

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2011 calendar year, or tax year beginning** 07/01, 2011, and ending 06/30, 2012

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization WELLESLEY COLLEGE			<b>D</b> Employer identification number 04-2103637
	Doing Business As			<b>E</b> Telephone number (781) 283-2258
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	<b>G</b> Gross receipts \$ 537,967,766.
	106 CENTRAL STREET			
City or town, state or country, and ZIP + 4 WELLESLEY, MA 02481-8203			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>F</b> Name and address of principal officer: H. KIM BOTTOMLY 106 CENTRAL STREET WELLESLEY, MA 02481-8203			<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			If "No," attach a list. (see instructions)	
<b>J</b> Website: ▶ WWW.WELLESLEY.EDU			<b>H(c)</b> Group exemption number ▶	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1870 <b>M</b> State of legal domicile: MA	

## Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: WELLESLEY PROVIDES A SUPERIOR 4-YEAR LIBERAL ARTS EDUCATION FOR WOMEN IN A TOTAL LEARNING ENVIRONMENT THAT PREPARES OUR GRADUATES FOR LEADERSHIP AND TEAM BUILDING ROLES AROUND THE WORLD.		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	33.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	33.
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	3,138.
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	2,495,036.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-709,038.	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	44,556,094.
	<b>9</b> Program service revenue (Part VIII, line 2g)	Current Year	45,172,179.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		123,407,761.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		69,253,305.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		93,499,373.
			11,562,053.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		248,779,213.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		273,584,723.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		48,945,572.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 11,194,896.		0
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		111,988,017.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		122,104,278.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12		73,438,367.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	2,011,093,554.
	<b>21</b> Total liabilities (Part X, line 26)	End of Year	2,046,260,208.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.		262,217,600.
			1,748,875,954.

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	▶ Signature of officer	Date			
	▶ Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name CHRISTOPHER B. ANDERSON	Preparer's signature /S/ C.B. ANDERSON	Date 5/6/13	Check if self-employed <input type="checkbox"/>	PTIN P00226559
	Firm's name ▶ MALONEY + NOVOTNY LLC	EIN ▶ 34-0677006		Phone no. ▶ 216-363-0100	
	Firm's address ▶ 1111 SUPERIOR AVENUE, SUITE 700 CLEVELAND, OH 44114				

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

WELLESLEY PROVIDES A SUPERIOR 4-YEAR LIBERAL ARTS EDUCATION FOR WOMEN IN A TOTAL LEARNING ENVIRONMENT THAT PREPARES OUR GRADUATES FOR LEADERSHIP AND TEAM BUILDING ROLES AROUND THE WORLD.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 189,085,408. including grants of \$ 0 ) (Revenue \$ 119,742,686. )

OUTSTANDING EDUCATION: OUR PRIORITY IS ENSURING THAT OUR EXCELLENT LIBERAL ARTS CURRICULUM ALSO HAS SPECIAL RELEVANCE IN TERMS OF MASTERING A BROAD RANGE OF INTELLECTUAL AND CULTURAL CONTENT TO OUR GRADUATES' POST-COLLEGE LIVES.

4b (Code: ) (Expenses \$ 10,654,722. including grants of \$ 0 ) (Revenue \$ 10,654,722. )

SPONSORED RESEARCH: WELLESLEY PRIDES ITSELF ON ITS COMMITMENT TO SUPPORTING THE TEACHER-SCHOLAR IDEAL, ENABLING OUR GIFTED FACULTY MEMBERS TO INTEGRATE THEIR LOVE OF WORKING CLOSELY WITH STUDENTS WITH SERIOUS PURSUIT OF THEIR WORLD-CLASS RESEARCH.

4c (Code: ) (Expenses \$ 50,140,678. including grants of \$ 48,533,167. ) (Revenue \$ 0 )

FINANCIAL AID ASSISTANCE: WELLESLEY HAS WORKED TO DEVELOP AND SUSTAIN AN ENVIABLE FINANCIAL AID ASSISTANCE POLICY THAT IS 100% NEED BLIND, MAKING IT POSSIBLE FOR ANY WOMAN WHO WANTS - AND IS ACADEMICALLY QUALIFIED FOR - A WELLESLEY EDUCATION WILL BE ABLE TO ATTEND. THIS POLICY ENABLES US TO OFFER THE WORLD A GREATER DIVERSITY OF UNUSUALLY WELL PREPARED CHANGE-MAKERS THAN MOST OTHER LIBERAL ARTS COLLEGES.

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 249,880,808.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows 21-38 detailing various organizational requirements and reporting obligations.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (33), 1b (33), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANDREW EVANS 106 CENTRAL STREET WELLESLEY, MA 02481-8203 781-283-2258

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LAURA DAIGNAULT GATES CHAIR	12.00	X					0	0	0	
(2) SIDNEY R. KNAFEL VICE CHAIR	10.00	X					0	0	0	
(3) SHELLY ANAND TRUSTEE	2.00	X					0	0	0	
(4) M. AMY BATCHELOR TRUSTEE	3.00	X					0	0	0	
(5) KENNETH G. BARTELS TRUSTEE	2.00	X					0	0	0	
(6) RUTH J. CHANG TRUSTEE	3.00	X					0	0	0	
(7) ALISON LI CHUNG TRUSTEE	3.00	X					0	0	0	
(8) ALICIA M. COONEY TRUSTEE	2.00	X					0	0	0	
(9) DEBORA DE HOYOS TRUSTEE	2.00	X					0	0	0	
(10) ALECIA A. DECOUDREUX TRUSTEE	2.00	X					0	0	0	
(11) THOMAS E. FAUST, JR. TRUSTEE	3.00	X					0	0	0	
(12) SANDRA POLK GUTHMAN TRUSTEE	2.00	X					0	0	0	
(13) JUDITH B. HALE TRUSTEE	2.00	X					0	0	0	
(14) DOROTHY CHAO JENKINS TRUSTEE	2.00	X					0	0	0	

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) LYNN DIXON JOHNSTON TRUSTEE	3.00	X						0	0	0
16) WILLIAM S. KAISER TRUSTEE	2.00	X						0	0	0
17) KATHERINE STONE KAUFMANN TRUSTEE	2.00	X						0	0	0
18) STEPHEN W. KIDDER TRUSTEE	3.00	X						0	0	0
19) JAMES T. KLOPPENBERG TRUSTEE	2.00	X						0	0	0
20) ELLEN GOLDBERG LUGER TRUSTEE	3.00	X						0	0	0
21) LAURA R. MALKIN TRUSTEE	3.00	X						0	0	0
22) ELLEN R. MARRAM TRUSTEE	2.00	X						0	0	0
23) PAMELA A. MELROY TRUSTEE	3.00	X						0	0	0
24) IOANNIS MIAOULIS TRUSTEE	2.00	X						0	0	0
25) NAMI PARK TRUSTEE	2.00	X						0	0	0
<b>1b Sub-total</b> . . . . .								0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .								5,038,731.	0	845,220.
<b>d Total (add lines 1b and 1c)</b> . . . . .								5,038,731.	0	845,220.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **18**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26) BETH K. PFEIFFER TRUSTEE	2.00	X					0	0	0	
( 27) ELIZABETH STRAUSS PFORZHEIMER TRUSTEE	2.00	X					0	0	0	
( 28) SUSAN WAGNER TRUSTEE	2.00	X					0	0	0	
( 29) LINDA WERTHEIMER TRUSTEE	3.00	X					0	0	0	
( 30) MARY H. WHITE TRUSTEE	2.00	X					0	0	0	
( 31) PATRICIA J. WILLIAMS TRUSTEE	2.00	X					0	0	0	
( 32) BUNNY WINTER TRUSTEE	3.00	X					0	0	0	
( 33) KAREN GENTLEMAN EX OFFICIO TRUSTEE (PRES.WCAA)	2.00	X					0	0	0	
( 34) H. KIM BOTTOMLY PRESIDENT	70.00			X			430,044.	0	109,547.	
( 35) ANDREW B. EVANS VP FOR FINANCE&TREASURER	60.00			X			302,329.	0	46,841.	
( 36) DEBORAH F. KUENSTNER CHIEF INVESTMENT OFFICER	60.00			X			457,498.	0	31,740.	
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 18

