, Non-operating Foundation	general operating support	\$5,600,000.00
Skoll Global Threats * Fund San Francisco, CA	n/a	Private, Non-operating Foundation	general operating support	\$11,000,000.00
The Aspen Institute, Inc. Washington, DC	n/a	501(c)(3) Public Charity	Aspen Network of Development Entrepreneurs (ANDE) membership support	\$9,650.00
William J. Clinton Foundation Little Rock, AR	n/a	501(c)(3) Public Charity	2012-2013 Clinton Global Initiative support	\$19,000.00
World Affairs Council of Northern California San Francisco, CA	n/a	501(c)(3) Public Charity	2013 Global Philanthropy Forum (GPF)	\$35,500.00

Total.....3a \$18,473,267.41

b. Approved for future payment				
Kikim Media LLC * Menlo Park, CA	n/a	For-Profit Corporation	films profiling social entrepreneurs	\$70,000.00
Skoll Global Threats Fund * San Francisco CA	n/a	Private, Non-operating	general operating support	\$4,000,000.00

501(c)(3) Public

THE SKOLL FOUNDATION

STATEMENT 11

11-3659133

Form 990-PF – PART XV, LINE 3 – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT FOR YEAR ENDED DECEMBER 31, 2012

		Foundation		
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Total.....3b \$4,070,000.00

* denotes expenditure responsibility grant

EXPENDITURE RESPONSIBILITY STATEMENT 12

GRANTS

Name: Alianca da Terra

Address: Avenida das Industrias, numero 601, Quadra 151, lote 47, Sala 203,
Setor Santa Genoveva
Goiania Goias 74670600
Brazil

Type of Organization: Foreign Exempt Non-Equivalent Organization

Grant Awarded: \$400,000.00

Award date: 3/31/2011

Purpose: \$400,000 over two years to Alianca da Terra to expand its Registry of
Socio-Environmental Responsibility to halt deforestation in Brazil.

Payments: \$400,000.00 on 4/07/2011
\$400,000.00 total

Reports: 7/1/2012 Annual ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$288,293.74 of the
grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, no part of the grant has been used
for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the
report from the grantee, therefore, no independent verification of the
report was made.

Name: Dalberg Consulting-U.S., LLC

Address: 1634 Eye Street NW, Suite 300
Washington, DC 20006

Type of Organization: For-Profit Corporation/Business

Grant Awarded: \$75,000.00

Award date: 4/27/2012

Purpose: \$75,000 over 2 months to Dalberg Consulting-U.S., LLC, (Dalberg) to
conduct a landscaping and market assessment of financing opportunities
across supply chains for sustainable agriculture, including key
commodities, regions, players and characteristics.

EXPENDITURE RESPONSIBILITY STATEMENT 12

Payments: \$75,000.00 on 5/8/2012
\$75,000.00 total

Reports: 9/24/2012 Final Deliverables
12/6/2012 Final ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$75,000.00 of the grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Dance for All

Address: 10 Aden Avenue, Athlone
Cape Town 7764

Type of Organization: Foreign Exempt Non-Equivalent

Grant Awarded: \$10,000.00

Award date: 5/1/2012

Purpose: \$10,000 over 11 months to Dance for All for the ballet program.

Payments: \$10,000.00 on 5/8/2012
\$10,000.00 total

Reports: No report was due or received this year. First report will be due on 4/1/2013 and included in next year's return.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Name: Gram Vikas USA, Inc.

Address: 3 East 54th Street, 14th Floor
New York, NY 10022

Type of Organization: Organization seeking 501c3 Status

Grant Awarded: \$150,000.00

EXPENDITURE RESPONSIBILITY STATEMENT 12

Award date: 12/10/2012

Purpose: \$150,000 over 12 months to Gram Vikas USA for the Tanz Vikas Project, which will bring an inclusive model of rural sanitation and water access-- via the MANTRA model--to Tanzania.

Payments: \$150,000.00 on 12/20/2012
\$150,000.00 total

Reports: No report was due or received this year. First report will be due on 3/1/2013 and included in next year's return.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Name: Kikim Media LLC

Address: 887 Oak Grove Avenue, Suite 201
Menlo Park, CA
United States of America

Type of Organization: For-Profit Corporation

Grant Awarded: Up to \$205,292.00

Award date: 11/22/2011

Purpose: Up to \$205,292 over six months to Kikim Media to create two short films profiling leading social entrepreneurs and their work.

Payments: \$124,811.00 on 11/30/2011
\$ 60,000.00 on 1/31/2012
\$ 20,481.00 on 4/16/2012
\$205,292.00 total

Reports: 3/15/2012 Annual ER Report
3/30/2012 Final Accounting
4/11/2012 Final Deliverables
4/2/2012 Final ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$205,292.00 of the grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

EXPENDITURE RESPONSIBILITY STATEMENT 12

Name: Kikim Media LLC

Address: 887 Oak Grove Avenue, Suite 201
Menlo Park, CA
United States of America

Type of Organization: For-Profit Corporation

Grant Awarded: Up to \$224,085.00

Award date: 12/6/2012

Purpose: Up to \$224,085 over six months to Kikim Media to create three short films profiling leading social entrepreneurs and their work.

Payments: \$133,714.00 on 12/20/2012
\$133,714.00 total

Reports: No report was due or received this year. First report will be due on 2/28/2013 and included in next year's return.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Name: Kofi Annan Foundation

Address: P.O.B. 157
Geneva 20 1211

Type of Organization: Foreign Exempt Non-Equivalent

Grant Awarded: \$50,000.00

Award date: 6/26/2012

Purpose: \$50,000 over 6 months to Kofi Annan Foundation for Peace & Security and Human Rights & the Rule of Law Programs.

Payments: \$50,000.00 on 7/12/2012
\$50,000.00 total

Reports: No report was due or received this year. First report will be due on 3/31/2013 and included in next year's return.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

EXPENDITURE RESPONSIBILITY STATEMENT 12

Name: Partners for Sustainable Development

Address: Ramallah AL-Ersal Street, Shamout Building - F2, Front Kahled Hospital
Ramallah, West Bank 00972
Palestine

Type of Organization: Foreign Exempt Non-Equivalent Organization

Grant Awarded: \$200,000.00

Award date: 12/17/2010

Purpose: \$200,000 over one year to Partners for Sustainable Development for the NETKETABI Project, which will bring affordable access to new educational and learning solutions to Palestinian youth.

Payments: \$100,000.00 on 12/23/2010
\$100,000.00 on 7/19/2011
\$200,000.00 total

Reports: 5/29/2011 Annual ER Report
1/15/2012 Final ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$200,000.00 of the grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Skoll Global Threats Fund

Address: 1808 Wedemeyer Street, Suite 300
San Francisco, CA 94129
United States

Type of Organization: Private Non-operating foundation

Grant Awarded: \$10,000,000.00

Award date: 12/21/2009

THE SKOLL FOUNDATION
11-3659133
Form 990-PF – PART VII-B, LINE 5C
FOR YEAR ENDED DECEMBER 31, 2012

EXPENDITURE RESPONSIBILITY STATEMENT 12

Purpose: \$10,000,000 over 12 months to Skoll Global Threats Fund (formerly Skoll Urgent Threats Fund) for general operating support for its charitable and educational activities.

Payments: \$2,000,000.00 on 1/14/2010
\$2,000,000.00 on 5/26/2010
\$1,000,000.00 on 8/24/2010
\$1,250,000.00 on 10/01/2010
\$2,000,000.00 on 11/19/2010
\$1,750,000.00 on 3/9/2011
\$10,000,000.00 total

Reports: 4/08/2011 Annual ER Report
4/13/2012 Final ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$10,000,000.00 of the grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Skoll Global Threats Fund

Address: 1808 Wedemeyer Street, Suite 300
San Francisco, CA 94129
United States

Type of Organization: Private Non-operating foundation

Grant Awarded: \$15,000,000.00

Award date: 6/02/2011

Purpose: Up to \$15,000,000 over 12 months to the Skoll Global Threats Fund for general operating support for charitable and educational activities.

Payments: \$5,000,000.00 on 6/23/2011
\$ 250,000.00 on 8/09/2011
\$ 400,000.00 on 8/24/2011
\$ 700,000.00 on 9/01/2011
\$ 400,000.00 on 10/04/2011
\$ 500,000.00 on 11/02/2011
\$ 650,000.00 on 11/22/2011
\$ 800,000.00 on 11/30/2011

EXPENDITURE RESPONSIBILITY STATEMENT 12

\$ 700,000.00 on 12/15/2011
\$ 700,000.00 on 1/10/2012
\$ 500,000.00 on 3/1/2012
\$ 500,000.00 on 3/23/2012
\$ 500,000.00 on 4/26/2012
\$ 800,000.00 on 5/23/2012
\$ 900,000.00 on 6/4/2012
\$1,700,000.00 on 6/28/2012
\$15,000,000.00 total

Reports: 4/13/2012 Annual ER Report

Amount Spent: Based on the grantee's most recent report, a total of \$9,325,553.00 of the grant award has been spent to date for the intended purpose.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Skoll Global Threats Fund

Address: 1808 Wedemeyer Street, Suite 300
San Francisco, CA 94129
United States

Type of Organization: Private Non-operating foundation

Grant Awarded: \$15,000,000.00

Award date: 2/8/2012

Purpose: Up to \$15,000,000 over 12 months to the Skoll Global Threats Fund for general operating support for charitable and educational activities.

