

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

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

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
MICHAEL & SUSAN DELL FOUNDATION
Number and street (or P O box number if mail is not delivered to street address) Room/suite
P. O. BOX 163867
City or town, state, and ZIP code
AUSTIN, TX 78716-3867

A Employer identification number
36-4336415
B Telephone number (see page 10 of the instructions)
(512) 329-0799
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 945,717,769.**
J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

SCANNED NOV 22 2009

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	2,124,447.	2,124,390.		STMT 1
4	Dividends and interest from securities	452,400.	49,029.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	-8,231,597.			
b	Gross sales price for all assets on line 6a	100,707,328.			
7	Capital gain net income (from Part IV, line 2)		18,695,750.		STMT 1A
8	Net short-term capital gain				
9	Income modifications			371,515.	
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		14,767,344.		STMT 2
12	Total. Add lines 1 through 11	-5,654,750.	35,636,513.	371,515.	
13	Compensation of officers, directors, trustees, etc.	45,113.			
14	Other employee salaries and wages	5,681,398.	82,794.		
15	Pension plans, employee benefits	1,287,138.	19,825.		
16 a	Legal fees (attach schedule) STMT 3	319,555.	NONE	NONE	
b	Accounting fees (attach schedule) STMT 4	112,582.	30,000.	NONE	
c	Other professional fees (attach schedule) STMT 5	1,964,795.			
17	Interest	53.	53.		
18	Taxes (attach schedule) (see page 14 of the instructions)*	805,608.			
19	Depreciation (attach schedule) and depletion	1,100,586.			
20	Occupancy	578,210.			
21	Travel, conferences, and meetings	855,854.			
22	Printing and publications	39,895.			
23	Other expenses (attach schedule) STMT 7	1,130,997.			
24	Total operating and administrative expenses. Add lines 13 through 23	13,921,784.	132,672.	NONE	
25	Contributions, gifts, grants paid	102,861,000.			
26	Total expenses and disbursements. Add lines 24 and 25	116,782,784.	132,672.	NONE	121,422,498.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-122,437,534.			
b	Net investment income (if negative, enter -0-)		35,503,841.		
c	Adjusted net income (if negative, enter -0-)			371,515.	

G14

3

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		102,936,160.	80,395.	80,395.
	2	Savings and temporary cash investments			102,227,845.	102,227,845.
	3	Accounts receivable ▶----- 138,922.				
		Less allowance for doubtful accounts ▶-----		293,750.	138,922.	138,922.
	4	Pledges receivable ▶-----				
		Less allowance for doubtful accounts ▶-----				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶-----				
		Less allowance for doubtful accounts ▶-----				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		489,859.	1,733,279.	1,733,279.
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 8 .		11,745,200.	1,943,511.	1,943,511.
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment basis ▶-----				
	Less accumulated depreciation ▶----- (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 9 .		1,280,445,332.	832,182,176.	832,182,176.	
14	Land, buildings, and equipment basis ▶----- STMT 9A-- 7,895,217.					
	Less accumulated depreciation ▶----- (attach schedule) 3,091,540.		2,074,344.	4,803,677.	4,803,677.	
15	Other assets (describe ▶----- STMT 10)		784,099.	2,607,964.	2,607,964.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,398,768,744.	945,717,769.	945,717,769.	
Liabilities	17	Accounts payable and accrued expenses		539,159.	289,451.	
	18	Grants payable		72,906,866.	119,984,287.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶----- STMT 11)		58,195,856.	686,375.	
	23	Total liabilities (add lines 17 through 22)		131,641,881.	120,960,113.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,267,126,863.	824,757,656.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		1,267,126,863.	824,757,656.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,398,768,744.	945,717,769.		

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 1,267,126,863.
2	Enter amount from Part I, line 27a	2 -122,437,534.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3 282,756.
4	Add lines 1, 2, and 3	4 1,144,972,085.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5 320,214,429.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 824,757,656.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))			
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	18,695,750.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8, }						

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	103,491,007.	1,371,367,881.	0.075466
2006	72,639,020.	1,256,772,639.	0.057798
2005	60,973,217.	1,180,953,530.	0.051630
2004	28,734,933.	1,136,856,231.	0.025276
2003	14,200,143.	675,129,834.	0.021033
2 Total of line 1, column (d)			2 0.231203
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 0.046241
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,205,258,861.
5 Multiply line 4 by line 3			5 55,732,375.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 355,038.
7 Add lines 5 and 6			7 56,087,413.
8 Enter qualifying distributions from Part XII, line 4			8 127,005,184.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	355,038.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	355,038.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	355,038.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	755,753.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	755,753.
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	400,715.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 400,715. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ NONE (2) On foundation managers <input checked="" type="checkbox"/> \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> TX		
8b 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 General Instruction G? <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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.MSDF.ORG
14 The books are in care of ANN DEERING Telephone no 512-329-0799
Located at P.O. BOX 163867 AUSTIN, TX ZIP + 4 78716-3867
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2008 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 2008)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 14** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		23,771.	21,342.	NONE

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		1,354,239.	273,813.	NONE

Total number of other employees paid over \$50,000 32

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		1,724,412.

Total number of others receiving over \$50,000 for professional services 5

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED STATEMENT 17A	5,197,493.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 UJJIVAN FINANCIAL SERVICES - EQUITY INVESTMENT IN MICROFINANCE INSTITUTION TARGETING URBAN POOR ACROSS INDIA - THIRD ROUND	1,111,000.
2 SWADHAAR FINSERVE PRIVATE LIMITED - EQUITY SUPPORT TO A START-UP MFI IN MUMBAI'S SLUMS: RENEWAL OF FUNDING SUPPORT	330,450.
All other program-related investments See page 24 of the instructions	
3 AROHAN - EQUITY INVESTMENT IN A START-UP URBAN MFI FOCUSING ON EAST INDIA	323,125.
Total. Add lines 1 through 3	1,764,575.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,096,876,837.
b	Average of monthly cash balances	1b	126,736,220.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,223,613,057.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,223,613,057.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	18,354,196.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,205,258,861.
6	Minimum investment return. Enter 5% of line 5	6	60,262,943.

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

1	Minimum investment return from Part X, line 6	1	60,262,943.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	355,038.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	355,038.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	59,907,905.
4	Recoveries of amounts treated as qualifying distributions	4	371,515.
5	Add lines 3 and 4	5	60,279,420.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	60,279,420.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	121,422,498.
b	Program-related investments - total from Part IX-B	1b	1,764,575.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,818,111.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	127,005,184.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	355,038.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	126,650,146.

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				60,279,420.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			4,231,778.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>127,005,184.</u>				
a Applied to 2007, but not more than line 2a			4,231,778.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				60,279,420.
e Remaining amount distributed out of corpus	62,493,986.			
5 Excess distributions carryover applied to 2008 (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	62,493,986.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	62,493,986.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	62,493,986.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

MICHAEL S. DELL

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

N/A

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

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

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

SEE STATEMENT 18

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

ON-LINE APPLICATION

c Any submission deadlines

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

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

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

Part XV Supplementary Information (continued)

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

Recipient 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 19				108,955,421.
Total				▶ 3a 108,955,421.
b Approved for future payment SEE STATEMENT 20				125,907,332.
Total				▶ 3b 125,907,332.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

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

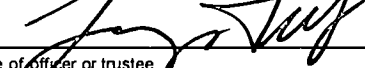
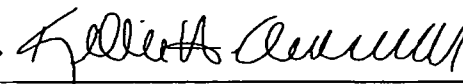
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

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

Sign Here	Signature of officer or trustee 		Date	11/16/2009	Title	Managing Director MSDF
	Preparer's signature 	Date	11/16/09	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)	
Firm's name (or yours if self-employed), address, and ZIP code	ERNST & YOUNG U.S. LLP TWO NORTH CENTRAL AVENUE, STE 2300 PHOENIX, AZ 85004			EIN	34-6565596 Phone no 602/322-3000	

FORM 990T - PART XVI-A LINE 11B - UNRELATED BUSINESS INCOME

=====

GS CAPITAL 200 . . . INCOME	12,377.
GS CAPITAL PARTNERS V INSTITUTIONAL LP INCOME	-24,186.
FIR TREE VALUE FUND . . . INCOME	303,763.
OAKTREE JAPAN OPPORTUNITIES FUND LP INCOME	-599,433.
WHITEHALL STREET INT'L RE LP 2001 INCOME	235,939.
ABRAMS CAPITAL PARTNERS II LP INCOME	-83,496.
GS CAPITAL VI PARALLEL . . . INCOME	9,201.
RIVA CAPITAL PARTNERS LP . . . INCOME	-278,350.
WCP REAL ESTATE FUND LP	-86,677.

INCOME (LOSS) FROM PARTNERSHIPS	-510,862.
	=====

THERE IS NO UBI PER BOOK, BUT FOR TAX PURPOSES, THERE IS A UBI LOSS ASSIGNED FROM VARIOUS PARTNERSHIP INVESTMENTS IN THE AMOUNT OF \$ (510,862).

MICHAEL & SUSAN DELL FOUNDATION

36-4336425

12/31/2008

Part I Column D

Line	Direct Charitable Activity	Program Related Expenses	General & Administrative	Total
13		16,689	7,153	23,842
14		4,655,117	1,038,668	5,693,785
15		972,115	297,852	1,269,967
16a		313,618	134,408	448,026
b		-	84,868	84,868
c	849,306	1,165,118	16,486	2,030,910
17				-
18		239,537	56,188	295,725
19				-
20		481,000	91,236	572,236
21	201,273	569,366	131,414	902,053
22		27,827	11,369	39,196
23		740,840	324,629	1,065,469
24	1,050,579	9,181,227	2,194,271	12,426,077
25	108,995,421			108,995,421
26	110,046,000	9,181,227	2,194,271	121,421,498

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA	150,699.	150,699.
OTHER INTEREST	1,973,748.	1,973,691.
TOTAL	2,124,447.	2,124,390.

MICHAEL AND SUSAN DELL FOUNDATION

36-4336415

12/31/2008

990PF PART IV CAPITAL GAIN AND LOSS SCHEDULE

U.S. Dollars

Investment	Book Cost	Proceeds	ST Capital Gain	LT Capital Gain
AMYLIN PHARM INC AMLN 2.5 04/15/2011 Total	7,235	5,250	0	(1,985)
BIOMARIN PHARM 2.5 03/29/13 Total	8,375	17,210	0	8,835
MEDAREX INC MEDX 2.25 05/15/2011 Total	6,754	7,660	0	906
VERTEX PHARM VRTX 4.75 02/15/2013 Total	994	1,370	376	0
ABRAMS BISON OFFSHORE FUND, LTD. Total	15,000,000	19,145,735	0	4,145,735
ACADIA PHARMACEUTICALS INC Total	1,760	1,701	0	(59)
ALLOS THERAPEUTICS INC Total	5,604	15,243	0	9,639
AMICI FUND INTL, LTD Total	20,000,000	26,262,216	0	6,262,216
AMYLIN PHARMACEUTICALS INC Total	37	31	0	(6)
ARRAY BIOPHARMA INC Total	1,118	925	0	(192)
DK0010224666 (NEUROSEARCH) Total	1,438	3,124	31	1,655
Euro Total	20,013	20,013	0	0
FIR TREE INTL VALUE FUND Total	0	13,389,704	0	13,389,704
GALLEON CAPTAIN OFFSHORE, LTD. Total	3,788,771	180,844	0	(3,607,926)
HALOZYME THERAPEUTICS INC Total	695	1,996	0	1,301
INTERMUNE INC Total	5,864	4,965	0	(899)
METABASIS THERAPEUTICS INC Total	8,099	2,032	0	(6,066)
MYRIAD GENETICS INC Total	3,894	8,711	0	4,817
PENDRAGON (MERLIN) FUND LTD Total	25,000,000	27,784,886	0	2,784,886
ARDEA BIOSCIENCES Total	5,500	8,793	3,294	0
ISTAR FINANCIAL INC. Total	9,334,580	1,841,502	(1,002,058)	(6,490,920)
SUNESIS PHARMACEUTICALS INC Total	4,217	1,137	0	(3,079)
TAPESTRY PHARMACEUTICALS INC Total	1,830	21	0	(1,809)
VISA INC Total	8,800,000	11,992,993	3,192,993	0
VIROPHARMA INC Total	3,271	3,085	0	(185)
XENOPORT INC Total	46,958,249	55,226,851	2,194,229	6,074,373
	1,530	6,079	0	4,549
	82,011,579	100,707,328	2,194,635	16,501,114
			Total ST / LT Capital Gain	18,695,750