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
37) CAMERAN M. MASON VP FOR RESOURCES&PUB.AFF.	60.00			X			264,130.	0	51,085.	
38) ANDREW SHENNAN PROVOST&DEAN OF COLLEGE	60.00			X			536,944.	0	120,854.	
39) KATHLEEN R. BROWNE DIRECTOR-INVESTMENTS	60.00				X		288,066.	0	37,928.	
40) DEBRA S. DEMEIS DEAN OF STUDENTS	60.00				X		182,833.	0	67,414.	
41) JENNIFER C. DESJARLAIS DEAN-ADMISS.&STUDENT FIN.SVCS.	60.00				X		170,180.	0	27,427.	
42) RICHARD G. FRENCH DEAN OF ACADEMIC AFFAIRS	60.00				X		230,687.	0	47,289.	
43) KATHRYN LYNCH DEAN OF FACULTY	60.00				X		200,494.	0	50,828.	
44) DONNA NG ASSOC.VP-FIN&ASSOC.PROVOST	60.00				X		206,806.	0	67,048.	
45) RAY OQUENDO DIRECTOR-INVESTMENT OPER.	60.00				X		289,560.	0	49,170.	
46) LOUIS E. SOUSA DIRECTOR - INVESTMENTS	60.00				X		298,634.	0	46,200.	
47) GANESAN RAVISHANKER CHIEF INFO.OFF.&ASSOC.DEAN	60.00					X	261,057.	0	32,004.	
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 18**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**



**Part VIII Statement of Revenue**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>						
	<b>c</b> Fundraising events . . . . .	<b>1c</b>						
	<b>d</b> Related organizations . . . . .	<b>1d</b>						
	<b>e</b> Government grants (contributions) . .	<b>1e</b>		4,147,848.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>		41,024,331.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$			2,891,950.				
	<b>h Total.</b> Add lines 1a-1f . . . . .			45,172,179.				
<b>Program Service Revenue</b>				<b>Business Code</b>				
	<b>2a</b> STUDENT TUITION AND FEES		900099	96,701,809.	96,701,809.			
	<b>b</b> STUDENT ROOM AND BOARD		900099	27,436,493.	27,436,493.			
	<b>c</b> _____							
	<b>d</b> _____							
	<b>e</b> _____							
	<b>f</b> All other program service revenue . . . . .							
	<b>g Total.</b> Add lines 2a-2f . . . . .			124,138,302.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			9,887,083.		-2,023,060.	11,910,143.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . .			2,333.	2,333.			
	<b>5</b> Royalties . . . . .			0				
			(i) Real	(ii) Personal				
	<b>6a</b> Gross rents . . . . .							
	<b>b</b> Less: rental expenses . . . . .							
	<b>c</b> Rental income or (loss) . . . . .							
	<b>d</b> Net rental income or (loss) . . . . .				0			
			(i) Securities	(ii) Other				
	<b>7a</b> Gross amount from sales of assets other than inventory				347,993,000.			
	<b>b</b> Less: cost or other basis and sales expenses . . . . .				264,383,043.			
	<b>c</b> Gain or (loss) . . . . .				83,609,957.			
	<b>d</b> Net gain or (loss) . . . . .				83,609,957.		83,609,957.	
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>						
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from fundraising events . . . . .				0				
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>							
<b>b</b> Less: direct expenses . . . . .	<b>b</b>							
<b>c</b> Net income or (loss) from gaming activities . . . . .				0				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>							
<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>							
<b>c</b> Net income or (loss) from sales of inventory . . . . .				0				
<b>Miscellaneous Revenue</b>				<b>Business Code</b>				
<b>11a</b> WELLESLEY COLLEGE CLUB			722100	3,540,376.	1,774,731.	1,765,645.		
<b>b</b> LOSS ON EARLY EXTING.OF DEBT			900099	-2,430,402.	-2,430,402.			
<b>c</b> AUXILIARY ENTERPRISES			900099	8,647,579.	6,734,180.	1,913,399.		
<b>d</b> All other revenue . . . . .			713990	1,017,316.	178,264.	839,052.		
<b>e Total.</b> Add lines 11a-11d . . . . .				10,774,869.				
<b>12 Total revenue.</b> See instructions . . . . .				273,584,723.	130,397,408.	2,495,036.	95,520,100.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	43,260,527.	43,260,527.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . . .	5,272,640.	5,272,640.		
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	3,858,205.	3,374,249.	284,057.	199,899.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	88,213,135.	77,448,787.	6,296,681.	4,467,667.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	10,950,909.	9,577,277.	806,250.	567,382.
9 Other employee benefits . . . . .	12,869,310.	8,880,215.	2,311,470.	1,677,625.
10 Payroll taxes . . . . .	6,212,719.	5,433,423.	457,406.	321,890.
11 Fees for services (non-employees):				
a Management . . . . .	6,331,110.	5,523,007.	60,589.	747,514.
b Legal . . . . .	369,910.	54,793.	310,117.	5,000.
c Accounting . . . . .	208,728.		208,728.	
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees . . . . .	500,470.		500,470.	
g Other . . . . .	10,380,112.	8,967,030.	262,257.	1,150,825.
12 Advertising and promotion . . . . .	0			
13 Office expenses . . . . .	6,582,009.	6,173,690.	163,978.	244,341.
14 Information technology . . . . .	608,137.	576,700.	16,749.	14,688.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	6,274,069.	5,768,443.	286,676.	218,950.
17 Travel . . . . .	4,005,611.	3,432,727.	387,272.	185,612.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings . . . . .	1,175,352.	923,320.	175,028.	77,004.
20 Interest . . . . .	17,538,371.	17,538,371.		
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	15,958,734.	13,506,675.	2,033,621.	418,438.
23 Insurance . . . . .	1,038,711.	1,018,564.	9,474.	10,673.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>EQUIPMENT RENTAL</u> . . . . .	5,633,172.	4,895,969.	702,356.	34,847.
b <u>STUDY AWAY EXPENSES</u> . . . . .	3,357,980.	3,357,980.		
c <u>PRINTING &amp; PUBLICATIONS</u> . . . . .	1,440,350.	1,193,624.	35,779.	210,947.
d <u>POSTAGE &amp; SHIPPING</u> . . . . .	707,757.	489,622.	67.	218,068.
e All other expenses . . . . .	26,558,435.	23,213,175.	2,921,734.	423,526.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	279,306,463.	249,880,808.	18,230,759.	11,194,896.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	38,663,208.	<b>1</b>	40,540,541.
	<b>2</b> Savings and temporary cash investments	4,230,401.	<b>2</b>	57,591,087.
	<b>3</b> Pledges and grants receivable, net	48,999,242.	<b>3</b>	50,311,935.
	<b>4</b> Accounts receivable, net	773,810.	<b>4</b>	876,070.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	1,281,528.	<b>5</b>	1,255,575.
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	8,748,496.	<b>7</b>	7,359,527.
	<b>8</b> Inventories for sale or use	683,889.	<b>8</b>	711,076.
	<b>9</b> Prepaid expenses and deferred charges	3,684,515.	<b>9</b>	2,457,662.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 496,040,420.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 196,336,825.	307,559,725.	<b>10c</b> 299,703,595.
	<b>11</b> Investments - publicly traded securities	863,772,000.	<b>11</b>	723,543,000.
	<b>12</b> Investments - other securities. See Part IV, line 11	731,479,740.	<b>12</b>	860,947,140.
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11	1,217,000.	<b>15</b>	963,000.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	2,011,093,554.	<b>16</b>	2,046,260,208.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	61,893,520.	<b>17</b>	87,136,038.
	<b>18</b> Grants payable	3,666,366.	<b>18</b>	5,233,408.
	<b>19</b> Deferred revenue	4,474,213.	<b>19</b>	3,760,907.
	<b>20</b> Tax-exempt bond liabilities	140,546,794.	<b>20</b>	142,674,665.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	7,174,000.	<b>23</b>	106,345,000.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	44,462,707.	<b>25</b>	41,665,675.
	<b>26 Total liabilities.</b> Add lines 17 through 25	262,217,600.	<b>26</b>	386,815,693.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	604,701,637.	<b>27</b>	547,239,507.
	<b>28</b> Temporarily restricted net assets	710,207,327.	<b>28</b>	668,932,137.
	<b>29</b> Permanently restricted net assets	433,966,990.	<b>29</b>	443,272,871.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
<b>33</b> Total net assets or fund balances	1,748,875,954.	<b>33</b>	1,659,444,515.	
<b>34</b> Total liabilities and net assets/fund balances	2,011,093,554.	<b>34</b>	2,046,260,208.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	273,584,723.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	279,306,463.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1 . . . . .	<b>3</b>	-5,721,740.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	1,748,875,954.
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>5</b>	-83,709,699.
<b>6</b>	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) . . . . .	<b>6</b>	1,659,444,515.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? . . . . .	X	
<b>2c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . . If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
<b>d</b>	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	X	
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