Payments: \$ 800,000.00 on 8/01/2012
\$5,200,000.00 on 8/17/2012
\$ 300,000.00 on 9/20/2012
\$ 750,000.00 on 10/03/2012
\$1,200,000.00 on 11/01/2012
\$ 900,000.00 on 11/13/2012
\$ 850,000.00 on 12/03/2012
\$ 800,000.00 on 12/18/2012
\$ 200,000.00 on 12/28/2012
\$11,000,000.00 total

EXPENDITURE RESPONSIBILITY STATEMENT 12

Reports: No report was due or received this year. First report will be due on 3/01/2013 and included in next year's return.

Diversion: To the knowledge of the foundation, no part of the grant has been used for other than its intended purpose.

PROGRAM RELATED INVESTMENTS

Name: Acumen Capital Markets
76 Ninth Avenue, Suite 315
New York, NY 10011
United States

Type of Organization: Limited Partnership

PRI Amount: \$2,600,000.00

Award/closing date: 12/23/2008

Purpose: Up to \$2.6 million as an investment in limited partnership units of ACM for its investment into enterprises serving the poorest of the poor.

Payment: \$130,000.00 on 8/26/2009
\$ 26,000.00 on 12/23/2009
\$156,000.00 on 4/5/2010
\$156,000.00 on 9/5/2010
\$650,000.00 on 11/15/2011
\$1,118,000.00 total

Reports: 5/09/2012 Annual ER Report
5/11/2012 Audited Financial Statements
5/30/2012 Quarterly Report
9/24/2012 Quarterly Report
11/30/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the investment made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the investment has been used for other than its intended purpose.

EXPENDITURE RESPONSIBILITY STATEMENT 12

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Acumen Capital Markets
76 Ninth Avenue, Suite 315
New York, NY 10011
United States

Type of Organization: Limited Partnership

PRI Amount: \$900,000.00

Award/closing date: 7/27/09

Purpose: Loan to ACM for its investment into enterprises serving the poorest of the poor.

Payment: \$450,000.00 on 8/26/2009
\$450,000.00 on 9/1/2010
\$900,000.00 total

Reports: 5/09/2012 Annual ER Report
5/11/2012 Audited Financial Statements
5/30/2012 Quarterly Report
9/24/2012 Quarterly Report
11/30/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the investment made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the loan has been used for other than its intended purpose.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made.

Name: Capital for Aboriginal Prosperity and Entrepreneurship Fund
759 Square-Victoria, Suite 300
Montreal H2Y 2J7
Canada

Type of Organization: Canadian limited partnership

EXPENDITURE RESPONSIBILITY STATEMENT 12

PRI Amount: \$2,500,000.00 CAD

Award/closing date: 11/7/2008

Purpose: Up to \$2,500,000 CAD for loan to Cape Fund that will use the funds for investments in Canadian Aboriginal enterprises.

Payment:

- \$32,670.92 on 12/05/2008
- \$14,618.19 on 02/04/2009
- \$15,421.87 on 04/29/2009
- \$16,547.91 on 07/29/2009
- \$16,907.78 on 10/27/2009
- \$146,127.62 on 11/16/2009
- \$16,807.97 on 02/04/2010
- \$17,701.33 on 04/30/2010
- \$50,055.76 on 06/23/2010
- \$17,595.79 on 08/13/2010
- \$99,267.60 on 09/20/2010
- \$17,664.13 on 10/28/2010
- \$82,780.41 on 4/18/2011
- \$18,652.84 on 8/09/2011
- \$17,868.33 on 10/24/2011
- \$14,329.14 on 1/31/2012
- \$18,395.92 on 4/27/2012
- \$98,775.19 on 6/20/2012
- \$66,876.48 on 7/26/2012
- \$126,942.22 on 9/5/2012
- \$18,191.37 on 10/24/2012
- \$924,198.77 USD total

Reports:

- 4/05/2012 Annual ER Report
- 4/05/2012 Audited Financial Statements
- 4/05/2012 Quarterly Report
- 5/22/2012 Quarterly Report
- 9/05/2012 Quarterly Report
- 12/4/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the loan made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the loan has been used for other than its intended purpose.

Verification: The Foundation has no reason to doubt the accuracy or reliability of the report from the recipient, and therefore no independent verification of the report was made.

EXPENDITURE RESPONSIBILITY STATEMENT 12

Name: GroFin Investment Holdings
224 Loristo Street
Pretorius Park
South Africa

Type of Organization: Mauritius Limited Liability Company

PRI Amount: \$2,500,000.00

Award/closing date: 1/18/07

Purpose: Loan to GroFin Investment Holdings (GIH) for use by the GroFin East Africa Fund (GEAF) and upon repayment, to its successor, GroFin Africa Fund (GAF), to invest in small and medium sized enterprises (SMEs) in various poor nations of sub-Saharan Africa.

Payment: \$988,007.00 on 1/19/07
\$244,382.00 on 10/5/07
\$244,382.00 on 4/10/08
\$244,382.00 on 6/27/08
\$244,382.00 on 8/14/08
\$534,464.00 on 10/28/08
\$2,499,999.00 total

Reports: 1/27/2012 Quarterly Report
8/14/2012 Annual ER Report

Audited Financial Statements have been requested for the year ending 2/28/2011.

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the loan made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the loan has been used for other than its intended purpose.

Verification: The Foundation has no reason to doubt the accuracy or reliability of the report from the recipient, and therefore no independent verification of the report was made.

Name: Middle East Venture Capital Fund, LP
c/o Equiom MENA, Suite 7, Building 1, Al-Mahseeri Center, Al-Balou
Ramallah/Al-Bireh
Palestine

Type of Organization: Delaware Limited Partnership

EXPENDITURE RESPONSIBILITY STATEMENT 12

PRI Amount: \$2,500,000.00

Award/closing date: 2/24/2011

Purpose: Equity investment of up to \$2,500,000 over ten years in limited partnership units in a Delaware limited partnership. The Middle East Venture Capital Fund will invest primarily in private, export-oriented, high-growth information and communications technology (ICT) companies originating in the West Bank in Palestine.

Payment: \$100,000.00 on 3/11/2011
\$ 75,000.00 on 1/6/2012
\$ 75,000.00 on 7/2/2012
\$250,000.00 total

Reports: 3/7/2012 Annual ER Report
3/26/2012 Audited Financial Statements
5/12/2012 Quarterly Report
8/15/2012 Quarterly Report
11/17/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the loan made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the equity investment has been used for other than its intended purpose.

Verification: The Foundation has no reason to doubt the accuracy or reliability of the report from the recipient, and therefore no independent verification of the report was made.

Name: ShoreCap II Limited
101 N. Wacker Drive, Suite 2010
Chicago IL 60616
United States of America

Type of Organization: Mauritius Limited Liability Limited Life Company.

PRI Amount: \$2,000,000.00

Award/closing date: 12/21/09

Purpose: Equity-based investment in redeemable shares in a Mauritius limited liability company. ShoreCap II will focus its efforts on sub-Saharan Africa and Asia more than Shorecap International, its predecessor, did, and will

EXPENDITURE RESPONSIBILITY STATEMENT 12

shift the investment focus from primarily MFIs to primarily regulated small business banks serving poor and underserved populations in these markets.

Payment: \$68,309.34 on 2/16/2010
\$18,569.44 on 5/26/2010
\$13,750.00 on 7/01/2010
\$13,750.00 on 7/22/2010
(\$13,750.00) on 7/30/2010 (refund for overpayment)
\$31,250.00 on 10/29/2010
\$244,791.79 on 12/10/2010
\$165,770.38 on 7/18/2011
\$153,846.15 on 11/15/2011
\$136,986.30 on 4/27/2012
\$43,408.42 on 6/25/2012
\$876,681.82 total

Reports: 4/25/2012 Audited Financial Statements
4/26/2012 Annual ER Report
5/16/2012 Quarterly Report
8/15/2012 Quarterly Report
11/15/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the equity investment made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the equity investment has been used for other than its intended purpose.

Verification: The Foundation has no reason to doubt the accuracy or reliability of the report from the recipient, and therefore no independent verification of the report was made.

Name: ShoreCap International, Ltd.
7054 South Jeffery Boulevard
Chicago IL 60649
United States of America

Type of Organization: Cayman Islands exempted company

PRI Amount: \$1,000,000.00

Award/closing date: 12/3/2004

EXPENDITURE RESPONSIBILITY STATEMENT 12

Purpose: Purchase of limited partnership units in a fund created to provide capital to financial institutions serving the poor in developing nations around the world.