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP I INCOME		
ABRAMS CAPITAL PARTNERS II, LP		-2,193,299.
BAKER BROTHERS INVESTMENTS II		-2,498.
ENERGY CAPITAL PARTNERS I, LP		2,827,847.
ESL LIMITED		94,700.
FARALLON CAPITAL INSTL FUND		10,598,635.
FIR TREE VALUE FUND		1,963,123.
GS CAPITAL PARTNERS 2000, LP		305,233.
GS CAPITAL PARTNERS V, LP		1,346,681.
GSCP V INSTITUTIONAL AIV, LP		222,248.
GS CAPITAL PARTNERS V INSTIT' L AIV LP		30,737.
GS CAPITAL PARTNERS VI, LP		146,738.
GSCP VI, PARALLEL AIV LP		-4,231.
LANSDOWN EUROPEAN FUND		-1,053,506.
OCM JAPAN OPPORTUNITIES FUND		-3,823,454.
RIVA CAPITAL PARTNERS, LP		4,232,041.
WCP REAL ESTATE FUND I, LP		26,757.
WHITEHALL STREET INTL RE		-9,428.
SECTION 1250 GAIN		59,020.
TOTALS		14,767,344.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	319,555.			448,026.
TOTALS	319,555.	NONE	NONE	448,026.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEES	34,607.	15,000.		19,607.
ACCOUNTING FEES	77,975.	15,000.		65,261.
TOTALS	112,582.	30,000.	NONE	84,868.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
GRANT RELATED CONSULTING	551,810.
PUBLIC RELATIONS FEES	1,325,592.
TECHNOLOGY SUPPORT	87,393.
TOTALS	1,964,795.

CHARITABLE PURPOSES	
551,810.	
1,392,635.	
86,466.	
TOTALS	2,030,911.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

STATE INCOME TAX

INDIA FRINGE BENEFIT

SECTION 4940, SECTION 511

PROPERTY TAXES

PAYROLL TAX

OTHER TAXES

REVENUE

AND

EXPENSES

PER BOOKS

752.

13,298.

469,917.

21,367.

300,088.

186.

TOTALS

805,608.

=====

CHARITABLE
PURPOSES

295,724.

295,724.

=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
RECRUITING	224,453.	240,852.
RELOCATION	170,454.	170,454.
TRAINING AND EDUCATION	46,478.	45,916.
INSURANCE	78,219.	78,219.
TECHNICAL INFRASTRUCTURE	81,212.	81,533.
BANK CHARGE	3,839.	3,839.
CREDIT CARD FEES	1,500.	1,500.
DUES AND MEMBERSHIP	11,087.	5,816.
POSTAGE	7,489.	7,285.
GIFTS	5,477.	5,477.
OFFICE SUPPLIES	66,471.	65,558.
PENALTY AND INTEREST	2,092.	
FOREIGN EXCHANGE	73,342.	
MISCELLANEOUS EXPENSES	358,884.	
	-----	-----
TOTALS	1,130,997.	359,021.
	=====	=====
		1,065,470.
		=====

MICHAEL AND SUSAN DELL FOUNDATION

36-4336415

12/31/2008

FORM 990PF, STATEMENT 8 AND STATEMENT 9

Description	Market Value
RHJ INTERNATIONAL	1,943,511
CommonStock Total	1,943,511
ABDIEL QUALIFIED OFFSHORE PARTNERS, LTD	5,989,546
ABRAMS CAPITAL PARTNERS II, LP	64,684,979
AMICI FUND INTL, LTD	1,878,780
ANTARES EUROPEAN FUND LIMITED	17,114,222
BAKER BROTHERS INVESTMENTS II	148,256
BROOKSIDE CAYMAND LTD	104,803,463
CITTA FUND LTD	7,694,278
EMINENCE FUND LTD 1	6,752,138
EMINENCE FUND LTD 2	30,688,558
EMINENCE FUND LTD CLASS A	34,750,697
ESL LIMITED	18,132,192
FARALLON CAPITAL INSTL FUND	103,133,984
FIR TREE INTL VALUE FUND	323,974
FIR TREE VALUE FUND	197,035
HOPLITE OFFSHORE FUND, LTD	42,355,935
KING STREET CAPITAL LTD CL A	57,367,221
LANSDOWNE EUROPEAN FUND	54,782,972
OCM JAPAN OPPORTUNITIES FUND	5,939,565
OZ EUROPE OVERSEAS FUND LTD	18,482,524
REDWOOD OFFSHORE FUND CL A2	25,056,675
THE CHILDREN INVESTMENT FUND	30,139,182
TIGER ASIA OVERSEAS FUND, LTD	37,705,205
TOSCA	35,101,758
WCP REAL ESTATE STRATEGIES FUND, LTD	4,091,082
ZA INTERNATIONAL FUND LIMITED	19,372,250
HedgeFund Total	726,686,469
ENERGY CAPITAL PARTNERS I, LP	4,270,743
GS CAPITAL PARTNERS 2000, LP	4,792,213
GS CAPITAL PARTNERS V, LP	58,141,400
GS CAPITAL PARTNERS VI, LP	11,032,056
RIVA CAPITAL PARTNERS, L P	18,331,464
PrivEquityFund Total	96,567,876
WCP REAL ESTATE FUND I, LP	4,720,722
WHITEHALL STREET INTL RE	4,162,989
RealEstateFund Total	8,883,711
ADELPHIA RECOVERY TRUST (CVV)	44,120
Right Total	44,120
Investment - other Total	832,182,176
	834,125,687

**MICHAEL & SUSAN DELL FOUNDATION
DECEMBER 31,2008**

36-4336415

FORM 990PF, PART II - FIXED ASSETS
=====

LAND	\$	1,554,911
BUILDING		767,260
FURNITURE & FIXTURES		652,644
OFFICE EQUIPMENT AND SOFTWARE		3,494,076
LEASEHOLD IMPROVEMENTS		1,403,948
ARTWORK		22,378
LESS ACCUMULATED DEPRECIATION		<u>(3,091,540)</u>
		<u><u>4,803,677</u></u>

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
401(K) FORFEITURE ACCOUNT	25,419.	25,419.
VARIOUS DEPOSIT	26,714.	26,714.
RENTAL SPACE SECURITY DEPOSIT	29,035.	29,035.
PROGRAM RELATED INVESTMENTS	2,526,796.	2,526,796.
TOTALS	2,607,964.	2,607,964.

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
PAYROLL LIABILITIES	88,915.
DEFERRED TAXES	342,775.
DEFERRED RENT LIABILITY	254,685.
TOTALS	----- 686,375. -----

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

DESCRIPTION -----	AMOUNT -----
PRIOR YEAR ADJ. - PRI RECLASSIFICATION	282,756.
TOTAL	----- 282,756. =====

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

=====

DESCRIPTION

AMOUNT

UNREALIZED LOSS ON INVESTMENT

320,214,429.

TOTAL

320,214,429.

=====

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

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

Grant Name: Turning Schools Around

(2) **Amount Paid in Current Tax Year:** \$111,151

<u>Amount Paid</u>	<u>Date Paid</u>
\$111,151	11/4/08

Total Paid (to Date): \$111,151

- (3) **Purpose of Grant:** To fund a whole school improvement program for 2 ½ years across 5 budget private schools serving the poor in the city of Bangalore (grades 1 - 5, with ~1250 children being impacted each year). The program focuses on improving the quality of education that is imparted in these budget private schools through a variety of services including remedial academic support for students, training and support systems to teachers, principals and school managements, in order to substantially raise the learning outcomes of children.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$76,667
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:** NA
- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

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

(1) **Grantee Name:** Bal Raksha Bharat
4th Floor, Farm Bhawan
14-15, Nehru Place
New Delhi, Delhi 110 019
India

Grant Name: Emergency support for families affected by the Bihar floods of 2008

(2) **Amount Paid in Current Tax Year:** \$188,320

Total Paid (to Date): \$188,320

<u>Amount Paid</u>	<u>Date Paid</u>
\$188,320	10/3/08

(3) **Purpose of Grant:** To continue supporting the operations of a Mumbai-based microfinance institution.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$63,952

(5) **Diversion from Grant Purposes:** To provide support to the relief and rehabilitation efforts by Bal Raksha, Bharat to ~ 10,000 families (including 40,000 children) in Araria district, one of the worst flood affected districts in North Bihar, India.

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	12/31/08	12/3/08

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

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

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

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

(2) **Amount Paid in Current Tax Year:** \$63,900

<u>Amount Paid</u>	<u>Date Paid</u>
\$63,900	12/19/08

Total Paid (To Date): \$63,900

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

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

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

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

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

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

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

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

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

<u>Amount Paid</u>	<u>Date Paid</u>
\$45,900	9/8/08

Total Paid (To Date): \$45,900

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

(4) **Amount Spent by Grantee (based on most recent grant report):** \$45,900

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress	11/1/08	11/1/08

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

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

(1) **Grantee Name:** Butterflies
U4 Green Park Extension
New Delhi, Delhi 110 016
India
(303) xxx-xxxx

Grant Name: Taking Education to the Street

(2) **Amount Paid in Current Tax Year:** \$7,769

<u>Amount Paid</u>	<u>Date Paid</u>
\$7,769	11/4/08

Total Paid (to Date): \$193,831

<u>Amount Paid</u>	<u>Date Paid</u>
\$100,000	12/11/06
\$86,062	11/30/07
\$7,769	11/4/08

(3) **Purpose of Grant:** To provide underprivileged street children in Delhi access to education and health facilities through outreach programs at different locations of the metropolis.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$193,831

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Other Report	10/10/06	8/3/06
Progress Report	4/30/07	4/30/07
Progress Report	9/2/07	8/31/07
Progress Report	12/20/07	12/15/07
Final Report	6/10/08	5/31/08

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

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

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

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

(2) **Amount Paid in Current Tax Year:** \$21,300

<u>Amount Paid</u>	<u>Date Paid</u>
\$21,300	12/19/08

Total Paid (To Date): \$21,300

- (3) **Purpose of Grant:** To enable access to water and sanitation services through the provision of micro-credit.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$10,653
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:** NA
- (7) **Verification of Reports (if applicable):** The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

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

(1) **Grantee Name:** Impact Foundation (Fiscal Sponsor for Samhita Community Development Services)
Fatima Villa, 5th Floor, Flat No. 503 B wing
29th Road, Pali Naka, Bandra (W)
Mumbai, Maharashtra 400 050
India
+91 22 3240 3453

Grant Name: Start-up Financing for a Bhopal-Based MFI Targeting the Poor of Central India

(2) **Amount Paid in Current Tax Year:** NA

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

<u>Amount Paid</u>	<u>Date Paid</u>
\$100,000	12/31/07

(3) **Purpose of Grant:** To fund the setting up of a new MFI to target low income clients in the state of Madhya Pradesh and to document the systems and processes of launching microfinance operations.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$100,000

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	4/30/08	5/1/08
Final Report	8/1/08	8/1/08

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

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

(1) **Grantee Name:** Janadhar Constructions Private Limited
India
+91 80 2535 0301

Grant Name: Applied Microfinance to Enable Poor Families in Bangalore to Own Their First Homes

(2) **Amount Paid in Current Tax Year:** NA

Total Paid (to Date): \$2,300,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$2,300,000	12/12/07

(3) **Purpose of Grant:** To support development of affordable housing units in Bangalore.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$2,300 000