- a  Type I
- b  Type II
- c  Type III - Functionally integrated
- d  Type III - Other

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....
- (ii) A family member of a person described in (i) above? .....
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? .....

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2011; 15 Public support percentage from 2010 Schedule A; 16a 33 1/3% support test - 2011; b 33 1/3% support test - 2010; 17a 10%-facts-and-circumstances test - 2011; b 10%-facts-and-circumstances test - 2010; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2011, 2010. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2011, 2010. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

---

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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**Schedule of Contributors**

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

**2011**

Name of the organization  
 WELLESLEY COLLEGE

Employer identification number  
 04-2103637

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)(3) ( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization **WELLESLEY COLLEGE**

Employer identification number

04-2103637

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 2,341,402.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 1,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 1,056,184.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 1,050,842.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WELLESLEY COLLEGE**

Employer identification number

04-2103637

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 753,820.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WELLESLEY COLLEGE**

Employer identification number

04-2103637

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

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

Name of organization **WELLESLEY COLLEGE**

Employer identification number  
04-2103637

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

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

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two Yes/No questions regarding donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes rows for purpose(s) of conservation easements, total number of easements, total acreage, and various monitoring and reporting questions.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Line number, Description, Amount. Includes rows for reporting on collections of art, historical treasures, and other similar assets.

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

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a [X] Public exhibition
b [X] Scholarly research
c [ ] Preservation for future generations
d [X] Loan or exchange programs
e [ ] Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 32.9000 %
b Permanent endowment 28.8000 %
c Temporarily restricted endowment 38.3000 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A) VENTURE CAPITAL	202,743,000.	FMV
(B) BUYOUT FUNDS	52,588,000.	FMV
(C) DISTRESSED SECURITIES	35,752,000.	FMV
(D) REAL ESTATE	110,368,000.	FMV
(E) NATURAL RESOURCES	97,297,000.	FMV
(F) TIMBERLAND	34,163,000.	FMV
(G) SEMI MARKETABLE	257,645,000.	FMV
(H) MISCELLANEOUS OTHER	24,825,140.	FMV
(I) RESTRICTED CONSTRUCTION FUNDS	45,566,000.	FMV
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.)	860,947,140.	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LIAB. UNDER SECURITIES LENDING TRANS	963,000.
(3) GOVERNMENT LOAN ADVANCES	4,568,996.
(4) ANNUITIES AND UNITRUSTS PAYABLE	36,133,679.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	41,665,675.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

<b>1</b>	Total revenue (Form 990, Part VIII, column (A), line 12)	<b>1</b>	273,584,723.
<b>2</b>	Total expenses (Form 990, Part IX, column (A), line 25)	<b>2</b>	279,306,463.
<b>3</b>	Excess or (deficit) for the year. Subtract line 2 from line 1	<b>3</b>	-5,721,740.
<b>4</b>	Net unrealized gains (losses) on investments	<b>4</b>	-83,709,699.
<b>5</b>	Donated services and use of facilities	<b>5</b>	
<b>6</b>	Investment expenses	<b>6</b>	
<b>7</b>	Prior period adjustments	<b>7</b>	
<b>8</b>	Other (Describe in Part XIV.)	<b>8</b>	
<b>9</b>	Total adjustments (net). Add lines 4 through 8	<b>9</b>	-83,709,699.
<b>10</b>	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	<b>10</b>	-89,431,439.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	108,003,000.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	-83,709,699.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.)	<b>2d</b>	-30,789,371.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	-114,499,070.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	222,502,070.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	3,193,653.
<b>b</b>	Other (Describe in Part XIV.)	<b>4b</b>	47,889,000.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	51,082,653.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	273,584,723.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	197,434,000.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.)	<b>2d</b>	-30,789,371.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	-30,789,371.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	228,223,371.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	3,193,653.
<b>b</b>	Other (Describe in Part XIV.)	<b>4b</b>	47,889,439.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	51,083,092.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	279,306,463.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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SEE PAGE 5

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**Part XIV** Supplemental Information (continued)

FINANCIAL STATEMENT FOOTNOTE REGARDING ART COLLECTION,

PART III, LINE 1A:

WELLESLEY COLLEGE DOES NOT REPORT AS REVENUE ANY GIFTS FOR WORKS OF ART. IN ADDITION, THE COLLEGE DOES NOT CAPITALIZE WORKS OF ART AS ASSETS ON ITS BALANCE SHEET. THIS TREATMENT IS PERMITTED UNDER SFAS 116. THE COLLEGE'S AUDITED FINANCIAL STATEMENTS DO NOT CONTAIN A FOOTNOTE REGARDING WORKS OF ART, HISTORICAL TREASURES, OR OTHER SIMILAR ASSETS HELD FOR PUBLIC EXHIBITION, EDUCATION, OR RESEARCH IN FURTHERANCE OF PUBLIC SERVICE.

DESCRIPTION OF ORGANIZATION'S COLLECTIONS,

PART III, LINE 4:

THE DAVIS MUSEUM AND CULTURAL CENTER HAS A PERMANENT COLLECTION OF APPROXIMATELY 10,000 OBJECTS DATING FROM ANCIENT TIMES TO PRESENT DAY. INCLUDED ARE PAINTINGS, SCULPTURE, DECORATIVE OBJECTS, AND WORKS ON PAPER REPRESENTING THE CREATIVE GENIUS OF CULTURES AROUND THE WORLD. THE COLLECTION OF THE MUSEUM SERVES AS A VALUED TEACHING RESOURCE FOR STUDENTS AND FACULTY IN MANY OF THE DISCIPLINES REPRESENTED AT WELLESLEY COLLEGE. PROFESSORS FREQUENTLY MAKE ASSIGNMENTS THAT REQUIRE STUDENTS TO VISIT THE MUSEUM TO VIEW A WORK OF ART IN THE GALLERIES. THE MUSEUM ALSO MAKES WORKS FROM THE COLLECTION AVAILABLE FOR EXAMINATION IN CLASS MEETINGS HELD AT THE MUSEUM. IN EACH OF THESE EXAMPLES, THE STUDENTS' ENCOUNTER WITH THE ORIGINAL ART WORK, NOT A REPRODUCTION, IS FUNDAMENTAL. IN ADDITION TO THESE MORE FORMAL LEARNING EXPERIENCES, THE DAVIS COLLECTION ALSO PLAYS A CENTRAL ROLE IN THE COLLEGE'S EFFORTS TO RAISE IN ITS STUDENTS AN AWARENESS OF RICHNESS AND BREADTH OF HUMAN CREATIVITY AND

**Part XIV** Supplemental Information (continued)

A RESPECT FOR ITS DIVERSITY.