Payment: \$262,344.27 on 1/26/05
\$60,104.14 on 9/21/05
\$54,108.94 on 12/07/05
\$15,484.07 on 3/02/06
\$64,633.90 on 4/17/06
\$63,097.54 on 8/14/06
\$46,683.61 on 12/11/06
\$7,058.91 on 5/17/07
(\$58,065.27) on 1/30/08 (principal repayment)
(\$13,780.03) on 2/1/08 (principal repayment)
\$137,227.58 on 2/22/08
\$56,508.87 on 9/15/08
(\$44,516.70) on 9/23/08 (principal repayment)
\$22,519.82 on 12/16/08
(\$31,133.26) on 2/27/09 (principal repayment)
(\$23,226.11) on 11/27/09 (principal repayment)
(\$128,346.60) on 3/30/10 (principal repayment)
(\$38,717.93) on 7/30/10 (principal repayment)
(\$39,781.11) on 8/31/10 (principal repayment)
(\$27,871.33) on 10/31/10 (principal repayment)
\$384,333.31 total

Reports: 5/16/2012 Quarterly Report
7/18/2012 Audited Financial Statements
7/18/2012 Annual ER Report
8/15/2012 Quarterly Report
12/04/2012 Quarterly Report

Amount Spent: Based on the recipient's reports and other materials provided, the entire amount of the equity investment made to date was spent for the intended purpose.

Diversion: To the knowledge of the foundation, and based on the report furnished by the recipient, no part of the equity investment has been used for other than its intended purpose.

Verification: The Foundation has no reason to doubt the accuracy or reliability of the report from the recipient, and therefore no independent verification of the report was made.

<u>DESCRIPTION OF DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
<u>MANAGEMENT OF THE GRANTMAKING, DAY-TO-DAY OPERATIONS AND PROGRAMS OF THE SKOLL FUND, A SUPPORTING ORGANIZATION ASSOCIATED WITH THE SILICON VALLEY COMMUNITY FOUNDATION</u> TOGETHER WITH THE SKOLL FOUNDATION, A PRIVATE FOUNDATION, THE SKOLL FUND DRIVES LARGE SCALE CHANGE BY INVESTING IN, CONNECTING AND CELEBRATING SOCIAL ENTREPRENEURS AND OTHER INNOVATORS DEDICATED TO SOLVING THE WORLDS MOST PRESSING PROBLEMS.	2,889,072
<u>GRANT MANAGEMENT AND OPERATIONS SUPPORT FOR THE SKOLL GLOBAL THREATS FUND</u> THE SKOLL FOUNDATION IS THE SOLE MEMBER OF THE SKOLL GLOBAL THREATS FUND, A PRIVATE FOUNDATION AND MEMBERSHIP ORGANIZATION ESTABLISHED BY JEFFREY SKOLL IN 2009.	240,000
<u>PRODUCTION OF THE ANNUAL SKOLL WORLD FORUM</u> THE SKOLL WORLD FORUM ON SOCIAL ENTREPRENEURSHIP IS THE PREMIER, INTERNATIONAL PLATFORM FOR ACCELERATING ENTREPRENEURIAL APPROACHES AND INNOVATIVE SOLUTIONS TO THE WORLD'S MOST PRESSING SOCIAL ISSUES. THE AMOUNT SHOWN HERE INCLUDES ALL PRODUCTION COSTS FOR THE FORUM PLUS RELATED CONVENINGS AND EVENTS.	1,798,754

Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

CLIENT'S
OMB No. 1545-0047

2012 PY

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning _____, 2012, and ending _____, 2012. See separate instructions.

A <input type="checkbox"/> Check box if address changed	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions.)
		THE SKOLL FOUNDATION	11-3659133
B Exempt under section		Number, street, and room or suite no. If a P.O. box, see instructions.	E Unrelated business activity codes (see instructions.)
<input checked="" type="checkbox"/> 501(C)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)		250 UNIVERSITY AVENUE, SUITE 200	525990
C Book value of all assets at end of year		City or town, state, and ZIP code	
		PALO ALTO, CA 94301	
F Group exemption number (see instructions) ▶			
G Check organization type ▶		<input checked="" type="checkbox"/> 501(c) corporation	<input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust

H Describe the organization's primary unrelated business activity. **ATTACHMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **ED DIENER** Telephone number ▶ **(650) 331-1031**

Part I Unrelated Trade or Business Income				(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales					
b	Less returns and allowances	c Balance ▶	1c			
2	Cost of goods sold (Schedule A, line 7)		2			
3	Gross profit. Subtract line 2 from line 1c		3			
4a	Capital gain net income (attach Schedule D)		4a	348,873.		348,873.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b			
c	Capital loss deduction for trusts		4c			
5	Income (loss) from partnerships and S corporations (attach statement)		5	-358,187.	ATCH 2	-358,187.
6	Rent income (Schedule C)		6			
7	Unrelated debt-financed income (Schedule E)		7			
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9			
10	Exploited exempt activity income (Schedule I)		10			
11	Advertising income (Schedule J)		11			
12	Other income (see instructions; attach statement)		12			
13	Total. Combine lines 3 through 12		13	-9,314.		-9,314.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)			
14	Compensation of officers, directors, and trustees (Schedule K)		14
15	Salaries and wages		15
16	Repairs and maintenance		16
17	Bad debts		17
18	Interest (attach statement)		18
19	Taxes and licenses		19
20	Charitable contributions (see instructions for limitation rules)		20
21	Depreciation (attach Form 4562)	21	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23	Depletion		23
24	Contributions to deferred compensation plans		24
25	Employee benefit programs		25
26	Excess exempt expenses (Schedule I)		26
27	Excess readership costs (Schedule J)		27
28	Other deductions (attach statement)		28
29	Total deductions. Add lines 14 through 28		29
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30
31	Net operating loss deduction (limited to the amount on line 30)		31
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		32
33	Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)		33
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		34

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

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

<p>Type or print</p> <p>File by the due date for filing your return. See instructions.</p>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	THE SKOLL FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		11-3659133	
	250 UNIVERSITY AVENUE, SUITE 200		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		PALO ALTO, CA 94301		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1 2 3 4

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

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

- The books are in the care of ED DIENER
- Telephone No. 650 331-1031 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME. THIS INFORMATION WILL AFFECT A SUBSTANTIAL PORTION OF THE RETURN. WE THEREFORE RESPECTFULLY REQUEST AN EXTENSION OF TIME TO FILE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	300,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	1,036,570.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature *Lawrence Saatchi* Title Date 8-6-2013

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ (2) \$ (3) \$
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750), \$
(2) Additional 3% tax (not more than \$100,000) \$
c Income tax on the amount on line 34 35c
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041), 36
37 Proxy tax (see instructions) 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39 41
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) 42
43 Total tax. Add lines 41 and 42 43 0
44 a Payments: A 2011 overpayment credited to 2012 44a
b 2012 estimated tax payments 44b
c Tax deposited with Form 8868. 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: Form 2439 Other Total 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded 49

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year 1
2 Purchases 2
3 Cost of labor 3
4 a Additional section 263A costs (attach statement) 4a
b Other costs (attach statement) 4b
5 Total. Add lines 1 through 4b 5
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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: Edward J. Jones Date: 11-15-13 Title: Secretary
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name: DAVID M. SACARELOS Preparer's signature: Date: Check if self-employed: PTIN: P00082838
Firm's name: SEILER LLP Firm's EIN: 94-1624276
Firm's address: THREE LAGOON DRIVE, STE 400 REDWOOD CITY, CA 94065 Phone no.: 650-365-4646

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ▶			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Total dividends-received deductions included in column 8 ▶				

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations				
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5	
(1)						
(2)						
(3)						
(4)						
Nonexempt Controlled Organizations		7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)						
(2)						
(3)						
(4)						
Totals ▶					Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

Table with 5 columns: 1. Description of income, 2. Amount of income, 3. Deductions directly connected (attach statement), 4. Set-asides (attach statement), 5. Total deductions and set-asides (col. 3 plus col. 4). Includes rows (1)-(4) and a Totals row.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

Table with 7 columns: 1. Description of exploited activity, 2. Gross unrelated business income from trade or business, 3. Expenses directly connected with production of unrelated business income, 4. Net income (loss) from unrelated trade or business, 5. Gross income from activity that is not unrelated business income, 6. Expenses attributable to column 5, 7. Excess exempt expenses. Includes rows (1)-(4) and a Totals row.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss) (col. 2 minus col. 3), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss) (col. 2 minus col. 3), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4), a Totals from Part I row, and a Totals, Part II row.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes rows (1)-(4) and a Total row.