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	4/28/08	4/30/08
Progress Report	7/31/08	7/31/08
Progress Report	10/30/08	10/31/08

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

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

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

Grant Name: Microfinance support for water and sanitation services for the urban poor

(2) **Amount Paid in Current Tax Year:** \$240,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$80,000	1/4/08
\$80,000	3/27/08
\$80,000	7/15/08

Total Paid (To Date): \$320,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$80,000	10/9/07
\$80,000	1/4/08
\$80,000	3/27/08
\$80,000	7/15/08

- (3) **Purpose of Grant:** To fund the provision of basic services to the urban poor to drive a positive impact on their health, quality of life, disposable income levels, and also the literacy levels of their children. The project enables the urban poor to access water and sanitation services and to partially pay for the installation of the required infrastructure through microloans.
- (4) **Amount Spent by Grantee (based on most recent grant report):** \$174,083
- (5) **Diversion from Grant Purposes:** To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.
- (6) **Date of Report(s) Received from Grantee:**

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	12/2/07	12/1/07
Progress Report	2/4/08	2/1/08
Progress Report	5/1/08	5/1/08
Progress Report	7/31/08	8/1/08

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

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

(1) **Grantee Name:** Monitor Group
Two Canal Park
Cambridge, MA 02141
United States
(617) 252-2000, Ext 2689

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

(2) **Amount Paid in Current Tax Year:** \$200,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$200,000	8/7/08

Total Paid (to Date): \$200,000

(3) **Purpose of Grant:** To support analysis and implementation of market based solutions to address need for affordable urban housing in India.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$99,869

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	10/31/08	10/31/08

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

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

(1) **Grantee Name:** Naandi Foundation
502 Trendset Towers, Road No. 2
Banjara Hills
Hyderabad, ANDHRA PRADESH 50034
India
+91 40 2355 6491 ext 201

Grant Name: Ensuring Children Learn, Hyderabad - Y2

(2) **Amount Paid in Current Tax Year:** NA - (\$60,958) Refund

<u>Refund Amt</u>	<u>Date</u>
(\$60,958)	3/14/08

Total Paid (to Date): \$731,806

<u>Amount Paid</u>	<u>Date Paid</u>
\$400,000	12/11/06
\$200,000	9/4/07
\$192,764	9/4/07
(\$60,958) Refund	3/14/08

(3) **Purpose of Grant:** To fund a public-private partnership (between the Naandi Foundation and the Government of Andhra Pradesh, India) project to improve access to, and impact from substantially improved quality education for 275 of 900 municipal primary schools in the poorest parts of Hyderabad city in India.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$536,613

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	4/30/07	4/30/07
Progress Report	8/31/07	8/30/07
Final Report	12/24/07	12/15/07

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

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

(1) **Grantee Name:** The NIIT Institute of Information Technology (AKA: TNI)
Plot No. 8, Balaji Estate, Sudershan Munjal Marg, Kalkaji
New Delhi, Delhi 110 019
India
+91 11 2620 3212

Grant Name: Playground learning centers in Jaipur

(2) **Amount Paid in Current Tax Year:** \$100,314

<u>Amount Paid</u>	<u>Date Paid</u>
\$100,314	6/13/08

Total Paid (to Date): \$425,314

<u>Amount Paid</u>	<u>Date Paid</u>
\$325,000	12/12/07
\$100,314	6/13/08

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

(4) **Amount Spent by Grantee (based on most recent grant report):** \$343,268

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	6/4/08	5/31/08
Progress Report	12/31/08	12/30/08

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

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

(1) **Grantee Name:** Nirmaan Bharati Samajik and Arthik Vikas Sangathan
991 Sector A, Mandir Marg
Mahanagar
Lucknow 226 001
India
+91 99 3547 0077

Grant Name: Start-up funding for an MFI Targeting the Poor in Urban Areas across Northern India

(2) **Amount Paid in Current Tax Year:** NA

Total Paid (To Date): \$150,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$150,000	6/5/07

(3) **Purpose of Grant:** To fund the setting up of a new MFI targeting low income clients in the urban areas of North India

(4) **Amount Spent by Grantee (based on most recent grant report):** \$150,000

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	10/26/07	11/1/07
Progress Report	2/1/08	2/1/08
Progress Report	4/28/08	5/1/08
Annual Report	5/15/08	5/15/08
Progress Report	10/31/08	10/31/08

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

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

(1) **Grantee Name:** Swadhaar FinAccess
451 Dindoshilla (G1)
15th Road
Kar
Mumbai, Maharashtra 400 052
India
+91 22 2604 8332

Grant Name: Start-up capital for a Microfinance Institution in Mumbai's Slums - Y2

(2) **Amount Paid in Current Tax Year:** NA

Total Paid (to Date): \$200,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$200,000	10/26/07

(3) **Purpose of Grant:** To continue supporting the operations of a Mumbai-based microfinance institution.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$200,000

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	11/1/07	11/1/07
Progress Report	2/4/08	2/1/08
Progress Report	5/1/08	5/1/08
Progress Report	7/31/08	8/1/08
Progress Report	10/31/08	11/1/08

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

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

(1) **Grantee Name:** Charter School Growth Fund
350 Interlocken Blvd
Suite 390
Broomfield, CO 80021
United States
(303) 217-8091

Grant Name: Expanding Emerging CMOs via Charter School Growth Fund

(2) **Amount Paid in Current Tax Year:** \$5,000,000

<u>Amount Paid</u>	<u>Date Paid</u>
\$5,000,000	1/4/08

Total Paid (to Date): \$5,000,000

(3) **Purpose of Grant:** To support Charter School Growth fund in making early-state, value-added grants for the development and expansion of charter management organizations.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$4,645,276

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress Report	5/16/08	5/15/08
Progress Report	8/15/08	7/15/08
Progress Report	11/15/08	11/15/08

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

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

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

Grant Name: School-Based Libraries in Bangalore

(2) **Amount Paid in Current Tax Year:** \$524,375

<u>Amount Paid</u>	<u>Date Paid</u>
\$262,188	6/4/08
\$262,187	11/19/08

Total Paid (To Date): \$1,037,840

<u>Amount Paid</u>	<u>Date Paid</u>
\$400,000	6/22/07
\$113,465	11/29/07
\$262,188	6/4/08
\$262,187	11/19/08

(3) **Purpose of Grant:** To provide funds for establishing a network of 400 libraries to serve 215,000 children in 1,400 government schools in Bangalore over two years and transfer ownership to the state government in the third year.

(4) **Amount Spent by Grantee (based on most recent grant report):** \$1,001,846

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

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

<u>Report Name</u>	<u>Date Received</u>	<u>Date Due</u>
Progress	8/31/07	8/31/07
Progress	1/15/08	1/15/08
Annual	5/1/08	4/30/08
Progress	7/16/08	7/15/08

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

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL S. DELL P. O. BOX 163867 AUSTIN, TX 78716-3867	DIRECTOR/PRESIDENT 10.	NONE	NONE	NONE
SUSAN L. DELL P. O. BOX 163867 AUSTIN, TX 78716-3867	DIRECTOR/1ST VP 10.	NONE	NONE	NONE
DR. ALEXANDER DELL P. O. BOX 163867 AUSTIN, TX 78716-3867	DIRECTOR/2ND VP 10.	NONE	NONE	NONE
MARC LISKER P. O. BOX 163867 AUSTIN, TX 78716-3867	TREASURER/ASST. SECRETARY 10.	NONE	NONE	NONE
JANET MOUNTAIN P. O. BOX 163867 AUSTIN, TX 78716-3867	EXEC. DIR/SECR. / ASST. TREASURER 30.	23,771.	21,342.	NONE
GRAND TOTALS		23,771.	21,342.	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARUN MOHANTY P.O. BOX 163867 AUSTIN, TX 78716--3867	COUNTRY DIRECTOR 40.	516,268.	44,942.	NONE
LORI PILCHIK P.O. BOX 163867 AUSTIN, TX 78716--3867	GRANT OFFICER 40.	235,062.	54,989.	NONE
ZEYNEP YOUNG P.O. BOX 163867 AUSTIN, TX 78716--3867	GRANT OFFICER 40.	221,170.	66,278.	NONE
MEGAN MATTHEWS P.O. BOX 163867 AUSTIN, TX 78716--3867	COMMUNICATIONS DIR. 40.	192,410.	57,223.	NONE
MICHELLE TURNER P.O. BOX 163867 AUSTIN, TX 78716--3867	GENERAL COUNSEL 40.	189,329.	50,381.	NONE
TOTAL COMPENSATION		1,354,239.	273,813.	NONE

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WEBER SHANDWICK, INC P. O. BOX 3265 BUFFALO, NY 14240	PUBLIC RELATIONS	881,168.
WIMMER SOLUTIONS 3245 FAIRVIEW AVENUE EAST SEATTLE, WA 98102	SOFTWARE DEVELOPMENT	300,874.
OBNOKTIOUS 1101 WILD CHERRY DRIVE CARROLLTON, TX 75010	GRAPHIC DESIGN	221,254.
ASPENSOFT, INC. 11129 MIRAMAR DRIVE AUSTIN, TX 78726	SOFTWARE DEVELOPMENT	186,000.
MORGAN LEWIS P. O. BOX 8500-6050 PHILADELPHIA, PA 19178-6050	LEGAL	135,116.
	TOTAL COMPENSATION	----- 1,724,412. =====

Michael & Susan Dell Foundation
36-4336415
12/31/2008

Direct Charitable Activities (Part IX-A)

Education - In the United States we provide tools and resources to large urban school districts to improve quality education through performance management initiatives and fund college readiness programs to get students to and through college. We support the development of school leadership, enable innovation through charter schools, and offer college scholarships through the Dell Scholars Program. In India we promote primary education, literacy and opportunities for developing life skills.

Childhood Health - In the United States we work to provide access to basic healthcare services, instilling healthy lifestyle behaviors through childhood obesity prevention and support applied research. Internationally, we fund programs that provide access to basic health, water and sanitation programs with the potential to be immediately effective and scalable as to meet the needs of many.

Family Economic Stability- We work to increase the number of quality microfinance institutions in the urban slums of India, improving the urban poor's access to micro-loans, formal financial services and social services to encourage entrepreneurial growth out of poverty. Globally we support the rollout of the Progress Out of Poverty Index (PPI) using common social indicators to measure the impact of microfinance.

