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For calendar year 2006, or tax year beginning , 2006, and ending

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

Name of foundation: **WYSS FOUNDATION**
 C/O JOSEPH FISHER
 Number and street (or P.O. box number if mail is not delivered to street address) Room/suite: **1302 WRIGHTS LANE EAST**
 City or town, state, and ZIP code: **WEST CHESTER, PA 19380**

A Employer identification number: **25-1823874**
 B Telephone number (see page 11 of the instructions): **(202) 232-4418**

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **81,473,494.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here
 D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation
 E If private foundation status was terminated under section 507(b)(1)(A), check here
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	20,000,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,071.	1,071.		STMT 1
4	Dividends and interest from securities	2,505,560.	2,504,566.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,522,555.			
b	Gross sales price for all assets on line 6a	5,238,794.			
7	Capital gain net income (from Part IV, line 2)		4,894,073.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-690,828.	-756,302.		STMT 3
12	Total. Add lines 1 through 11	27,338,358.	6,643,408.		
13	Compensation of officers, directors, trustees, etc	358,121.			238,747.
14	Other employee salaries and wages	338,519.			225,679.
15	Pension plans, employee benefits	91,084.			60,723.
16a	Legal fees (attach schedule)	3,848.	NONE	NONE	NONE
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	196,061.			130,707.
17	Interest	31,885.	29,807.		
18	Taxes (attach schedule) (see page 10 of the instructions)	367,532.			25,815.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	67,702.			45,137.
21	Travel, conferences, and meetings	143,184.			95,456.
22	Printing and publications				
23	Other expenses (attach schedule)	266,218.	202,242.		37,824.
24	Total operating and administrative expenses. Add lines 13 through 23	1,864,154.	232,049.	NONE	860,088.
25	Contributions, gifts, grants paid	11,717,474.			11,717,474.
26	Total expenses and disbursements. Add lines 24 and 25	13,581,628.	232,049.	NONE	12,577,562.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	13,756,730.			
b	Net investment income (if negative, enter -0-)		6,411,359.		
c	Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing	446,497.	278,644.	278,644.	
2 Savings and temporary cash investments	12,075,951.	21,638,528.	21,616,177.	
3 Accounts receivable				
Less: allowance for doubtful accounts				
4 Pledges receivable				
Less: allowance for doubtful accounts				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
7 Other notes and loans receivable (attach schedule) * <input type="checkbox"/>	625,050.	1,250,000.	STMT 9 1,250,000.	
Less: allowance for doubtful accounts		1,250,000.		
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10 a Investments - U S and state government obligations (attach schedule)				
b Investments - corporate stock (attach schedule)				
c Investments - corporate bonds (attach schedule) STMT 10	3,231,548.	NONE	NONE	
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 11	44,398,216.	51,347,883.	58,321,673.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe <input type="checkbox"/> STMT 12)		7,000.	7,000.	
16 Total assets (to be completed by all filers - see page 17 of the instructions. Also, see page 1, item I)	60,777,262.	74,522,055.	81,473,494.	
Liabilities				
17 Accounts payable and accrued expenses	66,996.	55,059.		
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe <input type="checkbox"/>)				
23 Total liabilities (add lines 17 through 22)	66,996.	55,059.		
Net Assets or Fund Balances				
Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg. and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	60,710,266.	74,466,996.		
30 Total net assets or fund balances (see page 18 of the instructions)	60,710,266.	74,466,996.		
31 Total liabilities and net assets/fund balances (see page 18 of the instructions)	60,777,262.	74,522,055.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	60,710,266.
2 Enter amount from Part I, line 27a	2	13,756,730.
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	
4 Add lines 1, 2, and 3	4	74,466,996.
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	74,466,996.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)

			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	4,894,073.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8 }					

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 19 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2005	10,106,752.	55,914,499.	0.18075368966
2004	8,964,410.	58,995,261.	0.15195135758
2003	3,861,091.	50,260,457.	0.07682164529
2002	4,790,347.	45,364,208.	0.10559750101
2001	4,274,220.	46,095,790.	0.09272473690
2 Total of line 1, column (d)			0.60784893044
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.12156978609
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			63,821,246.
5 Multiply line 4 by line 3			7,758,735.
6 Enter 1% of net investment income (1% of Part I, line 27b)			64,114.
7 Add lines 5 and 6			7,822,849.
8 Enter qualifying distributions from Part XII, line 4			12,577,562.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 19.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	64,114.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	64,114.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	64,114.
6	Credits/Payments.		
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	260,902.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	260,902.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	196,788.
11	Enter the amount of line 10 to be: Credited to 2007 estimated tax 196,788. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		<input checked="" type="checkbox"/>
1b		<input checked="" type="checkbox"/>
1c		<input checked="" type="checkbox"/>
2		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
5		<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a		
8b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10	<input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities Continued

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>JOSEPH M. FISHER</u> Telephone no. ▶ <u>610-719-5217</u> Located at ▶ <u>1302 WRIGHTS LANE EAST, WEST CHESTER, PA</u> ZIP + 4 ▶ <u>19380</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrues during the year ▶ 15			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2006 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2006) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 23 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		358,121.	31,300.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY KILLINGSWORTH				
DURANGO, CO	40.00	98,829.	11,400.	
ANYA SCHOOLMAN				
WASHINGTON, DC	40.00	95,445.	19,100.	
MATT HOLLAMBY				
WASHINGTON, DC	40.00	53,224.	8,000.	