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.INVESTMENTS IN PARTNERSHIPS:

ACTIS AFRICA 3 LP (EIN: 98-0564735)
BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP (EIN: 26-0266542)
FORTRESS CREDIT OPPORTUNITIES FUND (B) LP (EIN: 26-1701442)
LEGACY VENTURE III, LLC (EIN: 20-1863080)
LEGACY VENTURE IV, LLC (EIN: 20-4468805)
OCM OPPORTUNITIES FUND VIIB, LP (EIN: 20-8514102)
ROCKPOINT REAL ESTATE FUND III, LP (EIN: 26-0302858)
SAGEVIEW CAPITAL PARTNERS (B), LP (EIN: 98-0492359)
SPO PARTNERS II, LP (EIN: 75-2377615)

ATTACHMENT 2FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

ACTIS AFRICA 3 LP	-761.
BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP	-3,728.
FORTRESS CREDIT OPPORTUNITIES FUND (B) LP	14,422.
LEGACY VENTURE III LLC	1,690.
LEGACY VENTURE IV LLC	-61.
OCM OPPORTUNITIES FUND VIIB LP	-797.
ROCKPOINT REAL ESTATE FUND III LP	-87,756.
SAGEVIEW CAPITAL PARTNERS (B) LP	-223.
SPO PARTNERS II LP	-174,768.
LESS: PASSIVE ACTIVITY LOSS CARRYOVER FROM 2011 ALLOWED	-106,205.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-358,187.</u>

FORM 990T - LINE 5 - INCOME/(LOSS) FROM PARTNERSHIPS (DETAIL)

<u>PARTNERSHIP</u>	<u>SHARE OF INCOME</u>	<u>SHARE OF DEDUCTIONS</u>	<u>SHARE OF INCOME NET DEDUCTIONS</u>
ACTIS AFRICA 3 LP	8,941	(9,702)	(761)
BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP	(3,728)	-	(3,728)
FORTRESS CREDIT OPPORTUNITIES FUND (B) LP	15,284	(862)	14,422
LEGACY VENTURE III LLC	1,690	-	1,690
LEGACY VENTURE IV LLC	(61)	-	(61)
OCM OPPORTUNITIES FUND VIIB LP	567	(1,364)	(797)
ROCKPOINT REAL ESTATE FUND III LP	(63,478)	(24,278)	(87,756)
SAGEVIEW CAPITAL PARTNERS (B) LP	(223)	-	(223)
SPO PARTNERS II LP	(174,768)	-	(174,768)

FORM 990-T - PART II - LINE 31 - NET OPERATING LOSS DEDUCTION

<u>YEAR OF LOSS</u>	<u>AMOUNT AVAILABLE</u>	<u>LOSS FROM CURRENT YEAR</u>	<u>AMOUNT UTILIZED</u>	<u>CARRYOVER TO NEXT YEAR</u>
2006	368,417			368,417
2007	368,417		97,634	270,783
2008	270,783	12,771		283,554
2009	283,554		95,736	187,818
2010	187,818	161,396		349,214
2011	349,214	154,468		503,682

**SCHEDULE D
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

OMB No. 1545-0123

2012

Name: **THE SKOLL FOUNDATION** Employer identification number: **11-3659133**

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

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1 Short-term totals from all Forms 8949 with box A checked in Part I .				
2 Short-term totals from all Forms 8949 with box B checked in Part I .				
3 Short-term totals from all Forms 8949 with box C checked in Part I .	48.			48.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37			4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824			5	
6 Unused capital loss carryover (attach computation)			6	()
7 Net short-term capital gain or (loss). Combine lines 1 through 6 in column h			7	48.

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

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8 Long-term totals from all Forms 8949 with box A checked in Part II .				
9 Long-term totals from all Forms 8949 with box B checked in Part II .				
10 Long-term totals from all Forms 8949 with box C checked in Part II .	78,565.			78,565.
11 Enter gain from Form 4797, line 7 or 9			11	270,260.
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37			12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824			13	
14 Capital gain distributions (see instructions)			14	
15 Net long-term capital gain or (loss). Combine lines 8 through 14 in column h			15	348,825.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	48.
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	348,825.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	348,873.

Note. If losses exceed gains, see **Capital losses** in the instructions.

For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule D (Form 1120) (2012)

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.
► File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

2012
Attachment
Sequence No. **12A**

Name(s) shown on return THE SKOLL FOUNDATION	Social security number or taxpayer identification number 11-3659133
--	---

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transaction, see page 2.

You **must** check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8849, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	FROM SCHEDULE K-1 (FORM 1065) - S	01/01/2012	12/31/2012	48.				48.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►			48.				48.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

THE SKOLL FOUNDATION

11-3659133

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long-term. For short-term transactions, see page 1.

You must check Box A, B, or C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8849, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS
- (B) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
FROM SCHEDULE K-1 (FORM 1065) - L	01/01/2011	12/31/2012	78,565.				78,565.
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8 (if Box A above is checked), line 9 (if Box B above is checked), or line 10 (if Box C above is checked) ▶			78,565.				78,565.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Sales of Business Property
 (Also Involuntary Conversions and Recapture Amounts
 Under Sections 179 and 280F(b)(2))

Department of the Treasury
 Internal Revenue Service

▶ Attach to your tax return.

▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

Attachment
 Sequence No. **27**

Name(s) shown on return THE SKOLL FOUNDATION	Identifying number 11-3659133
--	---

1 Enter the gross proceeds from sales or exchanges reported to you for 2012 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)	1
--	----------

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	ATTACHMENT 1						270,260.

3 Gain, if any, from Form 4684, line 39	3
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5
6 Gain, if any, from line 32, from other than casualty or theft	6
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:	7
<p>Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.</p> <p>Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.</p>	
8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9
	270,260.

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):	

11 Loss, if any, from line 7	11 ()
12 Gain, if any, from line 7 or amount from line 8, if applicable	12
13 Gain, if any, from line 31	13
14 Net gain or (loss) from Form 4684, lines 31 and 38a	14
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16
17 Combine lines 10 through 16	17
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:	
a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions	18a
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14	18b

For Paperwork Reduction Act Notice, see separate instructions. Form **4797** (2012)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19	(a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)		
A					
B					
C					
D					
These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing.)	20			
21	Cost or other basis plus expense of sale	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis. Subtract line 22 from line 21	23			
24	Total gain. Subtract line 23 from line 20	24			
25	If section 1245 property:				
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26	If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.				
a	Additional depreciation after 1975 (see instructions).	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions).	26b			
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e.	26c			
d	Additional depreciation after 1969 and before 1976.	26d			
e	Enter the smaller of line 26c or 26d.	26e			
f	Section 291 amount (corporations only).	26f			
g	Add lines 26b, 26e, and 26f	26g			
27	If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).				
a	Soil, water, and land clearing expenses	27a			
b	Line 27a multiplied by applicable percentage (see instructions).	27b			
c	Enter the smaller of line 24 or 27b	27c			
28	If section 1254 property:				
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions).	28a			
b	Enter the smaller of line 24 or 28a	28b			
29	If section 1255 property:				
a	Applicable percentage of payments excluded from income under section 126 (see instructions).	29a			
b	Enter the smaller of line 24 or 29a (see instructions).	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties. Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32	Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33
34	Recomputed depreciation (see instructions)	34
35	Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35

Name **THE SKOLL FOUNDATION** Employer identification number **11-3659133**

Part I 2012 Passive Activity Loss

Caution: See the instructions and complete Worksheets 1 and 2 before completing Part I.

1a	Current year income (from Worksheet 2, column (a))	1a	348,873	
b	Current year deductions and losses (from Worksheet 2, column (b))	1b	(242,668)	
c	Prior year unallowed losses (from Worksheet 2, column (c))	1c	(258,956)	
d	Combine lines 1a, 1b, and 1c. If the result is net income or zero, see instructions	1d		-152,751
2	Closely held corporations enter net active income and see instructions. Personal service corporations enter -0- on this line	2		
3	Unallowed passive activity deductions and losses. Combine lines 1d and 2. If the result is net income or zero, see the instructions for lines 1d and 3. Otherwise, go to line 4	3		-152,751
4	Total deductions and losses allowed. Add the income, if any, on lines 1a and 2 and enter the result (see instructions)	4		348,873

Part II 2012 Passive Activity Credits

Caution: See the instructions and complete Worksheet 5 before completing Part II.

5a	Current year credits (from Worksheet 5, column (a))	5a		
b	Prior year unallowed credits (from Worksheet 5, column (b))	5b		
6	Add lines 5a and 5b	6		
7	Enter the tax attributable to net passive income and net active income (see instructions)	7		
8	Unallowed passive activity credit. Subtract line 7 from line 6. If the result is zero or less, enter -0-	8		
9	Allowed passive activity credit. Subtract line 8 from line 6 (see instructions)	9		

Part III Election To Increase Basis of Credit Property

10 If the corporation disposed of its entire interest in a passive activity or former passive activity in a fully taxable transaction, and the corporation elects to increase the basis of credit property used in that activity by the unallowed credit that reduced the property's basis, check this box (see instructions) ▶

11 Name of passive activity disposed of ▶ _____

12 Description of the credit property for which the election is being made ▶ _____

13 Amount of unallowed credit that reduced the property's basis ▶ \$ _____

For Paperwork Reduction Act Notice, see separate instructions.