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

DELLSCHOLARS.ORG AND/OR MSDF.ORG

Michael & Susan Dell Foundation
EIN: 36-43366415
990PF - Grants Paid in 2008

Organization Grant Fiscal Year	Grant Total	Paid YTD
A Glimmer of Hope Foundation Austin, Texas US - Public Charity <i>Providing Water to Rural Ethiopians - Y3</i> <i>Grant Year: 2007</i>	\$1,000,000	\$500,000
Academy for Urban School Leadership Chicago, Illinois US - Public Charity <i>Replication of Turnaround Schools</i> <i>Grant Year: 2006</i>	\$1,000,000	\$517,500
Achievement First New Haven, Connecticut US - Public Charity <i>Interim Assessment Platform Implementation</i> <i>Grant Year 2007</i>	\$870,000	\$280,000
ACT, Inc. Iowa City, Iowa US - Public Charity <i>Dell Scholars Program - Psychometrics, Selection, and Administration 2007</i> <i>Grant Year 2007</i>	\$147,190	\$500
ACT, Inc. Iowa City, Iowa US - Public Charity <i>Dell Scholars Program - Psychometrics, Selection, and Administration 2008</i> <i>Grant Year 2008</i>	\$195,407	\$195,407
ACT, Inc. Iowa City, Iowa US - Public Charity <i>Dell Scholars Program - Scholarship Disbursements 2008-09 AY</i> <i>Grant Year: 2008</i>	\$4,100,000	\$4,100,000
Adoption Coalition of Texas Austin, Texas US - Public Charity <i>Adoption of Foster Children - Y3</i> <i>Grant Year: 2007</i>	\$55,000	\$25,000
Advanced Placement Strategies, Inc Dallas, Texas US - Public Charity <i>THSP - Improving AP Access and Impact Phase II - Y3 & 4</i> <i>Grant Year 2006</i>	\$6,463,000	\$2,601,000

Advanced Placement Strategies, Inc Dallas, Texas US - Public Charity <i>THSP - Improving AP Access and Impact Phase III - Y5 & 6 Grant Year 2008</i>	\$9,480,470	\$2,281,000
Advanced Placement Strategies, Inc Dallas, Texas US - Public Charity <i>THSP -- Funding Increased Participation and Success for Improving AP Access & Impact Grant Year: 2008</i>	\$0	\$0
AID India Chennai, Tamil Nadu India - Equivalency Determination <i>Eureka Quality Improvement Programme (EQUIP) Grant Year 2007</i>	\$786,610	\$215,625
Akshara Foundation Bangalore, KARNATAKA India – Expenditure Responsibility <i>School-Based Libraries in Bangalore Grant Year 2007</i>	\$1,250,170	\$524,375
Alliance for a Healthier Generation New York, New York US - Public Charity <i>Healthy Schools Program Grant Year 2007</i>	\$1,983,193	\$476,795
Alpine Learning Group Paramus, New Jersey US - Public Charity <i>Adult Education and Learning Center Grant Year 2008</i>	\$500,000	\$300,000
American Academy of Arts and Sciences Cambridge, Massachusetts US - Public Charity <i>ARISE - Advancing Research in Science and Engineering - Year 1 Grant Year 2008</i>	\$10,000	\$10,000
American Heart Association New York, New York US - Public Charity <i>Healthy Schools Program in Prince Georges County Schools Grant Year 2008</i>	\$998,277	\$331,967
Anchor of Hope Church Marble Falls, Texas US - Public Charity <i>ED Contribution - 2008 Grant Year 2008</i>	\$20,000	\$20,000

ARTS Center Stage Austin, Texas US - Public Charity <i>Long Center - Dell Concert Hall</i> <i>Grant Year 2004</i>	\$6,900,000	\$2,200,000
Aspire Public Schools Oakland, California US - Public Charity <i>Aspire Los Angeles Start-Up and Expansion</i> <i>Grant Year 2005</i>	\$1,750,000	\$420,381
Aspire Public Schools Oakland, California US - Public Charity <i>Aspire Performance Management Diagnostic and</i> <i>Partial Implementation</i> <i>Grant Year 2008</i>	\$750,000	\$500,000
Austin Area Urban League Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year 2008</i>	\$25,000	\$25,000
Austin Children's Museum Austin, Texas US - Public Charity <i>Lease Support</i> <i>Grant Year: 2006</i>	\$500,000	\$110,840
Austin Children's Museum Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year 2008</i>	\$25,000	\$25,000
Austin Children's Shelter Austin, Texas US - Public Charity <i>Capital Campaign</i> <i>Grant Year 2007</i>	\$650,000	\$200,000
Austin Children's Shelter Austin, Texas US - Public Charity <i>S.A F E. Program - Y5</i> <i>Grant Year: 2008</i>	\$135,000	\$135,000
Austin Children's Shelter Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Adoption of Foster Children - Y4</i> <i>Grant Year: 2008</i>	\$60,000	\$30,000

Austin Community Foundation Austin, Texas US - Public Charity <i>Austin ISD Performance Management Initiative</i> <i>Grant Year: 2006</i>	\$3,300,000	\$925,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Dell Scholars Program - Gear 2007</i> <i>Grant Year: 2007</i>	\$559,000	\$0
Austin Community Foundation Austin, Texas US - Public Charity <i>MSDF Giving Fund</i> <i>Grant Year: 2007</i>	\$2,129,854	\$1,379,854
Austin Community Foundation Austin, Texas US - Public Charity <i>MSDF Giving Fund - 2008</i> <i>Grant Year: 2008</i>	\$1,513,180	\$500,000
Austin Community Foundation Round Rock, Texas US - Public Charity <i>Pay-for-Performance Pilot</i> <i>Grant Year: 2008</i>	\$360,000	\$100,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Performance Management for Academic and Social</i> <i>Support Programs</i> <i>Grant Year: 2008</i>	\$360,000	\$200,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Project ADVANCE - Y6</i> <i>Grant Year: 2007</i>	\$1,065,000	\$530,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Statewide Tools for Teaching Excellence</i> <i>(Performance Accountability Pilot)</i> <i>Grant Year 2006</i>	\$3,500,000	\$1,660,000
Austin Community Foundation Austin, Texas US - Public Charity <i>TechKnow</i> <i>Grant Year: 2006</i>	\$50,000	\$20,000
Austin Community Foundation Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000

Austin Public Library Foundation Austin, Texas US - Public Charity <i>Connected Youth Project</i> <i>Grant Year 2008</i>	\$185,000	\$92,500
Austin Public Library Foundation Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Austin Sunshine Camps Austin, Texas US - Public Charity <i>Sunrise Leadership and Challenge Programs</i> <i>Grant Year 2008</i>	\$28,000	\$28,000
Austin Sunshine Camps Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year 2008</i>	\$25,000	\$25,000
AVID Center San Diego, California US - Public Charity <i>AVID Central Texas Expansion and</i> <i>Strengthening Math & Science</i> <i>Grant Year 2008</i>	\$2,487,477	\$300,000
Bal Raksha, Bharat New Delhi, Delhi India – Expenditure Responsibility <i>Emergency support for families affected by the</i> <i>Bihar floods of 2008</i> <i>Grant Year 2008</i>	\$185,859	\$188,320
Bandhan Konnagar Kolkata, West Bengal India – Expenditure Responsibility <i>Transforming poor, excluded women in Kolkata</i> <i>into viable micro-entrepreneurs</i> <i>Grant Year 2008</i>	\$620,348	\$63,900
Bharat Integrated Social Welfare Agency (BISWA) Sambalpur, Orissa India – Expenditure Responsibility <i>Microfinance-Enabled Access to Water and</i> <i>Sanitation Services</i> <i>Grant Year 2008</i>	\$225,012	\$45,900
Bodh Shiksha Samiti, Jaipur Jaipur, Rajasthan India - Equivalency Determination <i>JanBodh - Urban School Education Program,</i> <i>Jaipur, Rajasthan</i> <i>Grant Year 2007</i>	\$275,115	\$246,413

Bodh Shiksha Samiti, Jaipur Jaipur, Rajasthan India - Equivalency Determination <i>Janbodh Karyakram (Y2)</i> <i>Grant Year: 2008</i>	\$220,900	\$120,724
Breakthrough Austin, Texas US - Public Charity <i>Program Enhancement Project</i> <i>Grant Year: 2008</i>	\$78,750	\$78,750
Breakthrough Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Butterflies New Delhi, Delhi India - Expenditure Responsibility <i>Taking Education to the Street</i> <i>Grant Year: 2006</i>	\$193,831	\$7,769
California Charter School Association Los Angeles, California US - Public Charity <i>Performance Management Project California</i> <i>Charter Schools: Phase 3</i> <i>Grant Year: 2007</i>	\$3,600,000	\$1,775,000
Calvert Foundation Bethesda, Maryland US - Public Charity <i>Enabling MFIs to access financing from US retail</i> <i>investors through a web based platform</i> <i>Grant Year: 2008</i>	\$1,500,000	\$1,500,000
Camp Fire USA Balcones Council Austin, Texas US - Public Charity <i>Camp Fire After School Program</i> <i>Grant Year: 2008</i>	\$22,443	\$22,443
Camp Fire USA Balcones Council Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
CAP Foundation Hyderabad, Andhra Pradesh India - Equivalency Determination <i>Teen Channel - Ek Mouka Community Learning</i> <i>Initiative</i> <i>Grant Year: 2008</i>	\$808,286	\$243,466

Capital Area Food Bank Austin, Texas US - Public Charity <i>Distribution System for Healthy Food</i> <i>Grant Year: 2007</i>	\$375,000	\$100,000
Capital Area Food Bank Austin, Texas US - Public Charity <i>George Prevelige Referral Bonus</i> <i>Grant Year. 2007</i>	\$5,000	\$5,000
Capital Area Food Bank Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
CARE Atlanta, Georgia US - Public Charity <i>Myanmar Cyclone Recovery. Restoring Food</i> <i>Supplies</i> <i>Grant Year. 2008</i>	\$450,000	\$450,000
CARE Atlanta, Georgia US - Public Charity <i>Water Projects and Performance Monitoring in</i> <i>Ethiopia</i> <i>Grant Year 2006</i>	\$400,000	\$50,000
Caritas Austin, Texas US - Public Charity <i>Caritas Charitable Public Charity Donation</i> <i>Grant Year: 2008</i>	\$30,000	\$30,000
CASA of Travis County, Inc. Austin, Texas US - Public Charity <i>Child Advocacy - Y6</i> <i>Grant Year 2008</i>	\$200,000	\$200,000
CASA of Travis County, Inc. Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Centex System Support Services Georgetown, Texas US - Public Charity <i>Regional Electronic Medical Records Management</i> <i>Grant Year 2007</i>	\$900,000	\$900,000
Central Texas Sustainability Indicators Project Austin, Texas US - Public Charity <i>Developing Needs Indicators for Central Texas</i> <i>Grant Year. 2006</i>	\$30,000	\$10,000

CGAP (Consultative Group to Assist the Poor) Washington, District of Columbia US - Public Charity <i>Renewal of Annual Contribution to Microfinance Donor Consortium Grant Year: 2008</i>	\$200,000	\$200,000
Charlotte-Mecklenburg Schools US - Public Charity <i>Charlotte-Mecklenburg Schools: Performance Management Implementation Grant Year: 2008</i>	\$2,884,243	\$884,243
Charter School Growth Fund Broomfield, Colorado US - Expenditure Responsibility <i>Expanding Emerging CMOs via Charter School Growth Fund Grant Year: 2007</i>	\$4,695,590	\$5,000,000
Charter School Policy Institute Austin, Texas US - Public Charity <i>Accelerating Texas Charter Progress Grant Year: 2007</i>	\$1,500,000	\$500,000
Children First Fund: The Chicago Public Schools Foundation Chicago, Illinois US - Public Charity <i>CPS Performance Management - Phase 2 Grant Year: 2006</i>	\$6,300,000	\$2,267,859
Children First Fund: The Chicago Public Schools Foundation Chicago, Illinois US - Public Charity <i>CPS@Work Human Resources Transformation Grant Year: 2006</i>	\$1,000,000	\$250,000
CIDA Foundation USA Fairfield, Iowa US - Public Charity <i>Building a Boys' Residence Hall Grant Year: 2006</i>	\$1,100,000	\$200,000
Civic Builders New York, New York US - Public Charity <i>NYC Charter Facilities Partnership - Phase 1 Grant Year: 2005</i>	\$4,000,000	\$666,000
CLOCC a program of Children's Memorial Hospital Chicago Chicago, Illinois US - Public Charity <i>Community Environmental Approaches and Evaluation Initiatives Grant Year: 2008</i>	\$979,000	\$0

College Board New York, New York US - Public Charity <i>College Board Schools NYC Grant Year 2004</i>	\$3,600,000	\$715,000
College Forward Manor, Texas US - Public Charity <i>Central Texas College Access Project Grant Year 2008</i>	\$100,000	\$100,000
College Forward Manor, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
Communities Foundation of Texas Houston, Texas US - Public Charity <i>Harmony Science Charter Expansion Grant Year. 2007</i>	\$2,000,000	\$750,000
Communities Foundation of Texas Dallas, Texas US - Public Charity <i>T-STEM Performance Supports Grant Year 2007</i>	\$2,589,000	\$619,094
Communities in Schools - Central Texas Austin, Texas US - Public Charity <i>Supporting AISD's High-Need Schools - Y7 Grant Year 2008</i>	\$500,000	\$250,000
Communities in Schools - Central Texas Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
Communities in Schools - Central Texas Austin, Texas US - Public Charity <i>XY-Zone Male Involvement Program - Y5 Grant Year: 2008</i>	\$81,250	\$81,250
Dallas Education Foundation Dallas, Texas US - Public Charity <i>Dallas Achieves Performance Management System Grant Year 2007</i>	\$5,000,000	\$2,000,000
Dell Children's Medical Center Foundation of Central Texas Austin, Texas US - Public Charity <i>Dell Children's Medical Center of Central Texas Grant Year 2004</i>	\$25,000,000	\$3,805,689