INTENDED USES OF ENDOWMENT FUNDS,

PART V, LINE 4:

WELLESLEY COLLEGE'S ENDOWED FUNDS ARE USED TO SUPPORT CRITICAL ACADEMIC PROGRAMS OF THE COLLEGE AND FINANCIAL AID TO STUDENTS.

OTHER CHANGES IN REVENUE,

PART XII, LINE 2D:

MINIMUM PENSION LIABILITY: (\$13,863,000); NET LOSS ON INTEREST SWAP: (\$13,085,000); GIFTS IN-KIND: (\$1,410,970); LOSS ON EARLY EXTINGUISHMENT OF DEBT: (\$2,430,401); TOTAL ADJUSTMENT: (\$30,789,371)

OTHER CHANGES IN REVENUE,

PART XII, LINE 4B:

FINANCIAL AID EXPENSE INCLUDING PELL GRANTS: \$47,889,000

OTHER CHANGES IN EXPENSES,

PART XIII, LINE 2B:

MINIMUM PENSION LIABILITY: (\$13,863,000); NET LOSS ON INTEREST SWAP: (\$13,085,000); GIFTS IN-KIND: (\$1,410,970); LOSS ON EARLY EXTINGUISHMENT OF DEBT: (\$2,430,401); TOTAL ADJUSTMENT: (\$30,789,371)

**Part XIV** Supplemental Information (continued)

OTHER CHANGES IN EXPENSES,

PART XIII, LINE 4B:

FINANCIAL AID EXPENSE INCLUDING PELL GRANTS: \$47,889,000

**SCHEDULE E  
(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
WELLESLEY COLLEGE

**Schools**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or  
Form 990-EZ, Part VI, line 48.

▶ Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Employer identification number  
04-2103637

**Part I**

	YES	NO
<b>1</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .	X	
<b>2</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .	X	
<b>3</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space, use Part II. . . . .	X	
----- SEE SUPPLEMENTAL PAGE -----		
<b>4</b> Does the organization maintain the following?		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .	X	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .	X	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .	X	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? . . . . . If you answered "No" to any of the above, please explain. If you need more space, use Part II.	X	
-----		
<b>5</b> Does the organization discriminate by race in any way with respect to:		
<b>a</b> Students' rights or privileges? . . . . .		X
<b>b</b> Admissions policies? . . . . .		X
<b>c</b> Employment of faculty or administrative staff? . . . . .		X
<b>d</b> Scholarships or other financial assistance? . . . . .		X
<b>e</b> Educational policies? . . . . .		X
<b>f</b> Use of facilities? . . . . .		X
<b>g</b> Athletic programs? . . . . .		X
<b>h</b> Other extracurricular activities? . . . . . If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.		X
-----		
<b>6a</b> Does the organization receive any financial aid or assistance from a governmental agency? . . . . .	X	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either line 6a or line 6b, explain on Part II.		X
<b>7</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," explain on Part II . . . . .	X	

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or Form 990-EZ.

Schedule E (Form 990 or 990-EZ) (2011)

JSA  
1E1273 1.000

**Part II** **Supplemental Information.** Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions).

PUBLICATION OF RACIALLY NONDISCRIMINATORY POLICY,

PART I, LINE 3:

ALL COLLEGE PUBLICATIONS, INCLUDING RECRUITMENT BROCHURES AND CATALOGS,  
COURSE DESCRIPTION DOCUMENTS, THE COLLEGE'S WEBSITE, AND FACULTY AND  
STUDENT HANDBOOKS, ETC. OUTLINE THE INSTITUTION'S RACIALLY  
NONDISCRIMINATORY POLICY.

FINANCIAL ASSISTANCE FROM A GOVERNMENTAL AGENCY,

PART I, LINE 6A:

WELLESLEY COLLEGE PARTICIPATES IN VARIOUS STUDENT FINANCIAL AID PROGRAMS  
FROM THE U.S. DEPARTMENT OF EDUCATION, INCLUDING THE FOLLOWING PROGRAMS:  
PELL GRANTS, SUPPLEMENTAL EDUCATIONAL OPPORTUNITY GRANTS, PERKINS LOANS,  
AND COLLEGE WORK STUDY PROGRAMS.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**  
▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

Employer identification number

WELLESLEY COLLEGE

04-2103637

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  **Yes**  **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE	1.	1.	PROGRAM SERVICES	ACAD.PROG.FOR STUDENTS	1,638,926.
(2) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	STUDY AWAY TUITION	128,978.
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	STUDY AWAY TUITION	405,621.
(4) EUROPE			PROGRAM SERVICES	STUFY AWAY TUITION	2,236,216.
(5) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	STUDY AWAY TUITION	92,365.
(6) NORTH AMERICA			PROGRAM SERVICES	STUDY AWAY TUITION	14,900.
(7) SOUTH AMERICA			PROGRAM SERVICES	STUDY AWAY TUITION	89,285.
(8) SOUTH ASIA			PROGRAM SERVICES	STUDY AWAY TUITION	53,480.
(9) SUB-SAHARAN AFRICA			PROGRAM SERVICES	STUDY AWAY TUITION	312,930.
(10) NORTH AMERICA			PROGRAM SERVICES	STUDY AWAY PROGRAM	274,546.
(11) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	STUDY AWAY PROGRAM	120,617.
(12) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		116,418,104.
(13) EAST ASIA AND THE PACIFIC			INVESTMENTS		34,115,467.
(14) EUROPE			INVESTMENTS		155,811,535.
(15) MIDDLE EAST AND NORTH AFRICA			INVESTMENTS		13,638,085.
(16) NORTH AMERICA			INVESTMENTS		40,237,013.
(17) SOUTH ASIA			INVESTMENTS		60,572,770.
<b>3a Sub-total</b> . . . . .	1.	1.			426,160,838.
<b>b Total from continuation sheets to Part I</b> . . . . .					
<b>c Totals (add lines 3a and 3b)</b>	1.	1.			426,160,838.

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

Schedule F (Form 990) 2011

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000  Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ \_\_\_\_\_

3 Enter total number of other organizations or entities . . . . . ▶ \_\_\_\_\_

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) INTERNSHIP	CENT. AMERICA/CARIBBEAN	14.	23,481.				
(2) INTERNSHIP	EAST ASIA/PACIFIC	5.	22,000.				
(3) INTERNSHIP	EUROPE/ICELAND/GREENLAND	26.	130,300.				
(4) INTERNSHIP	MIDDLE EAST/NORTH AFRICA	6.	25,500.				
(5) INTERNSHIP	NORTH AMERICA	1.	5,000.				
(6) INTERNSHIP	SOUTH AMERICA	6.	22,017.				
(7) INTERNSHIP	SOUTH ASIA	14.	51,566.				
(8) INTERNSHIP	SUB-SAHARAN AFRICA	20.	47,667.				
(9) FINANCIAL AID	CENT. AMERICA/CARIBBEAN	4.	174,826.				
(10) FINANCIAL AID	EAST ASIA/PACIFIC	33.	1,056,100.				
(11) FINANCIAL AID	EUROPE/ICELAND/GREENLAND	32.	1,447,321.				
(12) FINANCIAL AID	MIDDLE EAST/NORTH AFRICA	5.	199,225.				
(13) FINANCIAL AID	NORTH AMERICA	9.	287,988.				
(14) FINANCIAL AID	RUSSIA	2.	92,450.				
(15) FINANCIAL AID	SOUTH AMERICA	1.	48,015.				
(16) FINANCIAL AID	SOUTH ASIA	17.	753,493.				
(17) FINANCIAL AID	SUB-SAHARAN AFRICA	17.	885,691.				
(18)							

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* . . . . .  Yes  No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* . . . . .  Yes  No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* . . . . .  Yes  No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . .  Yes  No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* . . . . .  Yes  No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . .  Yes  No

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

MONITORING USE OF GRANTS FUNDS,

PART I, LINE 2:

FOR FINANCIAL AID, THE COLLEGE AWARDS AID ON A NEED BASIS AND SUCH AWARD IS CREDITED TO THE STUDENT'S ACCOUNT. IF THE STUDENT WITHDRAWS FROM WELLESLEY, THE AID IS ADJUSTED ACCORDINGLY. FOR INTERNSHIPS, THE COLLEGE IS IN CONTACT WITH THE ORGANIZATIONS PROVIDING THE INTERNSHIP TO ENSURE THAT HIGH QUALITY PROGRAMS ARE PROVIDED TO THE STUDENTS. PAYMENTS IN CONNECTION WITH A STUDY ABROAD PROGRAM ARE MADE WHILE THE STUDENT IS LIVING OUTSIDE THE UNITED STATES. HOWEVER, AT THE TIME THE PAYMENT IS MADE, THE STUDENT IS A RESIDENT OF THE UNITED STATES.