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) ACTIS AFRICA 3 LP	4 Identifying number, if any 98-0564735
--	---

5 Address (including country)
Les Cascades, Edith Cavell St Port Louis Mauritius

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		427,956		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .9% (b) After .9%

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CDH CHINA FUND III, LP (C/O CDH III MANAGEMENT COMPANY LIMITED)	4 Identifying number, if any N/A
---	--

5 Address (including country)
2601 26/F LIPPO CENTRE TOWER TWO, 89 QUEENSWAY , ADMIRALTY, HONG KONG

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	3/15/2012		120,653		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 1.7 % (b) After 1.7 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CEVIAN CAPITAL II LTD	4 Identifying number, if any N/A
--	--

5 Address (including country)
C/O PFPC INT LTD RIVERSIDE TWO, SIR JOHN ROGERSON'S QUAY, GRAND CANAL DOCK, DUBLIN 2, IRELAND

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	1/7/2012		3,999,439		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .8 % (b) After .8 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No
- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CHINA ENVIRONMENT FUND III, LP	4 Identifying number, if any N/A
---	--

5 Address (including country)
C/O WALKERS SPV LIMITED P.O. BOX 908 GEORGE TOWN GRAND CAYMAN, CAYMAN IS

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		131,924		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 1.8 % (b) After 1.8 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CHRYS CAPITAL V LLC	4 Identifying number, if any 98-0546580
--	---

5 Address (including country)
IFS COURT, TWENTY EIGHT, CYBER CITY, EBENE MAURITIUS

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		364,800		
Stock and securities					
installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .31 % (b) After .31 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No
- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

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

Name of partnership	EIN of partnership
DN CAPITAL GLOBAL VENTURE CAPITAL FUND III	

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DN CAPITAL (UK) LLP	4 Identifying number, if any N/A
--	--

5 Address (including country)
28 ST. JAMES SQUARE, LONDON DW1Y4JH, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		377,553		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0 % (b) After .07 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
DN CAPITAL GLOBAL VENTURE CAPITAL FUND II	

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DN CAPITAL (UK) LLP	4 Identifying number, if any N/A
---	---

5 Address (including country)
28 ST. JAMES SQUARE, LONDON DW1Y4JH, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		950,452		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .08 % (b) After .08 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DOUGHTY HANSON & CO V LLP	4 Identifying number, if any N/A
--	--

5 Address (including country)
45 PALL MALL, LONDON, SW1Y 5JG, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		817,572		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .6 % (b) After .7 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GENERATION INVESTMENT MANAGEMENT LLP	4 Identifying number, if any
---	------------------------------

5 Address (including country) ONE VINE ST, LONDON W1J OAH	
---	--

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

7 Foreign law characterization (see instructions) CORPORATION	
---	--

8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
--	--

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	5/15/2012		150,000		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .5 % (b) After .5 %

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

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

Attachment
Sequence No. **128**

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
GREENTECH CAPITAL ADVISORS	26-3616070

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GREENTECH CAPITAL ADVISORS, AG	4 Identifying number, if any 7
---	--

5 Address (including country)
BAHNHOFSTRASSE 26 CH-8001 ZURICH, SWITZERLAND

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	2/27/2012		268,900		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 9% % (b) After 14% %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No
- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) INDEX VENTURES GROWTH I (JERSEY), LP	4 Identifying number, if any
--	-------------------------------------

5 Address (including country)
NO. 1 SEATON PLACE, ST. HELIER, JERSEY JE4 8YJ, UNITED KINGDOM

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		147,685		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .5% (b) After .5%

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPS 7B HOLDINGS, LTD	4 Identifying number, if any 98-1083426
--	---

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		252,922		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00% (b) After .046%

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No
- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPS 7B OPPORTUNITIES INVESTMENTS HOLDINGS, LTD	4 Identifying number, if any 93-1082103
--	---

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		140,503		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00 % (b) After .046 %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

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

Attachment
Sequence No. **128**

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) OPPS 7B LAUGHLIN HOLDINGS, LTD	Identifying number, if any 98-1083395
---	---

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		154,498		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00 % (b) After .046 %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

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

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
OCM OPPORTUNITIES FUND VIIB, L.P.	20-8514102

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OPPORTUNITIES ALS HOLDINGS, LTD	4 Identifying number, if any 98-1084187
--	---

5 Address (including country)
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071, USA

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/21/12		182,392		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .00% (b) After .046%

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 CASH CONTRIBUTION

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

OMB No. 1545-0026

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

Attachment
Sequence No. **128**

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

Name of transferor THE SKOLL FOUNDATION	Identifying number (see instructions) 11-3659133
---	--

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

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) QUINLAN PRIVATE EUROPEAN STRATEGIC PROPERTY FUND LP	4 Identifying number, if any N/A
--	--

5 Address (including country)
C/O QUINLAN CAPITAL MANAGEMENT LIMITED , 8 RAGLAN ROAD, BALLSBRIDGE, DUBLIN 4, IRELAND

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

7 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/20/2012		177,078		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .3% (b) After .3%

10 Type of nonrecognition transaction (see instructions) ▶

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2012

Department of the Treasury
Internal Revenue Service

► **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NEW YORK 10538**

2(a) EIN (if any): **26-0266542**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: _____

4 Date of organization	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
------------------------	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any:
**M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
DANNELL LYNE 1865 PALMER AVE, SUITE 104 LARCHMONT NY

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7 How is this partnership classified under the law of the country in which it is organized? _____
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Firm's address	
Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership BESSEMER VENTURE PARTNERS VII INSTITUTIONAL LP	EIN (if any) 26-0266542	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		175,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name **EIN**
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**NCH AGRIBUSINESS PARTNERS, L.P.
UGLAND HOUSE, SOUTH CHURCH STREET, P.O. BOX 309
GEORGE TOWN, GRAND CAYMAN, KY1 - 1104, CAYMAN ISLAN**

2(a) EIN (if any) **98-0469664**
2(b) Reference ID number (see instr.)
3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 4/27/07	5 Principal place of business EUROPE	6 Principal business activity code number 531390	7 Principal business activity REAL ESTATE	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any
**MAPLES & CALDER
UGLAND HOUSE, SOUTH CHURCH ST, PO BOX 309 GT
GEORGE TOWN, GRAND CAYMAN, KY1 - 1104, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶ **NONE**
- 7 How is this partnership classified under the law of the country in which it is organized? ▶ **EXEMPT LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet **both** of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶			Phone no.
Firm's address ▶				

Schedule A **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B **Income Statement—Trade or Business Income**

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NCH AGRIBUSINESS PARTNERS, L.P	EIN (if any) 98-0469664	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		523,373				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
▶ **Attach to your tax return.**
▶ **Information furnished for the foreign partnership's tax year beginning JAN 1, 2012, and ending DEC 31, 20 12**

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning JAN, 20 12, and ending DEC 31, 20 12

C Filer's share of liabilities: Nonrecourse \$ N/A Qualified nonrecourse financing \$ N/A Other \$ N/A

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**NEXUS INDIA CAPITAL I, LP
CRICKET SQUARE, HUTCHINS DRIVE
GEORGE TOWN, GRAND CAYMAN KY1-1111, CAYMAN ISLAND**

2(a) EIN (if any): **98-0538420**

2(b) Reference ID number (see Instr.): _____

3 Country under whose laws organized:
CAYMAN ISLANDS

4 Date of organization 12/19/2006	5 Principal place of business N/A	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
NONE

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any:
**CODAN SERVICE (CAYMAN) LIMITED
CRICKET SQUARE, HUTCHINS DRIVE, P.O. BOX 2681
GRAND CAYMAN KY1-1111, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
NAREN GUPTA 4 WEST 4TH AVE SAN MATEO, CA

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7 How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
NAREN & VINITA GUPTA LIVING TRUST 12/2/94	1252 CANADA RD, WOODSIDE, CA		
NEXUS INDIA MANAGEMENT L.P.	CRICKET SQ HUTCHINS DR	98-0574272	✓
	GRAND CAYMAN CJ KY1-1111		

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a	Gross receipts or sales	1a			
	b	Less returns and allowances	1b		1c	
	2	Cost of goods sold	2			
	3	Gross profit. Subtract line 2 from line 1c	3			
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4			
	5	Net farm profit (loss) (attach Schedule F (Form 1040))	5			
	6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6			
	7	Other income (loss) (attach statement)	7			
8	Total income (loss). Combine lines 3 through 7	8				
Deductions (see instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)	9			
	10	Guaranteed payments to partners	10			
	11	Repairs and maintenance	11			
	12	Bad debts	12			
	13	Rent	13			
	14	Taxes and licenses	14			
	15	Interest	15			
	16a	Depreciation (if required, attach Form 4562)	16a			
	b	Less depreciation reported elsewhere on return	16b		16c	
	17	Depletion (Do not deduct oil and gas depletion.)	17			
	18	Retirement plans, etc.	18			
	19	Employee benefit programs	19			
	20	Other deductions (attach statement)	20			
	21	Total deductions. Add the amounts shown in the far right column for lines 9 through 20	21			
22	Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8	22				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NEXUS INDIA CAPITAL I, LP	EIN (if any) 98-0538420	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		120,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2012

Department of the Treasury
Internal Revenue Service

► Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return

Filer's identifying number

THE SKOLL FOUNDATION

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es):

1 2 3 4

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

**250 UNIVERSITY AVE, SUITE 200.
PALO ALTO, CA 94301**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name **EIN**
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership

**NEXUS INDIA CAPITAL II, LP
CRICKET SQUARE, HUTCHINS DRIVE
GEORGE TOWN, GRAND CAYMAN KY1-1111, CAYMAN ISLAND**

2(a) EIN (if any)

98-0594026

2(b) Reference ID number (see instr.)