Denver Public Schools Foundation Denver, Colorado US - Public Charity <i>Denver Public Schools Performance Management Implementation</i> Grant Year 2008	\$2,900,000	\$1,300,000
District of Columbia Public Schools Washington, District of Columbia US - Public Charity <i>Planning Grant for DCPS Data and Accountability Activities</i> Grant Year 2008	\$25,000	\$25,000
Dr Reddy's Foundation Hyderabad, Andhra Pradesh India - Equivalency Determination <i>Livelihood Enhancement Opportunities for Adolescents and Youth</i> Grant Year: 2007	\$355,921	\$55,493
Education Pioneers Oakland, California US - Public Charity <i>Attracting and Developing Nontraditional Managerial Talent in Education</i> Grant Year. 2007	\$750,000	\$400,000
Education Pioneers Oakland, California US - Public Charity <i>Attracting and Developing Nontraditional Managerial Talent in Education, Phase 2</i> Grant Year 2008	\$3,000,000	\$500,000
Education Support Organisation Ahmedabad, Gujarat India - Equivalency Determination <i>Gyan Shala - Quality Education for Slum Children in Ahmedabad</i> Grant Year 2008	\$832,567	\$297,310
El Buen Samaritano Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> Grant Year 2008	\$300,000	\$300,000
El Buen Samaritano Austin, Texas US - Public Charity <i>Pediatric Health Care Services - Y6</i> Grant Year 2008	\$150,000	\$150,000
El Buen Samaritano Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> Grant Year: 2008	\$25,000	\$25,000

Endeavor Global, Inc. New York, New York US - Public Charity <i>Economic Development through Supporting Entrepreneurs</i> Grant Year 2008	\$1,000,000	\$400,000
Fidelity Charity Public Charity Fund Boston, Massachusetts US - Public Charity <i>The Investigative Project - Y5</i> Grant Year 2008	\$250,000	\$250,000
Foundation Communities Austin, Texas US - Public Charity <i>ACT Project - Assistance with College and Taxes</i> Grant Year. 2008	\$129,844	\$180,000
Foundation Communities Austin, Texas US - Public Charity <i>Children's Home Initiative</i> Grant Year: 2004	\$228,000	\$45,600
Foundation Communities Austin, Texas US - Public Charity <i>Community Tax Centers - Y3</i> Grant Year: 2008	\$60,000	\$60,000
Foundation Communities Austin, Texas US - Public Charity <i>PATHS After-School and Summer Youth Program</i> Grant Year: 2008	\$115,000	\$115,000
Foundation Communities Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> Grant Year 2008	\$25,000	\$25,000
Friends of Women's World Banking, India Ahmedabad, Gujarat India - Expenditure Responsibility <i>Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services</i> Grant Year: 2008	\$156,500	\$21,300
GENaustin Austin, Texas US - Public Charity <i>ClubGEN Program Support and Evaluation</i> Grant Year 2008	\$150,000	\$75,000

Public Charitys in Kind International Alexandria, Virginia US - Public Charity <i>Printer Technology Program - 2007</i> <i>Grant Year 2006</i>	\$249,515	\$45,089
Public Charitys in Kind International Alexandria, Virginia US - Public Charity <i>Printer Technology Program - 2008</i> <i>Grant Year 2008</i>	\$255,000	\$220,244
Grameen Foundation Washington, District of Columbia US - Public Charity <i>Provide Sustainable, Impact-Focused Financial</i> <i>Support to Enable MFIs to Reach at Least 1 3M</i> <i>Poor Families Globally</i> <i>Grant Year 2007</i>	\$2,475,000	\$946,518
Greater Chicago Food Depository Chicago, Illinois US - Public Charity <i>Nourish for Knowledge and Kids Cafe Menu</i> <i>Improvement Initiative</i> <i>Grant Year 2008</i>	\$35,000	\$35,000
Green Dot Public Schools Los Angeles, California US - Public Charity <i>Green Dot - Increasing Student Achievement</i> <i>Grant Year 2008</i>	\$2,000,000	\$500,000
Green Dot Public Schools Los Angeles, California US - Public Charity <i>Green Dot - Locke Transformation and Expansion</i> <i>Grant Year 2008</i>	\$2,000,000	\$1,000,000
Harlem Children's Zone, Inc. New York, New York US - Public Charity <i>Early Childhood Education - New York City</i> <i>(Renewal)</i> <i>Grant Year: 2008</i>	\$800,000	\$400,000
Heart House of Austin Austin, Texas US - Public Charity <i>Investing in Capacity for Growth in Austin</i> <i>Grant Year: 2008</i>	\$65,000	\$65,000
Heart House of Austin Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year 2008</i>	\$25,000	\$25,000

Heifer International Little Rock, Arkansas US - Public Charity <i>Providing Livestock in Tanzania</i> Grant Year: 2006	\$450,000	\$125,000
Helen Keller International New York, New York US - Public Charity <i>Expanding ChildSight in China</i> Grant Year: 2007	\$500,000	\$250,000
Helen Keller International New York, New York US - Public Charity <i>Food Fortification to Combat Vitamin A Deficiency in West Africa</i> Grant Year: 2006	\$750,000	\$75,000
Helen Keller International New York, New York US - Public Charity <i>Fortification of Staple Foods in Cameroon in Central Africa</i> Grant Year: 2008	\$2,400,000	\$600,000
Helen Keller International New York, New York US - Public Charity <i>Wheat Flour Fortification in West Africa</i> Grant Year: 2007	\$1,600,000	\$500,000
Helping Hand Home for Children Austin, Texas US - Public Charity <i>Residential Treatment Program - Y6</i> Grant Year: 2008	\$202,000	\$202,000
Helping Hand Home for Children Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> Grant Year: 2008	\$25,000	\$25,000
Hill Country Bible Church of Austin Austin, Texas US - Public Charity <i>Meredith Cunningham Referral Bonus (Part 2)</i> Grant Year: 2008	\$1,000	\$1,000
Houston Independent School District Houston, Texas US - Public Charity <i>PM Implementation: Central Office PM</i> Grant Year: 2008	\$1,800,000	\$600,000
Houston Independent School District Houston, Texas US - Public Charity <i>PM Implementation Technology Support</i> Grant Year: 2008	\$400,000	\$75,000

Houston Independent School District Houston, Texas US - Public Charity <i>PM Implementation- School PM System</i> <i>Grant Year: 2008</i>	\$1,800,000	\$600,000
Hualalai Academy Kailua-Kona, Hawaii US - Public Charity <i>Capital Campaign 2008 - Land Purchase</i> <i>Grant Year: 2008</i>	\$264,000	\$13,613
IDEA Public Schools Weslaco, Texas US - Public Charity <i>Expanding IDEA in the Rio Grande Valley</i> <i>Grant Year: 2005</i>	\$1,300,000	\$180,000
IDEA Public Schools Weslaco, Texas US - Public Charity <i>PM Diagnostic for IDEA</i> <i>Grant Year: 2008</i>	\$150,000	\$150,000
Inner City Education Foundation - View Park Los Angeles, California US - Public Charity <i>Education Corridor</i> <i>Grant Year: 2005</i>	\$2,900,000	\$725,000
Institute for Research and Reform in Education Inc. Toms River, New Jersey US - Public Charity <i>Measuring What Matters Expansion</i> <i>Grant Year: 2008</i>	\$1,069,421	\$500,000
Jewish Community Association of Austin Austin, Texas US - Public Charity <i>2007 Annual Campaign</i> <i>Grant Year: 2007</i>	\$984,874	\$234,874
Jewish Community Association of Austin Austin, Texas US - Public Charity <i>2008 Annual Campaign</i> <i>Grant Year: 2008</i>	\$969,300	\$750,000
Katha New Delhi, Delhi India - Equivalency Determination <i>Katha – Kathashala as the Centre for Creativity for</i> <i>Government and Municipal Schools (Yr-3)</i> <i>Grant Year: 2008</i>	\$108,094	\$108,094
Katha New Delhi, Delhi India - Equivalency Determination <i>Mapping the Future Katha Lab School (Y4)</i> <i>Grant Year: 2008</i>	\$103,544	\$51,117

Kids Alive International Valparaiso, Indiana US - Public Charity <i>Expansion for Care for Orphans in Kenya, Sudan, and Zambia</i> Grant Year 2008	\$280,000	\$280,000
Kids Alive International Valparaiso, Indiana US - Public Charity <i>Relief Efforts for Myanmar</i> Grant Year. 2008	\$100,000	\$100,000
KIPP Austin College Preparatory School Inc. Austin, Texas US - Public Charity <i>KIPP Austin Expansion and Performance Management Diagnostic</i> Grant Year 2007	\$1,900,000	\$1,000,000
KIPP Austin College Preparatory School Inc. Austin, Texas US - Public Charity <i>Performance Management Implementation</i> Grant Year: 2008	\$950,000	\$300,000
KIPP Austin College Preparatory School Inc. Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> Grant Year 2008	\$25,000	\$25,000
KIPP Foundation San Francisco, California US - Public Charity <i>KIPP's March Toward Quality and Sustainability</i> Grant Year 2005	\$3,500,000	\$605,460
KIPP, Inc. - KIPP Academy Houston Houston, Texas US - Public Charity <i>Campaign for KIPP Houston: Operations</i> Grant Year: 2005	\$1,868,000	\$195,000
KIPP, Inc. - KIPP Academy Houston Houston, Texas US - Public Charity <i>Expansion and PM Infrastructure for KIPP Houston</i> Grant Year 2007	\$1,950,000	\$600,000
Lake Hills Church Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> Grant Year 2008	\$200,000	\$200,000

LifeWorks Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
LifeWorks Austin, Texas US - Public Charity <i>Transitioning Youth from Foster Care to Independence - Y5 Grant Year 2008</i>	\$122,000	\$122,000
Logan Square Neighborhood Association Chicago, Illinois US - Public Charity <i>LSNA Education Programs – Parent Tutor and Parent Mentor Attendance Programs Grant Year 2008</i>	\$100,000	\$50,000
Lone Star Circle of Care Georgetown, Texas US - Public Charity <i>Primary Healthcare for Underserved Children of Williamson County - Y2 Grant Year 2008</i>	\$300,000	\$300,000
Lone Star Circle of Care Georgetown, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
Mahila Housing SEWA Trust Ahmedabad, Gujarat India - Expenditure Responsibility <i>Microfinance Support for Water and Sanitation Services for the Urban Poor Grant Year: 2007</i>	\$320,000	\$240,000
Marathon Kids Austin, Texas US - Public Charity <i>Texas Marathon Kids Grant Year: 2007</i>	\$750,000	\$375,000
Marathon Kids Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
March of Dimes Austin, Texas US - Public Charity <i>March for Babies -- Ford's Hope 2008 Grant Year 2008</i>	\$2,000	\$2,000