**SCHEDULE I  
(Form 990)**

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FINANCIAL AID	1,268.	42,695,427.			
2 INTERNSHIP	231.	565,100.			
3					
4					
5					
6					
7					

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

MONITORING USE OF GRANT FUNDS,

PART I, LINE 2:

FOR FINANCIAL AID, THE COLLEGE AWARDS AID ON A NEED BASIS AND SUCH AWARD IS CREDITED TO THE STUDENT'S ACCOUNT. IF THE STUDENT WITHDRAWS FROM WELLESLEY, THE AID IS ADJUSTED ACCORDINGLY. FOR INTERNSHIPS, THE COLLEGE IS IN CONTACT WITH THE ORGANIZATIONS PROVIDING THE INTERNSHIP TO ENSURE THAT HIGH QUALITY PROGRAMS ARE PROVIDED TO THE STUDENTS.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
**WELLESLEY COLLEGE**

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Employer identification number  
**04-2103637**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions          | <input type="checkbox"/> Payments for business use of personal residence            |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees              |
| <input type="checkbox"/> Discretionary spending account            | <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>	X	
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 H. KIM BOTTOMLY	(i)	397,380.	25,000.	7,664.	30,248.	79,299.	539,591.	0
	(ii)	0	0	0	0	0	0	0
2 ANDREW B. EVANS	(i)	295,349.	5,000.	1,980.	30,248.	16,593.	349,170.	0
	(ii)	0	0	0	0	0	0	0
3 DEBORAH F. KUENSTNER	(i)	456,380.	0	1,118.	30,248.	1,492.	489,238.	0
	(ii)	0	0	0	0	0	0	0
4 CAMERAN M. MASON	(i)	258,765.	5,000.	365.	30,248.	20,837.	315,215.	0
	(ii)	0	0	0	0	0	0	0
5 ANDREW SHENNAN	(i)	506,374.	30,000.	570.	83,248.	37,606.	657,798.	0
	(ii)	0	0	0	0	0	0	0
6 KATHLEEN R. BROWNE	(i)	287,635.	0	431.	30,248.	7,680.	325,994.	0
	(ii)	0	0	0	0	0	0	0
7 DEBRA S. DEMEIS	(i)	181,784.	0	1,049.	22,081.	45,333.	250,247.	0
	(ii)	0	0	0	0	0	0	0
8 JENNIFER C. DESJARLAIS	(i)	169,959.	0	221.	20,823.	6,604.	197,607.	0
	(ii)	0	0	0	0	0	0	0
9 RICHARD G. FRENCH	(i)	229,356.	0	1,331.	29,066.	18,223.	277,976.	0
	(ii)	0	0	0	0	0	0	0
10 KATHRYN LYNCH	(i)	199,270.	0	1,224.	24,895.	25,933.	251,322.	0
	(ii)	0	0	0	0	0	0	0
11 DONNA NG	(i)	191,534.	15,000.	272.	26,424.	40,624.	273,854.	0
	(ii)	0	0	0	0	0	0	0
12 RAY OQUENDO	(i)	271,149.	18,000.	411.	30,248.	18,922.	338,730.	0
	(ii)	0	0	0	0	0	0	0
13 LOUIS E. SOUSA	(i)	283,349.	15,000.	285.	30,248.	15,952.	344,834.	0
	(ii)	0	0	0	0	0	0	0
14 GANESAN RAVISHANKER	(i)	260,162.	0	895.	30,021.	1,983.	293,061.	0
	(ii)	0	0	0	0	0	0	0
15 SUSAN BAILEY	(i)	260,946.	0	0	4,281.	436.	265,663.	0
	(ii)	0	0	0	0	0	0	0
16 KATHRYN OSMOND	(i)	243,959.	0	587.	10,985.	7,840.	263,371.	0
	(ii)	0	0	0	0	0	0	0

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SANDRA ROBERTS	(i)	210,551.	0	640.	9,166.	3,471.	223,828.	0
	(ii)	0	0	0	0	0	0	0
2 FRANK BIDART	(i)	198,942.	0	3,844.	22,993.	673.	226,452.	0
	(ii)	0	0	0	0	0	0	0
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

BENEFITS PROVIDED,

PART I, LINE 1A:

WELLESLEY COLLEGE'S POLICY IS THAT THE COLLEGE WILL NOT PAY, OR WILL NOT REIMBURSE, FOR TRAVEL, MEALS, AND EXPENSES OF THE SPOUSE/PARTNER OF AN EMPLOYEE WITH THE EXCEPTION OF THE PRESIDENT. SPECIFICALLY, WHILE PERFORMING HER OFFICIAL DUTIES IN THE AREAS OF DEVELOPMENT, ALUMNAE RELATIONS, AND OTHER BUSINESS OF THE COLLEGE, THE PRESIDENT MAY BE ACCOMPANIED BY HER SPOUSE, WHO IS EXPECTED TO MAKE AN IMPORTANT CONTRIBUTION TO ACHIEVING THE PURPOSES OF THE TRAVEL OR EVENTS. IN THOSE CASES, THE COLLEGE'S POLICY IS TO AUTHORIZE THE PAYMENT OF ALL TRAVEL AND RELATED EXPENSES OF THE PRESIDENT'S SPOUSE.

THE COLLEGE PROVIDES HOUSING TO CERTAIN EMPLOYEES AS A CONDITION OF EMPLOYMENT FOR THE CONVENIENCE AND BENEFIT OF THE COLLEGE. THE HOUSING REQUIREMENT AS A CONDITION OF EMPLOYMENT IS DOCUMENTED IN THE EMPLOYEES' FILES.

THE COLLEGE WILL NOT PAY FOR PERSONAL SERVICES WITH THE EXCEPTION OF THE PRESIDENT'S HOUSE. BECAUSE THE PRESIDENT'S HOUSE IS USED EXTENSIVELY FOR COLLEGE BUSINESS, HOUSEKEEPING SERVICES ARE PROVIDED FOR THE GENERAL SPACE. A CHEF WILL BE AT THE PRESIDENT'S HOUSE TO PROVIDE MEALS FOR

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

BUSINESS PURPOSE FUNCTIONS.

PAYMENTS CONTINGENT ON NET EARNINGS,

PART I, LINE 6A:

EMPLOYEES IN THE INVESTMENT OFFICE HAVE AN INCENTIVE PERFORMANCE-RELATED  
BONUS SYSTEM BASED ON THE INVESTMENT PERFORMANCE OF THE WELLESLEY COLLEGE  
ENDOWMENT.