3 Country under whose laws organized

CAYMAN ISLANDS

4 Date of organization 07/29/08	5 Principal place of business N/A	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States NONE	2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:
---	--

3 Name and address of foreign partnership's agent in country of organization, if any CODAN SERVICE (CAYMAN) LIMITED CRICKET SQUARE, HUTCHINS DRIVE, P.O. BOX 2681 GRAND CAYMAN KY1-1111, CAYMAN ISLANDS	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different NAREN GUPTA 4 WEST 4TH AVE SAN MATEO, CA
---	---

- 5 Were any special allocations made by the foreign partnership? ► Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ► _____
- 7 How is this partnership classified under the law of the country in which it is organized? . . . ► **LIMITED PARTNER**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? ► Yes No
- 9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. ► Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership NEXUS INDIA CAPITAL II, LP	EIN (if any) 98-0594026	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		160,000				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Attachment
Sequence No. **118**

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 2012

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number

Filer's address (if you are not filing this form with your tax return)
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 2012, and ending **DEC 31**, 2012

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name	EIN
Address	

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**OAK HILL CAPITAL PARTNERS III (AIV I), LP
201 MAIN ST, SUITE 2300
FORT WORTH, TX 76102**

2(a) EIN (if any) **80-0190486**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized

4 Date of organization	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
------------------------	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

<p>1 Name, address, and identifying number of agent (if any) in the United States OAK HILL CAPITAL PARTNERS III (AIV I), LP 201 MAIN ST, SUITE 2300</p> <p>3 Name and address of foreign partnership's agent in country of organization, if any</p>	<p>2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:</p> <p>4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different</p>
--	---

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶

7 How is this partnership classified under the law of the country in which it is organized? ▶ **LIMITED PARTNER**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member	Date
--	------

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OAK HILL CAPITAL PARTNERS III (AIV I), LP	EIN (if any) 80-0190486	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		314,502				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

▶ Attach to your tax return.
▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 2012

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: _____

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN**, 2012, and ending **DEC 31**, 2012

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **VIVO VENTURES FUND CAYMAN V, LP
C/O M&C CORP SERVICES, P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

2(a) EIN (if any): **98-0523302**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: **CAYMAN ISLANDS**

4 Date of organization: 2/6/2007	5 Principal place of business: Palo Alto, CA	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States: **DR. FRANK KUNG 575 HIGH ST SUITE 201 PALO ALTO, CA**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN, UT**

3 Name and address of foreign partnership's agent in country of organization, if any: **M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: _____

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____

7 How is this partnership classified under the law of the country in which it is organized? ▶ **PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership VIVO VENTURES FUND CAYMAN V, LP	EIN (if any) 98-0523302	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		164,871				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

► Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2012, and ending **DEC 31**, 20 **12**

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es):
1 2 3 4

**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

B Filer's tax year beginning **JAN**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership

**VIVO VENTURES FUND CAYMAN VI, LP
C/O M&C CORP SERVICES, P.O. BOX 309 GT,UGLAND HOUSE, SOUTH CHURCH
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

2(a) EIN (if any)
98-0546843

2(b) Reference ID number (see instr.)

3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 2/6/2007	5 Principal place of business Palo Alto, CA	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
DR. FRANK KUNG 575 HIGH ST SUITE 201 PALO ALTO, CA

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:
OGDEN, UT

3 Name and address of foreign partnership's agent in country of organization, if any
**M&C CORPORATE SERVICES LIMITED
P.O. BOX 309 GT, UGLAND HOUSE, SOUTH CHURCH ST
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7 How is this partnership classified under the law of the country in which it is organized? ► **PARTNERSHIP**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 if "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Firm's address	
Firm's address	Phone no.			

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership VIVO VENTURES FUND CAYMAN VI, LP	EIN (if any) 98-0546843	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		204,616				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
Information furnished for the foreign partnership's tax year beginning 01/01/2012, and ending 12/31/2012

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION**
Filer's identifying number: **11-3659133**

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVENUE, STE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning _____, and ending _____

C Filer's share of liabilities: Nonrecourse \$ NONE Qualified nonrecourse financing \$ NONE Other \$ NONE

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent: **N/A**

Name: **EIN**
Address: _____

E Information about certain other partners (see instructions) **N/A**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
**DT CAPITAL CHINA GROWTH FUND, L.P.
C/O NO. 1 GAOLAN ROAD
SHANGHAI
CH 200020**

2(a) EIN (if any): **98-0578932**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: 12/14/2007	5 Principal place of business: CJ	6 Principal business activity code number: 525990	7 Principal business activity: INVESTMENT	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): _____
---	--	--	--	--	--------------------------------------

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States: _____

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any:
**CODAN SERVICES, 4/F CENTURY YARD
CRICKET SQUARE, HUTCHINS DRIVE
PO BOX 2681GT, GRAND CAYMAN
CJ**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
**CITI FUND SERVICES (ASIA), LIMITED
10/F, TWO HARBOURFRONT
22 TAK FUNG STREET, HUNGHOM
HK**

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): **N/A**

7 How is this partnership classified under the law of the country in which it is organized? **EXEMPT LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. } **N/A** Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return.
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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership DT CAPITAL CHINA GROWTH FUND, L.P.	EIN (if any) 98-0578932	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	* 12/31/2012		330,364.				0.845
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2012

*NOTE: TWO CONTRIBUTIONS TOTALING \$330,364 WERE MADE DURING THE YEAR ENDED DECEMBER 31, 2012.

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Attachment Sequence No. **118**

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning _____, 2013, and ending _____, 20____

▶ **Attach to your tax return.**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: **11-3659133**

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN), LP
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071**

2(a) EIN (if any): **46-0521714**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: **CAYMAN ISLANDS**

4 Date of organization: 2/2/2009	5 Principal place of business: CAYMAN ISLANDS	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
---	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States:
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any:
**C/O WALKERS SPV LIMITED
WALKER HOUSE, PO BOX 908GT, MARY ST, GEORGE TOWN
GRAND CAYMAN KY1-9005, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
**C/O OAKTREE CAPITAL MANAGEMENT
333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**
- 7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
- If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN), LP	EIN (if any) 46-0521714	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	12/21/12		230,645				.051183%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return) **250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership **OCM OPPORTUNITIES FUND VII, LP 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071**

2(a) EIN (if any) **98-0521250**

2(b) Reference ID number (see instr.)

3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization 1/23/07	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States **C/O OAKTREE CAPITAL MANAGEMENT 333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any **C/O WALKERS SPV LIMITED WALKER HOUSE, PO BOX 908GT, MARY ST, GEORGE TOWN GRAND CAYMAN KY1-9005, CAYMAN ISLANDS**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different **C/O OAKTREE CAPITAL MANAGEMENT 333 SOUTH GRAND AVE, 28TH FL, LOS ANGELES, CA 90071**

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**

7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**

8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No

9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only
Print/Type preparer's name _____ Preparer's signature _____ Date _____ Check if self-employed PTIN _____
Firm's name _____ Firm's EIN _____
Firm's address _____ Phone no. _____

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
SEE ATTACHED				

Schedule B

Income Statement—Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
7 Other income (loss) (attach statement)			7	
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
	22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22

SCH K-1 SUPPORTING SCHEDULES

WERE ANY SPECIAL ALLOCATIONS MADE?: YES

HOW IS THE PARTNERSHIP CLASSIFIED IN FOREIGN COUNTRY? EXEMPTED LIMITED PARTNERSHIP

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP: N/A TO CATEGORY 3 FILERS

SCHEDULE A-2 - AFFILIATION SCHEDULE:

OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 26-0631210

OCM OPPORTUNITIES ALS HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 27-2015340

OCM EXCO HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 20-8660300

OCM TEKNI-PLEX HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 26-3608732

OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 26-4224417

INTERSTATE 15 HOLDINGS, L.P.