March of Dimes Austin, Texas US - Public Charity <i>March for Babies 2008</i> Grant Year 2008	\$10,000	\$10,000
March of Dimes Austin, Texas US - Public Charity <i>Signature Chefs 2008</i> Grant Year 2008	\$7,500	\$7,500
Meals on Wheels and More Austin, Texas US - Public Charity <i>Meals for Kids - Roll-Off Funding</i> Grant Year 2008	\$74,432	\$49,432
Meals on Wheels and More Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> Grant Year 2008	\$25,000	\$25,000
Microfinance Information Exchange, Inc. Washington, District of Columbia US - Public Charity <i>Promoting public reporting and transparency of social performance indicators in microfinance</i> Grant Year: 2008	\$430,000	\$145,000
Monitor Group -- Market Based Solutions to Create Social Change Initiative Cambridge, Massachusetts US - Expenditure Responsibility <i>Microfinance-Enabled Low Income Housing for India's Urban Poor</i> Grant Year: 2008	\$350,000	\$200,000
Naandi Foundation Hyderabad, ANDHRA PRADESH India - Equivalency Determination <i>Ensuring Children Learn, Hyderabad - Y3</i> Grant Year: 2007	\$929,731	\$711,425
Naandi Foundation Hyderabad, ANDHRA PRADESH India - Equivalency Determination <i>Ensuring Children Learn, Mumbai - Y2</i> Grant Year 2008	\$1,296,425	\$934,858
National Center for Educational Achievement Austin, Texas US - Public Charity <i>Nationwide Launch of the Continuous School Improvement Service</i> Grant Year 2008	\$750,000	\$375,000

National Math Science Initiative, Inc. Dallas, Texas US - Public Charity <i>Scaling Proven Programs - Phase I</i> <i>Grant Year 2007</i>	\$5,000,000	\$1,500,000
National Military Family Association Alexandria, Virginia US - Public Charity <i>Camps for Children of the Wounded & Fallen</i> <i>Grant Year: 2008</i>	\$343,248	\$375,000
National Military Family Association Alexandria, Virginia US - Public Charity <i>Children of Wounded Warriors</i> <i>Grant Year 2008</i>	\$52,000	\$26,000
National Museum of American Jewish History Philadelphia, Pennsylvania US - Public Charity <i>Capital and Endowment Campaign</i> <i>Grant Year 2005</i>	\$1,000,000	\$750,000
National Scholarship Providers Association Boulder, Colorado US - Public Charity <i>Common Scholarship Application Data Standards</i> <i>Grant Year: 2008</i>	\$50,000	\$50,000
National Scholarship Providers Association Boulder, Colorado US - Public Charity <i>NSPA Conference 2008</i> <i>Grant Year 2008</i>	\$3,500	\$3,500
Navjyoti India Foundation New Delhi, Delhi India - Equivalency Determination <i>Improving "Re-settled" Slum Children's Learning</i> <i>and Growth - Y2-Y4</i> <i>Grant Year: 2007</i>	\$713,548	\$209,794
NetHope McLean, Virginia US - Public Charity <i>Addressing the Humanitarian Productivity Gap in</i> <i>the Non-Profit Sector</i> <i>Grant Year: 2008</i>	\$300,000	\$150,000
New Leaders for New Schools New York, New York US - Public Charity <i>Building Capacity of New Leaders Organization</i> <i>Grant Year: 2007</i>	\$1,200,000	\$600,000
New Leaders for New Schools New York, New York US - Public Charity <i>One Year Operating Support</i> <i>Grant Year: 2008</i>	\$3,000,000	\$1,500,000

New Schools Venture Fund San Francisco, California US - Public Charity <i>Strengthening DC Charters with Collaborative Investments in Key Areas</i> Grant Year: 2008	\$4,000,000	\$500,000
New York Road Runners Foundation New York, New York US - Public Charity <i>Running Partners Mileage Club Automation and Expansion</i> Grant Year: 2006	\$214,750	\$89,750
Noble Network of Charter Schools Chicago, Illinois US - Public Charity <i>Strengthening Data Driven Decision Making and Central Office Capacity</i> Grant Year: 2008	\$1,000,000	\$350,000
NPower Network New York, New York US - Public Charity <i>NPower Texas</i> Grant Year: 2007	\$750,000	\$168,246
Oakland Redesign Fund, c/o East Bay Community Foundation Oakland, California US - Public Charity <i>Oakland Unified School District Redesign - Performance Management - Phase 3</i> Grant Year: 2008	\$2,200,000	\$1,641,000
Partnership for Los Angeles Schools Los Angeles, California US - Public Charity <i>Los Angeles Division Performance Management Project</i> Grant Year: 2008	\$200,000	\$200,000
Partnership for Los Angeles Schools Los Angeles, California US - Public Charity <i>Los Angeles Division Performance Management Project--Phase 2</i> Grant Year: 2008	\$730,000	\$730,000
Partnership to Uplift Communities Burbank, California US - Public Charity <i>PUC Expansion Project</i> Grant Year: 2005	\$1,370,000	\$175,000
Partnerships for Children Austin, Texas US - Public Charity <i>Rainbow Room - Y2</i> Grant Year: 2008	\$30,000	\$30,000

Partnerships for Children Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year: 2008</i>	\$25,000	\$25,000
PATH Seattle, Washington US - Public Charity <i>Eliminating Meningitis Epidemic in Africa Grant Year: 2007</i>	\$4,000,000	\$300,000
PATH Seattle, Washington US - Public Charity <i>Saving Children's Lives through Immunization Grant Year: 2008</i>	\$2,964,245	\$550,000
People's Community Clinic Austin, Texas US - Public Charity <i>Indigent Health Care - Y2 Grant Year: 2008</i>	\$250,000	\$250,000
People's Community Clinic Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
Play Pumps International Washington, District of Columbia US - Public Charity <i>Installing Play Pump Systems Grant Year. 2007</i>	\$500,000	\$200,000
Point of Grace Church Pflugerville, Texas US - Public Charity <i>Kathy Furler - Referral Bonus Grant Year 2008</i>	\$5,000	\$5,000
Pratham Mumbai Education Initiative Mumbai, MAHARASHTRA India - Equivalency Determination <i>Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7 Grant Year: 2008</i>	\$2,325,869	\$286,408
Prince George's County Public Schools Upper Marlboro, Maryland US - Public Charity <i>Prince George's County Public Schools Performance Management Implementation Grant Year. 2008</i>	\$4,000,000	\$1,900,000
Reclamation Station Canton, Texas US - Public Charity <i>Charitable Public Charities Donation Grant Year 2008</i>	\$1,000	\$1,000

Regents School of Austin Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year 2008</i>	\$200,000	\$200,000
Regents School of Austin Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year 2008</i>	\$150,000	\$150,000
Riverbend Church Austin, Texas US - Public Charity <i>Charitable Public Charitys Donation</i> <i>Grant Year: 2008</i>	\$1,000	\$1,000
Riverbend Church Austin, Texas US - Public Charity <i>Meredith Cunningham Referral Bonus (Part 1)</i> <i>Grant Year: 2008</i>	\$4,000	\$4,000
SafePlace Austin, Texas US - Public Charity <i>Prevention, Healing and Support for Youth, Domestic & Sexual Violence Survivors</i> <i>Grant Year: 2008</i>	\$358,000	\$358,000
SafePlace Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Save the Children Westport, Connecticut US - Public Charity <i>Relief for Myanmar Cyclone</i> <i>Grant Year: 2008</i>	\$450,000	\$450,000
Scott & White - Lake of the Hills Regional Medical Center Horseshoe Bay, Texas US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year: 2008</i>	\$40,000	\$40,000
Sesame Workshop New York, New York US - Public Charity <i>"Galli Galli Sim Sim" Outreach</i> <i>Grant Year: 2006</i>	\$2,000,000	\$323,691
Settlement Home Austin, Texas US - Public Charity <i>Residential Treatment Program</i> <i>Grant Year. 2008</i>	\$112,840	\$112,840

Settlement Home Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year: 2008</i>	\$25,000	\$25,000
Seva Foundation Berkeley, California US - Public Charity <i>Catalyzing Sustainable Eye Care Grant Year: 2008</i>	\$540,000	\$340,000
Shoes for Austin Austin, Texas US - Public Charity <i>Shoes for Austin Operating Grant - Y9- Shoes 4 Kids Grant Year: 2008</i>	\$55,000	\$55,000
Shoes for Austin Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year: 2008</i>	\$25,000	\$25,000
St. Andrew's Episcopal School Austin, Texas US - Public Charity <i>2007-2008 Annual Fund Grant Year: 2008</i>	\$10,000	\$10,000
St. Andrew's Episcopal School Austin, Texas US - Public Charity <i>Phase I Priority Projects: New Middle School with Playing Field Construction and Upper School Classrooms with Parking Grant Year: 2004</i>	\$4,828,211	\$1,041,728
St. David's Community Health Foundation Austin, Texas US - Public Charity <i>Mobile Dental Program - Establishing Theo 6 Grant Year: 2008</i>	\$375,000	\$125,000
St. David's Community Health Foundation Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year: 2008</i>	\$25,000	\$25,000
St. Matthew's Episcopal Day School Austin, Texas US - Public Charity <i>ED Contribution - 2008 Grant Year: 2008</i>	\$25,000	\$25,000

St. Stephen's Episcopal School Austin, Texas US - Public Charity <i>2008 Annual Fund</i> <i>Grant Year 2008</i>	\$10,000	\$10,000
Stanford University Center for Research on Education Outcomes Stanford, California US - Public Charity <i>DC Public Charter School Board Accountability</i> <i>Model Redesign - Phase 1 - Part B</i> <i>Grant Year 2008</i>	\$165,000	\$165,000
Sustainable Food Center Austin, Texas US - Public Charity <i>Sprouting Healthy Communities</i> <i>Grant Year. 2008</i>	\$249,349	\$124,675
Sustainable Food Center Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
Teach For America New York, New York US - Public Charity <i>Building Teach For India with Teach For All</i> <i>Support</i> <i>Grant Year: 2007</i>	\$2,603,369	\$519,978
Teach For America New York, New York US - Public Charity <i>Expanding Teach for America</i> <i>Grant Year 2005</i>	\$10,000,000	\$1,500,000
Teach For America New York, New York US - Public Charity <i>Launching Teach For America in Dallas</i> <i>Grant Year 2008</i>	\$750,000	\$250,000
Teach For America New York, New York US - Public Charity <i>TFA: Teaching as Leadership Initiative</i> <i>Grant Year 2007</i>	\$2,160,000	\$1,080,000
Texas Charter Schools Association Austin, Texas US - Public Charity <i>Operating Support</i> <i>Grant Year 2008</i>	\$1,300,000	\$600,000

Texas Education Agency Austin, Texas US - Public Charity <i>Fitnessgram Assessment for Texas Children</i> <i>Grant Year 2008</i>	\$350,000	\$350,000
Texas Education Agency Austin, Texas US - Public Charity <i>Improving Texas Public Education Data</i> <i>Infrastructure</i> <i>Grant Year 2008</i>	\$750,000	\$750,000
Texas Round-Up Austin, Texas US - Public Charity <i>Texas Round-Up FitKids</i> <i>Grant Year 2008</i>	\$100,000	\$100,000
Texas Round-Up Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year 2008</i>	\$25,000	\$25,000
The Food Trust Philadelphia, Pennsylvania US - Public Charity <i>Healthy School Zones</i> <i>Grant Year 2008</i>	\$220,000	\$110,000
The Fund for Public Schools New York, New York US - Public Charity <i>NYC - Children First Network Pilot</i> <i>Grant Year: 2008</i>	\$1,620,289	\$810,144
The Fund for Public Schools New York, New York US - Public Charity <i>NYC - Core Knowledge Early Literacy Pilot</i> <i>Grant Year: 2008</i>	\$766,006	\$191,502
The Fund for Public Schools New York, New York US - Public Charity <i>NYC Accountability Phase 3 - Building the</i> <i>DOE's Analytics Capacity</i> <i>Grant Year: 2007</i>	\$531,440	\$0
The Fund for Public Schools New York, New York US - Public Charity <i>NYC DOE Accountability Initiative - Phase 2</i> <i>Grant Year 2006</i>	\$3,126,276	\$350,228