**SCHEDULE K  
(Form 990)**

**Supplemental Information on Tax-Exempt Bonds**

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury  
Internal Revenue Service

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
<b>A</b> WELLESLEY COLLEGE SERIES H	04-2103637	57585KX86	03/01/2003	56,750,000.	CONSTRUCTION - REFINANCING	X		X			X
<b>B</b> WELLESLEY COLLEGE SERIES I	04-2103637	57586CP25	01/28/2008	57,385,000.	CONSTRUCTION - REFINANCING		X		X		X
<b>C</b> WELLESLEY COLLEGE SERIES J	04-2103637	57583UNP9	04/01/2012	49,800,000.	CONSTRUCTION - REFINANCING		X		X		X
<b>D</b>											

**Part II Proceeds**

	A		B		C		D	
<b>1</b> Amount of bonds retired . . . . .								
<b>2</b> Amount of bonds legally defeased . . . . .	50,040,000.							
<b>3</b> Total proceeds of issue . . . . .	58,513,991.	59,100,349.	55,497,618.					
<b>4</b> Gross proceeds in reserve funds . . . . .								
<b>5</b> Capitalized interest from proceeds . . . . .								
<b>6</b> Proceeds in refunding escrows . . . . .	38,763,929.	32,473,135.	53,683,508.					
<b>7</b> Issuance costs from proceeds . . . . .	510,924.	530,057.	497,618.					
<b>8</b> Credit enhancement from proceeds . . . . .								
<b>9</b> Working capital expenditures from proceeds . . . . .								
<b>10</b> Capital expenditures from proceeds . . . . .	19,239,138.	8,998,334.						
<b>11</b> Other spent proceeds . . . . .								
<b>12</b> Other unspent proceeds . . . . .		13,006,273.	1,316,492.					
<b>13</b> Year of substantial completion . . . . .	2005		2010					
	Yes	No	Yes	No	Yes	No	Yes	No
<b>14</b> Were the bonds issued as part of a current refunding issue? . . . . .		X	X		X			
<b>15</b> Were the bonds issued as part of an advance refunding issue? . . . . .	X		X		X			
<b>16</b> Has the final allocation of proceeds been made? . . . . .	X			X		X		
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . .	X		X					

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? . . . . .		X		X		X		
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property? . . . . .		X		X		X		

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

Schedule K (Form 990) 2011

Part III Private Business Use (Continued)		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .		X		X		X		
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? . . . . .								
c	Are there any research agreements that may result in private business use of bond-financed property? . . . . .		X	X			X		
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? . . . . .			X					
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . . . . ▶		%		%		%		%
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . . . . ▶		%	2.6100	%		%		%
6	Total of lines 4 and 5 . . . . .		%	2.6100	%		%		%
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? . . . . .	X		X		X			

Part IV Arbitrage		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue? . . . . .		X		X		X		
2	Is the bond issue a variable rate issue? . . . . .		X	X			X		
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? . . . . .		X	X			X		
b	Name of provider . . . . .			JP MORGAN					
c	Term of hedge . . . . .			31.440					
d	Was the hedge superintegrated? . . . . .				X				
e	Was the hedge terminated? . . . . .				X				
4a	Were gross proceeds invested in a guaranteed investment contract (GIC)? . . . . .		X		X		X		
b	Name of provider . . . . .								
c	Term of GIC . . . . .								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? . . . . .								
5	Were any gross proceeds invested beyond an available temporary period? . . . . .		X	X			X		
6	Did the bond issue qualify for an exception to rebate? . . . . .		X		X		X		

**Part V Procedures To Undertake Corrective Action**  
 Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . .  Yes  No

**Part VI Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K (see instructions).  
 ADDITIONAL CUSIP NUMBERS,  
 PART I, LINE D, COLUMN C:

Part III Private Business Use (Continued)		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .								
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? . . . . .								
c	Are there any research agreements that may result in private business use of bond-financed property? . . . . .								
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? . . . . .								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . . . . ▶		%		%		%		%
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . . . . ▶		%		%		%		%
6	Total of lines 4 and 5 . . . . .		%		%		%		%
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? . . . . .								

Part IV Arbitrage		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue? . . . . .								
2	Is the bond issue a variable rate issue? . . . . .								
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? . . . . .								
b	Name of provider . . . . .								
c	Term of hedge . . . . .								
d	Was the hedge superintegrated? . . . . .								
e	Was the hedge terminated? . . . . .								
4a	Were gross proceeds invested in a guaranteed investment contract (GIC)? . . . . .								
b	Name of provider . . . . .								
c	Term of GIC . . . . .								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? . . . . .								
5	Were any gross proceeds invested beyond an available temporary period? . . . . .								
6	Did the bond issue qualify for an exception to rebate? . . . . .								

**Part V Procedures To Undertake Corrective Action**  
 Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . .  Yes  No

**Part VI Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K (see instructions).  
 WELLESLEY COLLEGE SERIES K BONDS HAVE ADDITIONAL CUSIP NUMBERS AS FOLLOWS:

Part III Private Business Use (Continued)		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .								
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? . . . . .								
c	Are there any research agreements that may result in private business use of bond-financed property? . . . . .								
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? . . . . .								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . . . . ▶		%		%		%		%
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . . . . ▶		%		%		%		%
6	Total of lines 4 and 5 . . . . .		%		%		%		%
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? . . . . .								

Part IV Arbitrage		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue? . . . . .								
2	Is the bond issue a variable rate issue? . . . . .								
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? . . . . .								
b	Name of provider . . . . .								
c	Term of hedge . . . . .								
d	Was the hedge superintegrated? . . . . .								
e	Was the hedge terminated? . . . . .								
4a	Were gross proceeds invested in a guaranteed investment contract (GIC)? . . . . .								
b	Name of provider . . . . .								
c	Term of GIC . . . . .								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? . . . . .								
5	Were any gross proceeds invested beyond an available temporary period? . . . . .								
6	Did the bond issue qualify for an exception to rebate? . . . . .								

**Part V Procedures To Undertake Corrective Action**  
 Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . .  Yes  No

**Part VI Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K (see instructions).  
 94948QAB6, 94948QAC4, 94948QAD2, 94948QAE0, 94948QAF7, 94948QAH3,  
 94948QAJ9, 94948QAK6, 94948QAP5, 94948QAO3, 94948QAK6

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

**Transactions With Interested Persons**

OMB No. 1545-0047

**2011**

**Open To Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Name of the organization  
**WELLESLEY COLLEGE**

Employer identification number  
**04-2103637**

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
	(1) ANDREW B. EVANS MORTGAGE				X	800,000.	791,927.		X	X
(2) ANDREW SHENNAN MORTGAGE		X	598,350.	463,648.		X	X		X	
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
<b>Total</b>					▶ \$ 1,255,575.					

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

OMB No. 1545-0047

**2011**

**Open To Public  
Inspection**

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .	X	57.	0	N/A
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	241.	2,505,980.	SELLING PRICE/FMV
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( <u>ATCH 1</u> ) . . . . .		5,612.	385,970.	
26 Other ▶ ( _____ ) . . . . .				
27 Other ▶ ( _____ ) . . . . .				
28 Other ▶ ( _____ ) . . . . .				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

USE OF THIRD PARTIES,

PART I, LINE 32B:

WELLESLEY COLLEGE USES A SECURITIES BROKER TO SELL ALL DONATED PUBLICLY  
TRADED SECURITIES. THE FEES CHARGED BY THE BROKER ARE AT FAIR MARKET  
VALUE.

ACCOUNTING FOR WORKS OF ART,

PART I, LINE 33:

WELLESLEY COLLEGE DOES NOT REPORT AS REVENUE ANY GIFTS FOR WORKS OF ART.  
IN ADDITION, THE COLLEGE DOES NOT CAPITALIZE WORKS OF ART AS ASSETS ON  
ITS BALANCE SHEET.

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
PLANTS AND FLOWERS	X	5347.	352,300.	FMV
PRESSBOOKS	X	264.	29,670.	FMV
MACHINE	X	1.	4,000.	FMV
TOTALS		<u>5,612.</u>	<u>385,970.</u>	

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

WELLESLEY COLLEGE

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Employer identification number

04-2103637

FORM 990 REVIEW,

FORM 990, PART VI, SECTION B, LINE 11B:

FORM 990 WAS PREPARED BY AN OUTSIDE PUBLIC ACCOUNTING FIRM AND REVIEWED BY THE COLLEGE'S FINANCE OFFICE. THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES REVIEWS FORM 990 AND ALL REQUIRED SCHEDULES PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE. FORM 990 AND ALL REQUIRED SCHEDULES ARE ALSO DISTRIBUTED TO THE FULL BOARD OF TRUSTEES PRIOR TO FILING.