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 27-4899894

OCM LUXEMBOURG OPPTS TI AUTOMOTIVE HOLDINGS S.A.R.L.*

53, AVENUE PASTEUR, L-2311 LUXEMBOURG
EIN: 98-0541961

OCM OPPORTUNITIES ALS DEBT HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 90-0916092

OCM OPPTS CT HOLDINGS, LLC

333 SOUTH GRAND AVENUE, 28TH FL., LOS ANGELES, CA 90071, USA
EIN: 80-0874950

OAKTREE CAYMAN ENTERTAINMENT HOLDINGS, L.P.*

333 SOUTH GRAND AVE, FL 28., LOS ANGELES, CA 90071, USA
EIN: 98-1086145

OAKTREE NETHERLANDS ENTERTAINMENT TOP HOLDINGS, B.V.*

333 SOUTH GRAND AVE, FL 28., LOS ANGELES, CA 90071, USA
EIN: 98-1089132

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OCM OPPORTUNITIES FUND VII, LP	EIN (if any) 98-0521250	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		189,566				.13%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2013

Department of the Treasury
Internal Revenue Service

► **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment
Sequence No. **118**

Name of person filing this return **THE SKOLL FOUNDATION** Filer's identifying number **11-3659133**

Filer's address (if you are not filing this form with your tax return) **250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**
C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name **EIN**
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership **OAK HILL CAPITAL PARTNERS III, LP 201 MAIN STREET, SUITE 2300 FORT WORTH, TX 76102-3137**
2(a) EIN (if any) **98-0553247**
2(b) Reference ID number (see instr.)
3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization 10/15/2007	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	---	---	--	--	---

G Provide the following information for the foreign partnership's tax year:
1 Name, address, and identifying number of agent (if any) in the United States **NONE**
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:
3 Name and address of foreign partnership's agent in country of organization, if any
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**
- 7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(i)? If "No," skip question 8b. Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No
- 9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership OAK HILL CAPITAL PARTNERS III, LP	EIN (if any) 98-0553247	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		281,579				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning _____, 2013, and ending _____, 20 _____.

Attachment
Sequence No. **118**

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: **11-3659133**

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CHRYSCAPITAL V, LLC
IFS COURT, TWENTY EIGHT
CYBERCITY, EBENE MP**

2(a) EIN (if any): **98-0546580**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: **REPUBLIC OF MAURITIUS**

4 Date of organization: 6/21/2007	5 Principal place of business: REP. OF MAURITIUS	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: U.S. DOLLARS	8b Exchange rate (see instr.): 1.00
--	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States: **NONE**

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any: _____

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: _____

- 5 Were any special allocations made by the foreign partnership? Yes No
- 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____ N/A
- 7 How is this partnership classified under the law of the country in which it is organized? **LIMITED LIABILITY COMPANY**
- 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No
- b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No
- 9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million.
 If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN		Phone no.	
Firm's address				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement – Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership CHRYSCAPITAL V, LLC	EIN (if any) 98-0546580	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		364,800				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2013

Attachment Sequence No. **118**

▶ **Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.**
Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Department of the Treasury
Internal Revenue Service

Name of person filing this return: **THE SKOLL FOUNDATION** Filer's identifying number: **11-3659133**

Filer's address (if you are not filing this form with your tax return):
**250 UNIVERSITY AVE, SUITE 200
PALO ALTO, CA 94301**

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4

B Filer's tax year beginning **JAN 1**, 20 **12**, and ending **DEC 31**, 20 **12**

C Filer's share of liabilities: Nonrecourse \$ **N/A** Qualified nonrecourse financing \$ **N/A** Other \$ **N/A**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CHINA ENVIRONMENT FUND III, LP
C/O WALKERS SPV LIMITED
87 MARY STREET, GEORGE TOWN
GRAND CAYMAN KY 1-9002**

2(a) EIN (if any): **FOREIGN US**

2(b) Reference ID number (see instr.): _____

3 Country under whose laws organized: **CAYMAN ISLANDS**

4 Date of organization 9/21/2007	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency U.S. DOLLARS	8b Exchange rate (see instr.) 1.00
--	--	--	---	---	--

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States NONE	2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:
3 Name and address of foreign partnership's agent in country of organization, if any	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different 87 MARY STREET, GEORGE TOWN GRAND CAYMAN KY 1-9002

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **N/A**

7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**

8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No

9 Does this partnership meet **both** of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
 If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no. _____			

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2012

Name of transferor THE SKOLL FOUNDATION		Filer's identifying number 11-3659133
Name of foreign partnership CHINA ENVIRONMENT FUND III. L.P.	EIN (if any) N/A	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		131,924				1.75%
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
N/A							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

Attachment
 Sequence No. **137**

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

Name(s) shown on return (individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION		Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 1 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
IMBERA OY WORTHLESS STOCK

1 b Initial year participated in transaction 2007	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a <input type="checkbox"/> Listed	c <input type="checkbox"/> Contractual protection	e <input type="checkbox"/> Transaction of interest
b <input type="checkbox"/> Confidential	d <input checked="" type="checkbox"/> Loss	

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name ▶	INDEX VENTURES IV (JERSEY), LP	
c Employer identification number (EIN), if known ▶	98-0531177	
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶	9/15/2013	

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name N/A	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

IN 2012, INDEX VENTURES IV (JERSEY), LP WROTE OFF ITS INVESTMENT IN IMBERA AS IT WAS DEEMED WORTHLESS AND NO FUTURE VALUE IS EXPECTED TO BE RECOVERED. THE TOTAL LOSS ACROSS ALL CLASSES OF STOCK RECOGNIZED IN 2011 IS \$(5,413,492). WE CANNOT REASONABLY DETERMINE THAT ALL BASIS IS QUALIFIED UNDER REV. PROC. 2004-66 AND THEREFORE, ARE FILING THIS FORM SOLELY AS A PROTECTIVE DISCLOSURE AS DEFINED BY TREAS. REG. SECTION 1.6011-4(F)(2).

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial)
THE SKOLL FOUNDATION

Identifying number
11-3659133

Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301
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A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 2 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction

SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
--	---

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a <input type="checkbox"/> Listed	c <input type="checkbox"/> Contractual protection	e <input type="checkbox"/> Transaction of interest
b <input type="checkbox"/> Confidential	d <input checked="" type="checkbox"/> Loss	

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ **N/A**

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ **1**

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust	<input type="checkbox"/> Partnership <input type="checkbox"/> Trust
	<input type="checkbox"/> S corporation <input type="checkbox"/> Foreign	<input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name	OAK HILL CAPITAL PARTNERS II, LP	
c Employer identification number (EIN), if known	27-0111810	
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received)	9/15/2013	

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid \$
N/A		

Number, street, and room or suite no.	City or town	State	ZIP code
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b Name	Identifying number (if known)	Fees paid \$

Number, street, and room or suite no.	City or town	State	ZIP code
---------------------------------------	--------------	-------	----------

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT MARCH 18, 2010, THE PARTNERHSIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 22,122,826 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.5211. ON OR ABOUT MARCH 22, 2011, THE PARTNERSHIP DELIVERED 22,122,826 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.627. THIS RESULTED IN A SECTION 988 LOSS OF \$2,342,807 US DOLLARS OF WHICH YOUR DISTRIBUTIVE SHARE IS: \$5,686.

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial) **THE SKOLL FOUNDATION** Identifying number **11-3659133**

Number, street, and room or suite no. **250 UNIVERSITY AVE, SUITE 300** City or town **PALO ALTO** State **CA** ZIP code **94301**

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number **3 of 5**

B Enter the form number of the tax return to which this form is attached or related ▶ **990**

Enter the year of the tax return identified above ▶ **2012**

Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction

SECTION 988 LOSS

1 b Initial year participated in transaction **2011** **1 c** Reportable transaction or tax shelter registration number (see instructions) **N/A**

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

- a** Listed **c** Contractual protection **e** Transaction of interest
b Confidential **d** Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ **N/A**

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ **1**

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity ▶ Partnership Trust Partnership Trust
 S corporation Foreign S corporation Foreign

b Name ▶ **OAK HILL CAPITAL PARTNERS II, LP**

c Employer identification number (EIN), if known ▶ **27-0111810**

d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶ **9/15/2013**

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid
N/A		\$

Number, street, and room or suite no.	City or town	State	ZIP code

b Name	Identifying number (if known)	Fees paid
		\$

Number, street, and room or suite no.	City or town	State	ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT NOVEMBER 22, 2010, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 19,420,353 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.59324. ON OR ABOUT MAY 24, 2011, THE PARTNERSHIP DELIVERED 19,420,353 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.6262. THIS RESULTED IN A SECTION 988 LOSS OF \$640,095 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$1,553

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

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

Name(s) shown on return (individuals enter last name, first name, middle initial) **THE SKOLL FOUNDATION** Identifying number **11-3659133**

Number, street, and room or suite no. **250 UNIVERSITY AVE, SUITE 300** City or town **PALO ALTO** State **CA** ZIP code **94301**

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number **4 of 5**

B Enter the form number of the tax return to which this form is attached or related ▶ **990**
 Enter the year of the tax return identified above ▶ **2012**
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction

SECTION 988 LOSS

1 b Initial year participated in transaction **2011** **1 c** Reportable transaction or tax shelter registration number (see instructions) **N/A**

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).
a Listed **c** Contractual protection **e** Transaction of interest
b Confidential **d** Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ **N/A**

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ **1**

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> S corporation <input type="checkbox"/> Foreign
b Name	OAK HILL CAPITAL PARTNERS II, LP	
c Employer identification number (EIN), if known	27-0111810	
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received)	9/15/2013	

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid \$
N/A		

Number, street, and room or suite no.	City or town	State	ZIP code

b Name	Identifying number (if known)	Fees paid \$

Number, street, and room or suite no.	City or town	State	ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT MAY 20, 2011, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 19,420,353 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.6230. ON OR ABOUT JUNE 7, 2011, THE PARTNERSHIP DELIVERED 19,420,353 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.63432. THIS RESULTED IN A SECTION 988 LOSS OF \$220,296 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$535