The Fund for Public Schools New York, New York US - Public Charity <i>NYC DOE Data Management System Project for Accountability Grant Year 2006</i>	\$1,345,821	\$51,500
The Long Center Austin, TX US - Public Charity <i>Donation Grant Year 2008</i>	\$40,000	\$40,000
The NIIT Institute of Information Technology New Delhi, Delhi India - Equivalency Determination <i>Community Learning Centres Grant Year 2008</i>	\$1,729,714	\$659,273
The NIIT Institute of Information Technology New Delhi, Delhi India - Expenditure Responsibility <i>Playground learning centers in Jaipur Grant Year 2007</i>	\$682,150	\$100,314
The Rafiki Foundation, Inc. Eustis, Florida US - Public Charity <i>ED Contribution Grant Year 2008</i>	\$10,000	\$10,000
The Seton Fund Austin, Texas US - Public Charity <i>Pediatric Rural Mobile Health Program - Y2 Grant Year 2008</i>	\$128,250	\$128,250
The Seton Fund Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000
The Teacher Foundation Bangalore, Karnataka India - Expenditure Responsibility <i>Turning Schools Around Grant Year: 2008</i>	\$470,796	\$111,151
The Trail Foundation Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact Grant Year 2008</i>	\$25,000	\$25,000

The Trail Foundation Austin, Texas US - Public Charity <i>Trail Renovations and Improvement Projects</i> <i>Grant Year 2004</i>	\$250,000	\$56,996
The Trust for Public Land New York, New York US - Public Charity <i>City Spaces - New York City</i> <i>Grant Year 2006</i>	\$1,000,000	\$297,416
The University of North Carolina at Chapel Hill Chapel Hill, North Carolina US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year: 2008</i>	\$20,000	\$20,000
The University of Texas at Austin - Children's Wellness Center Del Valle, Texas US - Public Charity <i>Children's Wellness Center - Y4</i> <i>Grant Year: 2008</i>	\$60,000	\$60,000
The University of Texas at Austin - Children's Wellness Center Del Valle, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
The University of Texas Health Science Center at Houston - School of Public Health Houston, Texas US - Public Charity <i>CATCH Central Texas</i> <i>Grant Year: 2006</i>	\$2,486,474	\$696,747
The University of Texas Health Science Center at Houston - School of Public Health Houston, Texas US - Public Charity <i>Michael & Susan Dell Center for Advancement of Healthy Living</i> <i>Grant Year: 2006</i>	\$2,000,000	\$500,000
The University of Texas Pan American Edinburg, Texas US - Public Charity <i>AVID - Y5</i> <i>Grant Year: 2006</i>	\$703,000	\$351,500
The University of Texas Pan American Edinburg, Texas US - Public Charity <i>AVID - Y6</i> <i>Grant Year. 2007</i>	\$415,000	\$415,000

The University of Texas Pan American Edinburg, Texas US - Public Charity <i>AVID Expansion Y6 - Part 2</i> <i>Grant Year 2008</i>	\$294,722	\$147,361
The University of Texas School of Public Health - Austin Regional Campus Austin, Texas US - Public Charity <i>Disseminating the CATCH Physical Activity and</i> <i>Healthy Eating Program in Travis County and</i> <i>Texas Middle Schools</i> <i>Grant Year 2008</i>	\$3,090,129	\$751,397
The University of Texas System Austin, Texas US - Public Charity <i>Dell Pediatric Research Institute</i> <i>Grant Year 2006</i>	\$38,000,000	\$10,000,000
United Neighborhood Organization Chicago, Illinois US - Public Charity <i>UNO Charter Management Expansion</i> <i>Grant Year 2007</i>	\$1,500,000	\$700,000
United Way Capital Area Austin, Texas US - Public Charity <i>Community Fund Challenge - 2008</i> <i>Grant Year: 2008</i>	\$500,000	\$500,000
University of Chicago Center for Urban School Improvement (USI) Chicago, Illinois US - Public Charity <i>Support of R&D Network Elementary Schools</i> <i>Grant Year 2005</i>	\$2,000,000	\$921,680
University of Michigan Ginsberg Center for Community Service and Learning Ann Arbor, Michigan US - Public Charity <i>America Reads Tutoring Program in Detroit Area</i> <i>Schools</i> <i>Grant Year: 2004</i>	\$330,000	\$55,657
University of Texas - Austin Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year 2008</i>	\$25,000	\$25,000
Uplift Education Dallas, Texas US - Public Charity <i>Expanding UPLIFT schools in Dallas</i> <i>Grant Year. 2005</i>	\$781,000	\$455,000

Uplift Education Dallas, Texas US - Public Charity <i>Expansion and PM Diagnostic for Uplift Education</i> <i>Grant Year: 2008</i>	\$4,750,000	\$650,000
Vikramshila Education Resource Society Kolkata, WEST BENGAL India - Equivalency Determination <i>Education to Employability (E2E)</i> <i>Grant Year: 2008</i>	\$270,517	\$105,204
Volunteer Healthcare Clinic Austin, Texas US - Public Charity <i>Children's Medical Care Services - Y3-Y4</i> <i>Grant Year: 2007</i>	\$50,000	\$25,000
Volunteer Healthcare Clinic Austin, Texas US - Public Charity <i>Thanksgiving Grant 2008 - Celebrating Impact</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
West Austin Youth Association Austin, Texas US - Public Charity <i>2008 Family Day</i> <i>Grant Year: 2008</i>	\$5,000	\$5,000
World Affairs Council of Dallas / Fort Worth Dallas, Texas US - Public Charity <i>25th Anniversary H. Neil Mallon Award Dinner</i> <i>Grant Year: 2008</i>	\$25,000	\$25,000
YES Prep Public Schools Houston, Texas US - Public Charity <i>Co-location Support - YES College Prep at Lee HS</i> <i>Grant Year: 2007</i>	\$950,000	\$200,000
YES Prep Public Schools Houston, Texas US - Public Charity <i>Quality Expansion for YES College Prep</i> <i>Grant Year: 2007</i>	\$4,000,000	\$530,000
Young Life of Austin Austin, Texas US - Public Charity <i>ED Contribution - 2008</i> <i>Grant Year: 2008</i>	\$10,000	\$10,000
Ysleta ISD El Paso, Texas US - Public Charity <i>AVID Implementation - Y4</i> <i>Grant Year: 2006</i>	\$206,000	\$206,000

Ysleta ISD	\$204,000	\$204,000
El Paso, Texas		
US - Public Charity		
<i>AVID Implementation - Y4 Expansion</i>		
<i>Grant Year 2008</i>		
Totals	\$319,835,316	\$108,995,421

90PF PART XV GRANTS APPROVED

Organization	Grant Type	Grant	Total Future Grant Commitments		
			Grant Year	Grant Total Amount	Commitment Beyond 2008
Glimmer of Hope Foundation		Providing water, education, and micro-irrigation in rural Ethiopia - Y4	2008	1,000,000	1,000,000
chievement First		Interim Assessment Platform Implementation	2007	870,000	140,000
Adoption Coalition of Texas		Adoption of Foster Children - Y4	2008	60,000	30,000
Advanced Placement Strategies, Inc	US - Public Charity	THSP - Improving AP Access and Impact Phase III - Y5 & 6	2008	9,480,470	7,199,470
ID India	India - ED	Eureka Quality Improvement Programme (EQUIP)	2007	786,610	450,985
Ikshara Foundation	India - ER	School-Based Libraries in Bangalore	2007	1,250,170	212,330
Illiance for a Healthier Generation	US - Public Charity	Healthy Schools Program	2007	1,983,193	1,019,199
Illiance for a Healthier Generation	US - Public Charity	Healthy Schools Program in Prince Georges County Schools	2008	998,277	666,310
Imine Learning Group	US - Public Charity	Adult Education and Learning Center	2008	500,000	200,000
Imy Wounded Warrior Program		Children of Wounded Warriors	2008	52,000	26,000
Inspire Public Schools	US - Public Charity	Aspire Los Angeles Start-Up and Expansion	2005	1,750,000	720,000
Inspire Public Schools	US - Public Charity	Aspire Performance Management Diagnostic and Partial Implementation	2008	750,000	250,000
Instin Area Urban League	US - Public Charity	Computer Clubhouse	2006	150,000	100,000
Instin Children's Shelter	US - Public Charity	Capital Campaign	2007	650,000	250,000
Instin Community Foundation	US - Public Charity	Austin ISD Performance Management Initiative	2006	3,300,000	489,000
Instin Community Foundation	US - Public Charity	Integrated Education Database for Central Texas - Phase 2	2007	650,000	325,000
Instin Community Foundation	US - Public Charity	MSDF Giving Fund - 2008	2008	2,000,000	1,500,000
Instin Community Foundation	US - Public Charity	Statewide Tools for Teaching Excellence (Performance Accountability Pilot)	2006	3,500,000	840,000
Instin Independent School District		Performance Management for Academic and Social Support Programs	2008	360,000	160,000
Instin Public Library Foundation	US - Public Charity	Connected Youth Project	2008	185,500	92,500
VID Center	US - Public Charity	AVID Central Texas Expansion and Strengthening Math & Science	2008	2,487,477	2,187,477
al Raksha, Bharat	India - ER	Emergency support for families affected by the Bihar floods of 2008	2008	185,859	(2,461)
andhan Konnagar	India - ER	Transforming poor, excluded women in Kolkata into viable micro-entrepreneurs:	2008	610,126	546,226
anarat Integrated Social Welfare Agency (BISWA)	India - ER	Microfinance-Enabled Access to Water and Sanitation Services	2008	222,301	176,401
odh Shiksha Samiti, Jaipur	India - ED	Janboth Karyakram (Y2)	2006	238,866	118,142
atterflies		Taking Education to the Street	2008	193,802	(29)
alifornia Charter School Association	US - Public Charity	Performance Management Project California Charter Schools Phase 3	2007	3,600,000	1,425,000
AP Foundation	India - ED	Teen Channel - Ek Mouka Community Learning Initiative	2008	803,564	560,098
apital Area Food Bank	US - Public Charity	Distribution System for Healthy Food	2007	375,000	50,000
arlotte-Mecklenburg Schools	US - Public Charity	Charlotte-Mecklenburg Schools Performance Management Implementation	2008	2,884,243	2,000,000
ildren First Fund The Chicago Public Schools Foundation	US - Public Charity	CPS Performance Management - Phase 2	2006	6,300,000	1,088,391
ildren First Fund The Chicago Public Schools Foundation	US - Public Charity	Expansion of CPS Learning Assessment Project	2006	700,000	200,000
ndy L Pearlman		Urban Moms Book Initiative - Author	2008	80,000	47,500
vic Builders	US - Public Charity	NYC Charter Facilities Partnership - Phase 1	2005	4,000,000	1,334,000
.OCC a program of Children's Memorial Hospital Chicago	US - Public Charity	Community Environmental Approaches and Evaluation Initiatives	2008	979,000	979,000
ollege Board	US - Public Charity	College Board Schools NYC	2004	3,600,000	1,015,000
ommunities in Schools - Central Texas	US - Public Charity	Supporting ASD's High-Need Schools - Y7	2008	500,000	250,000
allas Independent School District	US - Public Charity	Dallas Achieves Performance Management System	2007	5,000,000	2,000,000
C Charter Schools Fund	US - Public Charity	Strengthening DC Charters with Collaborative Investments in Key Areas	2008	4,000,000	3,500,000
enver Public Schools Foundation	US - Public Charity	Denver Public Schools Performance Management Implementation	2008	2,900,000	1,600,000
ucation Pioneers	US - Public Charity	Attracting and Developing Nontraditional Managerial Talent in Education, Phase 2	2008	3,000,000	2,500,000
ucation Support Organisation	India - ED	Gyan Shala - Quality Education for Slum Children in Ahmedabad	2008	812,034	514,724
Jucomp Solutions Ltd		Project Gyana Shakti	2008	968,297	867,297