MONITORING AND ENFORCEMENT OF CONFLICT POLICY,

FORM 990, PART VI, SECTION B, LINE 12C:

CONFLICT OF INTEREST POLICIES ARE IN PLACE FOR TRUSTEES, OFFICERS, AND ALL EMPLOYEES. TRUSTEES AND OFFICERS ARE REQUIRED TO DISCLOSE, AT LEAST AS OFTEN AS ANNUALLY AND WHEN A POTENTIAL CONFLICT ISSUE ARISES, FINANCIAL OR PERSONAL INTERESTS WHICH MAY GIVE RISE TO CONFLICTS. THE CLERK OF THE BOARD OF TRUSTEES PROVIDES AN ANNUAL REPORT TO THE TRUSTEES SUMMARIZING THE CONFLICT OR POTENTIAL CONFLICT ISSUES. AT LEAST ANNUALLY, THE TRUSTEES REVIEW THE COLLEGE'S RELATIONSHIPS WITH SIGNIFICANT VENDORS OR SERVICE PROVIDERS SERVING THE COLLEGE TO ASSURE THAT SUCH RELATIONSHIPS ARE IN THE BEST INTEREST OF THE COLLEGE AND ARE OTHERWISE CONSISTENT WITH THE TERMS OF THE CONFLICT OF INTEREST POLICY. SELECT DEPARTMENT HEADS AND OTHER EMPLOYEES ON AN ANNUAL BASIS MAKE A WRITTEN DISCLOSURE TO THE VICE PRESIDENT FOR FINANCE AND TREASURER OF REPORTABLE CONFLICTS OF INTEREST AS DEFINED IN THE CONFLICT OF INTEREST POLICY. EMPLOYEES ARE RESPONSIBLE FOR COMPLETING AND RETURNING A DISCLOSURE FORM

Name of the organization WELLESLEY COLLEGE	Employer identification number 04-2103637
---	--

TO THE VICE PRESIDENT FOR FINANCE AND TREASURER. THE RESPONSES MAY BE MODIFIED BY THE EMPLOYEE AT ANY TIME DURING THE YEAR IF THERE ARE CHANGES. THE VICE PRESIDENT FOR FINANCE AND TREASURER OR HIS DESIGNEE REVIEWS ALL FORMS AND TAKES ANY APPROPRIATE ACTION THAT MAY BE NECESSARY.

COMPENSATION REVIEW AND APPROVAL,

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION OF THE PRESIDENT AND OTHER OFFICERS OF THE COLLEGE IS DETERMINED BY THE COMPENSATION COMMITTEE, A SUBCOMMITTEE OF THE BOARD OF TRUSTEES. THE COMPENSATION COMMITTEE USES VARIOUS COMPARABILITY DATA FROM AN INDEPENDENT COMPENSATION CONSULTANT AS WELL AS OTHER MARKET SURVEYS. KEY EMPLOYEES ARE COMPENSATED BASED UPON THE GUIDELINES THE COLLEGE HAS FOR ADMINISTRATIVE AND FACULTY EMPLOYEES. THESE GUIDELINES INCLUDE REVIEW OF THE MARKET BY LOOKING AT SALARIES FOR COMPARABLE POSITIONS AND A MERIT PROGRAM BASED ON PERFORMANCE. COMPENSATION DECISIONS ARE MADE BY PERSONS WHO ARE INDEPENDENT OF THE EMPLOYEES FOR WHOM THE COMPENSATION IS BEING DETERMINED.

AVAILABILITY OF DOCUMENTS,

FORM 990, PART VI, SECTION C, LINE 19:

A COPY OF THE BUSINESS CONDUCT POLICY WHICH INCLUDES THE CONFLICT OF INTEREST POLICY IS GIVEN TO ALL NEW EMPLOYEES UPON HIRE. BOTH THE BUSINESS CONDUCT POLICY AND THE FINANCIAL STATEMENTS ARE AVAILABLE ON THE COLLEGE'S WEBSITE. THE COLLEGE'S ORGANIZING DOCUMENTS ARE AVAILABLE UPON REQUEST.

Name of the organization WELLESLEY COLLEGE	Employer identification number 04-2103637
---	--

OTHER CHANGES IN NET ASSETS,

FORM 990, PART XI, LINE 5:

UNREALIZED LOSS ON INVESTMENTS: (\$83,709,699)

ATTACHMENT 1

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

FRANCE

ITALY

MEXICO

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MENDERS, TORREY & SPENCER 57 RIVER STREET WELLESLEY, MA 02481	SECONDARY LEGAL FEES	179,975.
ASTON CONTRACTING 39 PROSPECT STREET SHREBORN, MA 01770	CONSULTING SVCS.	504,132.
ROPES & GRAY ONE INTERNATIONAL PLACE BOSTON, MA 02110	LEGAL FEES	447,519.
BOGLE INVESTMENT MANAGEMENT 123 N. WASHINGTON STREET BOSTON, MA 02114	INVEST.MGMT.FEES	344,840.
HOLLAND AND KNIGHT 10 ST. JAMES AVENUE BOSTON, MA 02116	LEGAL FEES	249,421.
	TOTAL COMPENSATION	<u>1,725,887.</u>

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization

WELLESLEY COLLEGE

Employer identification number

04-2103637

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WELLESLEY COLLEGE ALUMNAE ASSOCIATION 04-2105817 106 CENTRAL STREET WELLESLEY, MA 02481	ALUMNAE ASSOC	MA	501(C)(3)	11C	N/A		X
(2) WB DAYCARE, INC. 04-2982305 106 CENTRAL STREET WELLESLEY, MA 02481	SUPP. DAYCARE	MA	501(C)(3)	5	N/A		X
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
<b>1</b> During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)		X
<b>c</b> Gift, grant, or capital contribution from related organization(s)		X
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Sale of assets to related organization(s)		X
<b>g</b> Purchase of assets from related organization(s)		X
<b>h</b> Exchange of assets with related organization(s)		X
<b>i</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>k</b> Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
<b>n</b> Sharing of paid employees with related organization(s)		X
<b>o</b> Reimbursement paid to related organization(s) for expenses		X
<b>p</b> Reimbursement paid by related organization(s) for expenses		X
<b>q</b> Other transfer of cash or property to related organization(s)		X
<b>r</b> Other transfer of cash or property from related organization(s)		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) WELLESLEY COLLEGE ALUMNAE ASSOCIATION	M	68,094.	FMV
(2) WB DAYCARE INC.	M	207,545.	FMV
(3)			
(4)			
(5)			
(6)			

**Part VI** Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

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**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

---

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>BIGCOMMERCE PTY LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) LEVEL 4, 91 RESERVOIR ST.

SURRY HILLS NEW SOUTH AU

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

AU

7 Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		111,592.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.00 % (b) After 15.55 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>BCSP V EUROPE, LP</u>	4 Identifying number, if any <u>98-0523511</u>
--	---

5 Address (including country)  
200 STATE STREET 5TH FLOOR BOSTON, MA 02109

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

7 Foreign law characterization (see instructions)  
PARNTERSHIP

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	07/19/2011		851,755.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before VAR \_\_\_\_\_ % (b) After .91589 \_\_\_\_\_ %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351 \_\_\_\_\_

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>CHRYSCAPITAL V, LLC</u>	<u>98-0546580</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ERIS LIFESCIENCES PRIVATE LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

**5** Address (including country) 21 NEW YORK TOWER A WING  
AHMEDABAD IN 380055

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

IN

**7** Foreign law characterization (see instructions)

CORPORATION

<b>8</b> Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
--

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	08/01/2011		336,506.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.00 % (b) After .1269 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ING VYSYA BANK LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) <u>NO. 22 M G ROAD</u> <u>BANGLAORE IN 560001</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>IN</u>
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7 Foreign law characterization (see instructions) <u>CORPORATION</u>
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8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	05/01/2011		321,528.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After .0317 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>CHRYS CAPITAL V, LLX</u>	<u>98-0546580</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>KPIT CUMMINS INFOSYSTEMS LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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**5** Address (including country) PLT NO 35/36 RAJIV GANDHI INFOTECH PARK  
HINJAWADI IN 411057