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

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

Attachment
 Sequence No. **137**

Name(s) shown on return (individuals enter last name, first name, middle initial) THE SKOLL FOUNDATION			Identifying number 11-3659133	
Number, street, and room or suite no. 250 UNIVERSITY AVE, SUITE 300	City or town PALO ALTO	State CA	ZIP code 94301	

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number 5 of 5

B Enter the form number of the tax return to which this form is attached or related ▶ 990
 Enter the year of the tax return identified above ▶ 2012
 Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1 a Name of reportable transaction
SECTION 988 LOSS

1 b Initial year participated in transaction 2011	1 c Reportable transaction or tax shelter registration number (see instructions) N/A
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2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

a <input type="checkbox"/> Listed	c <input type="checkbox"/> Contractual protection	e <input type="checkbox"/> Transaction of interest
b <input type="checkbox"/> Confidential	d <input checked="" type="checkbox"/> Loss	

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ N/A

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ 1

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

a Type of entity	<input checked="" type="checkbox"/> Partnership	<input type="checkbox"/> Trust	<input type="checkbox"/> Partnership	<input type="checkbox"/> Trust
	<input type="checkbox"/> S corporation	<input type="checkbox"/> Foreign	<input type="checkbox"/> S corporation	<input type="checkbox"/> Foreign
b Name	OAK HILL CAPITAL PARTNERS II, LP			
c Employer identification number (EIN), if known	27-0111810			
d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received)	9/15/2013			

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a Name	Identifying number (if known)	Fees paid \$
N/A		
Number, street, and room or suite no.	City or town	State ZIP code
b Name	Identifying number (if known)	Fees paid \$
Number, street, and room or suite no.	City or town	State ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

ON OR ABOUT SEPTEMBER 23, 2011, THE PARTNERSHIP ENTERED INTO A FORWARD CONTRACT TO DELIVER 22,122,826 POUNDS STERLING AT FUTURE DATE. THE EXCHANGE RATE UPON ENTERING THE CONTRACT WAS 1.54055. ON OR ABOUT DECEMBER 22, 2011, THE PARTNERSHIP DELIVERED 22,122,826 POUNDS STERLING UNDER THE CONTRACT. THE EXCHANGE RATE AT DELIVERY WAS 1.552. THIS RESULTED IN A SECTION 988 LOSS OF \$253,306 US DOLLARS WHICH YOUR DISTRIBUTIVE SHARE IS: \$615

8 Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

TAXABLE YEAR

**California Exempt Organization
Annual Information Return**

2012

Calendar Year 2012 or fiscal year beginning month _____ day _____ year _____, and ending month _____ day _____ year _____.

Corporation/Organization Name THE SKOLL FOUNDATION			California corporation number 2 4 3 1 0 3 3		
Address (suite, room, or PMB no.) 250 UNIVERSITY AVE. SUITE 200			FEIN 1 1 3 6 5 9 1 3 3		
City PALO ALTO	State CA	ZIP Code 94301			

A First Return. Yes No
B Amended Return. Yes No
C IRC Section 4947(a)(1) trust Yes No
D Final Return? Dissolved Surrendered (Withdrawn)
 Merged/Reorganized Enter date: ____/____/____
E Check accounting method:
 (1) Cash (2) Accrual (3) Other
F Federal return filed?
 (1) 990T (2) 990(PF) (3) Sch H (990)
G Is this a group filing for the subordinates/affiliates? Yes No
 If "Yes," attach a roster. See instructions
H Is this organization in a group exemption? Yes No
 If "Yes," what is the parent's name?
I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? Yes No
 If "Yes," explain, and attach copies of revised documents.
J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? Yes No
 If "Yes," complete and attach form FTB 3509.
K Is the organization exempt under R&TC Section 23701g? Yes No
 If "Yes," enter the gross receipts from nonmember sources. \$ _____
L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required.
M Is the organization a Limited Liability Company? Yes No
N Did the organization file Form 100 or Form 109 to report taxable income? Yes No
O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8.	1	183,070,726	00
	2	Gross dues and assessments from members and affiliates	2		00
	3	Gross contributions, gifts, grants, and similar amounts received.	3	42,139,184	00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B.	4	225,209,910	00
	5	Cost of goods sold	5		00
	6	Cost or other basis, and sales expenses of assets sold	6	182,066,326	00
	7	Total costs. Add line 5 and line 6.	7	182,066,326	00
	8	Total gross income. Subtract line 7 from line 4.	8	43,143,584	00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	30,099,146	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	13,044,438	00
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F.	11	10	00
	12	Total payments	12		00
	13	Penalties and Interest. See General Instruction J.	13		00
	14	Use tax. See General Instruction K.	14		00
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	10	00

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.

Signature of officer <i>Edward Dreem</i>	Title Secretary	Date 11/14/13	Telephone (650) 331-1031
Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name (or yours, if self-employed) and address THE SKOLL FOUNDATION 250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301			FEIN (650) 331-1031

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts — complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions.	1		00
	2	Interest	2	6,968	00
	3	Dividends	3	3,987,726	00
	4	Gross rents	4		00
	5	Gross royalties	5		00
	6	Gross amount received from sale of assets (See Instructions)	6	177,004,069	00
	7	Other income. Attach schedule.	7	2,071,963	00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	183,070,726	00
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	9		00
	10	Disbursements to or for members	10		00
	11	Compensation of officers, directors, and trustees. Attach schedule.	11		00
	12	Other salaries and wages	12		00
	13	Interest	13		00
	14	Taxes	14		00
	15	Rents	15		00
	16	Depreciation and depletion (See instructions)	16		00
	17	Other Expenses and Disbursements. Attach schedule.	17		00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9.	18	30,099,146	00

Schedule L Balance Sheets	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				●
2 Net accounts receivable				●
3 Net notes receivable				● SEE
4 Inventories				● Form 990-PF
5 Federal and state government obligations				● attached
6 Investments in other bonds				●
7 Investments in stock				●
8 Mortgage loans				●
9 Other investments. Attach schedule				●
10 a Depreciable assets				
b Less accumulated depreciation	()	()	()	
11 Land				●
12 Other assets. Attach schedule				●
13 Total assets				
Liabilities and net worth				
14 Accounts payable				●
15 Contributions, gifts, or grants payable				●
16 Bonds and notes payable				●
17 Mortgages payable				●
18 Other liabilities. Attach schedule				
19 Capital stock or principle fund				●
20 Paid-in or capital surplus. Attach reconciliation				●
21 Retained earnings or income fund				●
22 Total liabilities and net worth				

Schedule M-1 Reconciliation of income per books with income per return
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000. *See Form 990-PF attached*

1	Net income per books	●	7	Income recorded on books this year not included in this return. Attach schedule.	●
2	Federal income tax	●	8	Deductions in this return not charged against book income this year. Attach schedule	●
3	Excess of capital losses over capital gains	●	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year. Attach schedule	●	10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return. Attach schedule	●		Subtract line 9 from line 6	
6	Total. Add line 1 through line 5				

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts — complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions.	1		00
	2	Interest	2	6,968	00
	3	Dividends	3	3,987,726	00
	4	Gross rents	4		00
	5	Gross royalties	5		00
	6	Gross amount received from sale of assets (See Instructions)	6	177,004,069	00
	7	Other income. Attach schedule.	7	2,071,963	00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1.	8	183,070,726	00
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	9		00
	10	Disbursements to or for members	10		00
	11	Compensation of officers, directors, and trustees. Attach schedule.	11		00
	12	Other salaries and wages	12		00
	13	Interest	13		00
	14	Taxes	14		00
	15	Rents	15		00
	16	Depreciation and depletion (See instructions)	16		00
	17	Other Expenses and Disbursements. Attach schedule.	17		00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9.	18	30,099,146	00

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash				●
2	Net accounts receivable				●
3	Net notes receivable				●
4	Inventories				●
5	Federal and state government obligations				●
6	Investments in other bonds				●
7	Investments in stock				●
8	Mortgage loans				●
9	Other investments. Attach schedule				●
10	a Depreciable assets				
	b Less accumulated depreciation	()	()	()	
11	Land				●
12	Other assets. Attach schedule				●
13	Total assets				
Liabilities and net worth					
14	Accounts payable				●
15	Contributions, gifts, or grants payable				●
16	Bonds and notes payable				●
17	Mortgages payable				●
18	Other liabilities. Attach schedule				●
19	Capital stock or principle fund				●
20	Paid-in or capital surplus. Attach reconciliation				●
21	Retained earnings or income fund				●
22	Total liabilities and net worth				

Schedule M-1 Reconciliation of income per books with income per return
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.

1	Net income per books	●	7	Income recorded on books this year not included in this return. Attach schedule.	●
2	Federal income tax	●	8	Deductions in this return not charged against book income this year. Attach schedule	●
3	Excess of capital losses over capital gains	●	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year. Attach schedule	●	10	Net income per return. Subtract line 9 from line 6	
5	Expenses recorded on books this year not deducted in this return. Attach schedule	●			
6	Total. Add line 1 through line 5.				