90PF PART XV GRANTS APPROVED

Organization		Grant Type	Grant	Grant Year	Grant Total Amount	Commitment Beyond 2008
Ideavor Global, Inc	US - Public Charity	Economic Development through Supporting Entrepreneurs	1,000,000	2008	600,000	(50,156)
Foundation Communities	US - Public Charity	ACT Project - Assistance with College and Taxes	129,844	2008		
Friends of Women's World Banking, India	India - ER	Grant support to develop a sustainable model to enable the urban poor in India to access water and sanitation services	152,799	2008	131,499	
ENaustin	US - Public Charity	ClubGEN Program Support and Evaluation	150,000	2008	75,000	
Gifts in Kind International	US - Public Charity	Printer Technology Program - 2008	255,000	2008	34,756	
rameen Foundation	US - Public Charity	Provide Sustainable, Impact-Focused Financial Support to Enable MFIs to Reach at Least 1.3M Poor Families Globally	2,475,000	2007	634,594	
reen Dot Public Schools	US - Public Charity	Green Dot - Increasing Student Achievement	2,000,000	2008	1,500,000	
reen Dot Public Schools	US - Public Charity	Green Dot - Locke Transformation and Expansion	2,000,000	2008	1,000,000	
arlem Children's Zone, Inc	US - Public Charity	Early Childhood Education - New York City (Renewal)	800,000	2008	400,000	
elen Keller International	US - Public Charity	Fortification of Staple Foods in Cameroon in Central Africa	2,400,000	2008	1,800,000	
elen Keller International	US - Public Charity	Wheat Flour Fortification in West Africa	1,600,000	2007	500,000	
ouston Independent School District	US - Public Charity	PM Implementation Central Office PM	1,800,000	2008	1,200,000	
ouston Independent School District	US - Public Charity	PM Implementation Technology Support	400,000	2008	325,000	
ouston Independent School District	US - Public Charity	PM Implementation School PM System	1,800,000	2008	1,200,000	
ualalal Academy	US - Public Charity	Capital Campaign 2008 - Land Purchase	264,000	2008	250,387	
stitute for Research and Reform in Education Inc	US - Public Charity	Measuring What Matters Expansion	1,069,421	2008	569,421	
wish Community Association of Austin	US - Public Charity	2008 Annual Campaign	1,150,000	2008	400,000	
atha	US - Public Charity	Mapping the Future Katha Lab School (Y4)	101,694	2008	50,577	
PP Austin College Preparatory School Inc	US - Public Charity	KIPP Austin Expansion and Performance Management Diagnostic	1,900,000	2007	900,000	
PP Austin College Preparatory School Inc	US - Public Charity	Performance Management Implementation	950,000	2008	650,000	
PP, Inc - KIPP Academy Houston	US - Public Charity	Campaign for KIPP Houston Operations	1,868,000	2005	142,000	
PP, Inc - KIPP Academy Houston	US - Public Charity	Expansion and PM Infrastructure for KIPP Houston	1,950,000	2007	1,350,000	
rgan Square Neighborhood Association	US - Public Charity	LSNA Education Programs - Parent Tutor and Parent Mentor Attendance Programs	100,000	2008	50,000	
leals on Wheels and More	US - Public Charity	Meals for Kids - Roll-Off Funding	74,432	2008	25,000	
icrofinance Information Exchange		Promoting public reporting and transparency of social performance indicators in microfinance	430,000	2008	285,000	
onitor Group -- Market Based Solutions to Create Social Change Initiative						
aandi Foundation	US - Public Charity	Microfinance-Enabled Low Income Housing for India's Urban Poor	350,000	2008	150,000	
aandi Foundation	US - Public Charity	Ensuring Children Learn, Hyderabad - Y3	929,731	2007	(181,694)	
aandi Foundation	US - Public Charity	Ensuring Children Learn, Mumbai - Y1	1,326,561	2007	444,110	
ational Center for Educational Achievement	US - Public Charity	Ensuring Children Learn, Mumbai - Y2	1,380,226	2008	445,368	
ational Math Science Initiative, Inc	US - Public Charity	Nationwide Launch of the Continuous School Improvement Service	750,000	2008	375,000	
ational Museum of American Jewish History	US - Public Charity	Scaling Proven Programs - Phase I	5,000,000	2007	2,500,000	
ayyoti India Foundation	US - Public Charity	Capital and Endowment Campaign	1,000,000	2005	250,000	
etHope	India - ED	Improving "Re-settled" Slum Children's Learning and Growth - Y2-Y4	713,548	2007	353,754	
ew Leaders for New Schools	US - Public Charity	Addressing the Humanitarian Productivity Gap in the Non-Profit Sector	300,000	2008	150,000	
irmaan Bharati	India - ER	One Year Operating Support	3,000,000	2008	1,500,000	
oble Network of Charter Schools	US - Public Charity	Start-up Funding for an MFI Targeting the Poor in Urban Areas across Northern India	500,000	2007	350,000	
Power Network	US - Public Charity	Strengthening Data Driven Decision Making and Central Office Capacity	1,000,000	2008	650,000	
akland Redesign Fund, c/o East Bay Community Foundation	US - Public Charity	NPower Texas	750,000	2007	306,754	
artnership to Uplift Communities	US - Public Charity	Oakland Unified School District Redesign - Performance Management - Phase 3	2,200,000	2008	559,000	
ATH	US - Public Charity	PUC Expansion Project	2,000,000	2005	800,000	
ATH	US - Public Charity	Eliminating Meningitis Epidemic in Africa	4,000,000	2007	3,700,000	
ay Pumps International	US - Public Charity	Saving Children's Lives through Immunization	2,964,245	2008	2,414,245	
		Installing Play Pump Systems	500,000	2007	50,000	

90PF PART XV GRANTS APPROVED

Organization		Grant Type	Grant	Grant Year	Grant Total Amount	Commitment Beyond 2008
atham Mumbai Education Initiative	India - ED		Large-Scale Improvement in Children's Learning Levels (Urban) - Y5-Y7	2008	2,308,179	2,021,771
Prince George's County Public Schools	US - Public Charity		Prince George's County Public Schools Performance Management Implementation	2008	4,000,000	2,100,000
egund School of Austin			HR-Directed Gift	2008	2,500	2,500
ound Rock Independent School District	US - Public Charity		Pay-for-Performance Pilot	2008	360,000	260,000
ssame Workshop	US - Public Charity		Galli Galli Sim Sim Outreach	2006	2,000,000	1,312,100
iva Foundation	US - Public Charity		Catalyzing Sustainable Eye Care	2008	540,000	200,000
Andrew's Episcopal School			Phase I Priority Projects - New Middle School with Playing Field Construction and Upper School Classrooms with Parking	2004	4,828,211	127,637
David's Community Health Foundation			Mobile Dental Program - Establishing Theo 6	2008	375,000	250,000
ustainable Food Center			Sprouting Healthy Communities	2008	249,349	124,675
wadhaar FinAccess			Start-up Capital for a Microfinance Institution (MFI) in Mumbai's Slums - Y2	2007	300,000	100,000
wadhaar FinServe Private Limited			Equity support to a start-up MFI in Mumbai's slums - Renewal of funding support	2008	341,530	11,080
ach For America	US - Public Charity		Building Teach For India with Teach For All Support	2007	2,603,369	1,233,391
ach For America	US - Public Charity		Expanding Teach for America	2005	10,000,000	1,500,000
ach For America	US - Public Charity		Launching Teach For America in Dallas	2008	750,000	500,000
ach For America	US - Public Charity		TFA Teaching as Leadership Initiative	2007	2,160,000	548,000
as Charter Schools Association	US - Public Charity		Operating Support	2008	1,300,000	700,000
as Education Agency	US - Public Charity		THSP Evaluation Project	2007	3,000,000	2,000,000
as High School Project	US - Public Charity		T-STEM Performance Supports	2007	2,589,000	818,818
le Cosmos Foundation			Harmony Science Charter Expansion	2007	2,000,000	500,000
le Food Trust	US - Public Charity		Healthy School Zones	2008	220,000	110,000
le Fund for Public Schools	US - Public Charity		NY Leadership Academy Evaluation Project	2006	246,750	41,524
le Fund for Public Schools	US - Public Charity		NYC - Children First Network Pilot	2008	1,620,289	810,145
le Fund for Public Schools	US - Public Charity		NYC - Core Knowledge Early Literacy Pilot	2008	766,006	574,504
le Fund for Public Schools	US - Public Charity		NYC Accountability Phase 3 - Building the DOE's Analytics Capacity	2007	797,160	265,720
le Fund for Public Schools	US - Public Charity		NYC DOE Accountability Initiative - Phase 2	2006	3,126,276	110,999
le New Teacher Project	US - Public Charity		Texas Teaching Fellows Expansion and PM Pilot	2007	1,650,000	500,000
le NIIT Institute of Information Technology	India - ED		Community Learning Centres	2008	1,721,295	1,062,022
le NIIT Institute of Information Technology	India - ED		Playground learning centers in Jaipur	2007	682,150	256,836
le Teacher Foundation	India - ER		Turning Schools Around	2008	466,293	355,142
le Trail Foundation	US - Public Charity		Trail Renovations and Improvement Projects	2004	250,000	79,289
le Trust for Public Lands	US - Public Charity		City Spaces - New York City	2006	1,000,000	452,584
le University of Texas College of Natural Sciences	US - Public Charity		Computer Science Building Capital Campaign	2006	10,000,000	6,296,296
le University of Texas College of Natural Sciences	US - Public Charity		UTeach Texas Expansion	2007	2,227,000	2,227,000
le University of Texas Health Science Center at Houston - School of Public Health			CATCH Central Texas	2006	2,486,474	311,092
le University of Texas Health Science Center at Houston - School of Public Health			Michael & Susan Dell Center for Advancement of Healthy Living	2006	2,000,000	500,000
le University of Texas Pan American			AVID Expansion Y6 - Part 2	2008	294,722	147,361
le University of Texas School of Public Health - Austrin Regional Campus			Disseminating the CATCH Physical Activity and Healthy Eating Program in Travis County and Texas Middle Schools	2008	3,090,129	2,338,732
le University of Texas System	US - Public Charity		Dell Pediatric Research Institute	2006	38,000,000	18,000,000

90PF PART XV GRANTS APPROVED

Total Future Grant Commitments

Organization	Grant Type	Grant	Grant Year	Grant Total Amount	Commitment Beyond 2008
Ilivan Financial Services	US - Public Charity	Equity investment in Microfinance Institution targeting urban poor across India - Thrd Round	2008	1,642,178	531,178
United Neighborhood Organization	US - Public Charity	UNO Charter Management Expansion	2007	1,500,000	350,000
University of Chicago Center for Urban School Improvement (USI)	US - Public Charity	Support of R&D Network Elementary Schools	2005	2,000,000	769,782
University of Michigan Ginsberg Center for Community Service and Learning	US - Public Charity	America Reads Tutoring Program in Detroit Area Schools	2004	330,000	24,454
Uplift Education	US - Public Charity	Expansion and PMI Diagnostic for Uplift Education	2008	4,750,000	4,100,000
Kramshila Education Resource Society	India - ED	Education to Employability (E2E)	2008	269,807	164,603
Leber Shandwick	US - Public Charity	Urban Moms Book Initiative Project Management & Marketing/Comms	2008	300,000	300,000
SS Public Schools	US - Public Charity	Co-location Support - YES College Prep at Lee HS	2007	950,000	400,000
SS Public Schools	US - Public Charity	Quality Expansion for YES College Prep	2007	4,000,000	2,970,000
Young Buzz India Ltd	US - Public Charity	Unleashing the Potential - BMC School Project	2008	277,133	80,923
				\$ 256,571,591	\$ 125,907,332

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

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

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

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

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

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

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

- I request an additional 3-month extension of time until 11/16/2009
- For calendar year 2008, or other tax year beginning _____, and ending _____
- If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	415,000
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 \$	660,753
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	NONE

Signature and Verification

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

Signature *Kelli A. Amundson* Title CPA/AGENT Date 9/12/09

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

ERNST & YOUNG LLP
2 NORTH CENTRAL AVENUE, SUITE 2300
PHOENIX, AZ 85004

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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

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

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

• The books are in the care of ▶ ANN DEERING

Telephone No ▶ 512-329-0799 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/17, 2009, to file the exempt organization return for the organization named above The extension is for the organization's return for

- ▶ calendar year 2008 or
- ▶ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$ 415,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$ 660,753
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ NONE

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

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