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

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

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	02/01/2011		214,728.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After .0793 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>LOWER LA MINING HOLDINGS (BVI) LTD.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) <u>P.O. BOX 3140</u> <u>ROAD TOWN TORTOLA VI VG11110</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>VI</u>
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7 Foreign law characterization (see instructions) <u>COMPANY LIMITED BY SHARES</u>
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8 Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		175,512.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 100 % (b) After 89.55 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No

- c Is the partner disposing of its **entire** interest in the partnership?  Yes  No

- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ARLINGTON MARIVELES NETHERLANDS HLDG COOP UA</u>	4 Identifying number, if any <u>98-0547917</u>
---	---

5 Address (including country) <u>PRINS BERNHARDPEIN 200 AMSTERDAM NL 1097 JB</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>NL</u>	
--	--

7 Foreign law characterization (see instructions) <u>CO-OPERATIVE EXCLUDING LIABILITY</u>	
--	--

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		162,415.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 100 % (b) After 100 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>HILLSTONE NETWORKS INC.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) <u>4TH FLOOR HARBOUR CENTRE P.O. BOX 613</u> <u>GRAND CAYMAN CJ KY1-1107</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>CJ</u>
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7 Foreign law characterization (see instructions) <u>CORPORATION</u>
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8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
---

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		153,352.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 23.3182 % (b) After 22.5660 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
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1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>NORTHERN LIGHT VENT FUND II, LP</u>	<u>98-0555728</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>TIMES ENERGY HOLDING CORP.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) STRATHVALE HOUSE P.O. BOX 2636  
GRAND CAYMAN CJ KY1-1102

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

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		150,821.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 13.1235 % (b) After 18.4866 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>NORTHERN LIGHT VENTURE FUND II, LP</u>	<u>98-0555728</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>MASAMASO GROUP LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) <u>SCOTIA CENTRE P.O. BOX 2804</u> <u>GEORGE TOWN GRAND CAYMAN CJ KY1-1112</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>CJ</u>	
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7 Foreign law characterization (see instructions) <u>CORPORATION</u>	
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- 8 Is the transferee foreign corporation a controlled foreign corporation?  Yes  No

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		106,077.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 11.2687 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>NORTHERN LIGHT VENT FUND II, LP</u>	<u>98-0555728</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>MEITUAN CORPORATION</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) HARBOUR CENTRE P.O. BOX 613  
GEORGE TOWN GRAND CAYMAN CJ KY1-1107

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

7 Foreign law characterization (see instructions)  
CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		127,292.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 3.9371 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>NORTHERN LIGHT VENT FUND II, LP</u>	<u>98-0555728</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>DINODIRECT LTD.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) SCOTIA CENTRE P.O. BOX 2804  
GEORGE TOWN GRAND CAYMAN CJ KY1-1112

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

CJ

7 Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		147,800.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 28.6967 % (b) After 26.5795 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>NORTHERN LIGHT VENT FUND II, LP</u>	<u>98-0555728</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

<b>3</b> Name of transferee (foreign corporation) <u>THUNDER SOFTWARE TECHNOLOGY (BEIJING) CO. LTD</u>	<b>4</b> Identifying number, if any <u>FOREIGNUS</u>
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**5** Address (including country)

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

CH

**7** Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		113,495.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 11.8900 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>PACIFIC EQ PART FUND III LP</u>	<u>98-0482140</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>VA AUSTRALIAN HOLDINGS PTY LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) LEVEL 5, 90 ARTHUR ST  
NORTH SYDNEY AS AS NSW 2060

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

AS

7 Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/31/2011		150,835.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .1184 % (b) After .1487 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>PACIFIC EQUITY PART FUND IV LP</u>	<u>98-0533795</u>

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No

c Is the partner disposing of its **entire** interest in the partnership?  Yes  No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>VA AUSTRALIA HOLDINGS PTY LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) LEVEL 5, 90 ARTHUR STREET

NORTH SYDNEY AS

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

AS

7 Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/31/2011		293,513.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After .0588 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC . 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>GANLEE PHARMA</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) <u>128 WELLINGTON</u> <u>CENTRAL HK</u>	
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6 Country code of country of incorporation or organization (see instructions) <u>HK</u>	
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7 Foreign law characterization (see instructions) <u>CORPORATION</u>	
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8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2011		164,217.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .1333 % (b) After .1882 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>DIANPING HOLDINGS LTD.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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5 Address (including country) SCOTIA CENTRE P.O. BOX 2804  
GEORGE TOWN GRAND CAYMAN CK KY1-1101

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

7 Foreign law characterization (see instructions)  
CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2011		152,303.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0162 % (b) After .0329 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>HEXING ELECTRICAL CO LTD.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) <u>1418-5, MOGANSHAN ROAD</u> <u>HANGZHOU ZHEJIANG CH</u>	
--	--

6 Country code of country of incorporation or organization (see instructions) <u>CH</u>	
--	--

7 Foreign law characterization (see instructions) <u>CORPORATION</u>	
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8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
---	--

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2011		326,488.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After .0585 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC . 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>YOUA.COM, INC.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) WALKER HOUSE 87 MARY STREET  
GEORGE TOWN GRAND CAYMAN CJ KY1-9005

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

7 Foreign law characterization (see instructions)  
CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2011		152,003.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After .1147 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC .351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>SEQUOIA CAP CHINA GROWTH FD I, LP</u>	<u>26-0205433</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>EDDINGPHARM OFFSHORE INC.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) SCOTIA CENTRE P.O. BOX 2804  
GEORGE TOWN GRAND CAYMAN CJ KY1-1101

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

7 Foreign law characterization (see instructions)  
CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	03/11/2011		165,687.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before .0000 % (b) After 7.4000 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>SEQUOIA CAP CHINA GROWTH FD I, LP</u>	<u>26-0205433</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>SINOMACHINERY CODAN TRUST CO LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) CRICKET SQUARE P.O. BOX 2681

GRAND CAYMAN CJ KY1-1111

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

CJ

7 Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	07/12/2011		231,962.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 7.9000 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

**c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>SEQUOIA CAP CHINA GROWTH FD I, LP</u>	<u>26-0205433</u>

**b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No

**c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No

**d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

## Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>CHINA OUTFITTERS HOLDINGS LTD</u>	Identifying number, if any <u>FOREIGNUS</u>
--	--

**5** Address (including country) WALKER HOUSE 87 MARY STREET  
GEORGE TOWN GRAND CAYMAN CJ KY1-9005

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

CJ

**7** Foreign law characterization (see instructions)

CORPORATION

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/06/2011		209,912.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 3.0300 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
--	--

**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
<u>SC INDIA GF I, LP</u>	<u>20-5187503</u>

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>UNITEDLEX BPO PRIVATE LTD</u>	4 Identifying number, if any <u>FOREIGNUS</u>
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**5** Address (including country) DLF BLDG. NO. 6 TOWER A, FIRST FLOOR  
GURGAON HARYANA IN 122002

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

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

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

For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		100,693.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 15.2800 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

Name of transferor <u>WELLESLEY COLLEGE</u>	Identifying number (see instructions) <u>04-2103637</u>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership

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

## Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>BIGPOINT MANAGER INVESTMENTS SCA</u>	4 Identifying number, if any <u>98-0705478</u>
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5 Address (including country) <u>DREHBAHN 47-48</u> <u>HAMBURG GM</u>
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6 Country code of country of incorporation or organization (see instructions) <u>GM</u>
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7 Foreign law characterization (see instructions) <u>CORPORATION</u>
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8 Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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For Paperwork Reduction Act Notice, see separate instructions.

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	05/31/2011		116,562.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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

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

(a) Before 0.0000 % (b) After 0.0317 %

10 Type of nonrecognition transaction (see instructions) ▶ SEC. 351

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

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

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

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

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

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

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

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

16 Was cash the only property transferred?  Yes  No

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

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_