Total number of other employees paid over \$50,000 Yes No **NONE**

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

3 Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 NONE ----- -----	
2 ----- -----	
All other program-related investments See page 25 of the instructions	
3 NONE ----- -----	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	64,258,748.
b	Average of monthly cash balances	1b	534,395.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	64,793,143.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	64,793,143.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	971,897.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,821,246.
6	Minimum investment return. Enter 5% of line 5	6	3,191,062.

Part XI Distributable Amount (see page 26 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	3,191,062.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	64,114.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	64,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,126,948.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,126,948.
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,126,948.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	12,577,562.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,577,562.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 27 of the instructions)	5	64,114.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,513,448.

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

Part XIII Undistributed Income (see page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				3,126,948.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only				
b Total for prior years 2004		NONE		
3 Excess distributions carryover, if any, to 2006.				
a From 2001	2,022,458.			
b From 2002	2,562,351.			
c From 2003	1,593,104.			
d From 2004	6,196,579.			
e From 2005	7,404,683.			
f Total of lines 3a through e	19,779,175.			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ 12,577,562.				
a Applied to 2005, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2006 distributable amount				3,126,948.
e Remaining amount distributed out of corpus	9,450,614.			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	29,229,789.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	2,022,458.			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	27,207,331.			
10 Analysis of line 9:				
a Excess from 2002	2,562,351.			
b Excess from 2003	1,593,104.			
c Excess from 2004	6,196,579.			
d Excess from 2005	7,404,683.			
e Excess from 2006	9,450,614.			

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section		4942(j)(3) or		4942(j)(5)	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

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

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

b The form in which applications should be submitted and information and materials they should include:
SEE STATEMENT 15

c Any submission deadlines:
N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE STATEMENT 16

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year SEE ATTACHED SCHEDULE</p>				<p>11,717,474.</p>
<p>Total ▶ 3a</p>				<p>11,717,474.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

Schedule of Contributors

2006

Supplementary Information for
 line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization WYSS FOUNDATION C/O JOSEPH FISHER	Employer identification number 25-1823874
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

General Rule -

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

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WYSS FOUNDATION C/O JOSEPH FISHER	Employer identification number 25-1823874
---	---

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HANSJOERG WYSS 1302 WRIGHTS LANE EAST WEST CHESTER, PA 19380	 20,000,000.	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.)
_____	_____ _____ _____ _____	 _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
256,289.						F	256,289.	
						F		
1,372,533.						F	1,372,533.	
						F		
521,854.						F	521,854.	
						F		
2,788,118.						F	2,788,118.	
300,000.								10/01/2006
		344,721.					-44,721.	

TOTAL GAIN (LOSS)							4,894,073.	
							=====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHECKING ACCOUNT INTEREST	1,054.	1,054.
INTERNAL REVENUE SERVICE	17.	17.
TOTAL	1,071.	1,071.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PNC BANK - DIVIDEND INCOME	336,929.	336,929.
PNC BANK - INTEREST INCOME	217,245.	217,245.
BAUPOST VALUE PARTNERS - I INTEREST INC.	359,303.	358,970.
BAUPOST VALUE PARTNERS - I DIVIDEND INC.	433,633.	433,633.
BAUPOST VALUE PARTNERS - III INTEREST	691,898.	691,237.
BAUPOST VALUE PARTNERS - III DIVIDENDS	466,552.	466,552.
TOTAL	2,505,560.	2,504,566.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAUPOST VALUE PARTNERS I	-200,554.	-234,514.
BAUPOST VALUE PARTNERS III	-490,274.	-521,788.
TOTALS	-690,828.	-756,302.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	3,848.			
TOTALS	3,848.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING FEES	196,061.	130,707.
TOTALS	196,061.	130,707.

FORM 990PF, PART I - INTEREST EXPENSE
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BAUPOST VALUE PARTNERS LP - I	10,599.	9,905.
BAUPOST VALUE PARTNERS LP- III	21,286.	19,902.
TOTALS	31,885.	29,807.

FORM 990PF, PART I - TAXES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

PAYROLL TAXES
INCOME TAXES
STATE & LOCAL TAXES
FOREIGN TAXES PAID

38,723.
290,620.
14,947.
23,242.

25,815.

TOTALS

367,532.
=====

25,815.
=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	2,433.		
PORTFOLIO DEDUCTIONS	202,242.	202,242.	
INSURANCE EXPENSE	7,040.		4,693.
TELEPHONE	17,175.		11,450.
COMPUTER CHARGES	3,092.		2,061.
DUES & SUBSCRIPTIONS	14,311.		9,541.
OFFICE EXPENSES	15,118.		10,079.
OTHER EXPENSES	4,807.		
TOTALS	266,218.	202,242.	37,824.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE
 =====

BORROWER: PACIFIC FOREST TRUST
ORIGINAL AMOUNT: 625,050.
DATE OF NOTE: 04/25/2005
MATURITY DATE: 02/18/2010
REPAYMENT TERMS: PAYABLE AT MATURITY
SECURITY PROVIDED: MORTGAGE
PURPOSE OF LOAN: LAND ACQUISITION

BEGINNING BALANCE DUE	625,050.
ENDING BALANCE DUE	1,250,000. -----
ENDING FAIR MARKET VALUE	1,250,000. -----
 TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	 625,050. =====
 TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	 1,250,000. =====
 TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	 1,250,000. =====

FORM 990PF, PART II - CORPORATE BONDS
 =====

DESCRIPTION

ENDING
 BOOK VALUE

ENDING
 FMV

CORPORATE BONDS

NONE

NONE

TOTALS

NONE
 =====

NONE
 =====

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BAUPOST VALUE PARTNERS L.P.	50,992,943.	57,966,733.
WESTERN LAND HOLDING LLC	354,940.	354,940.
TOTALS	51,347,883.	58,321,673.

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION

	ENDING BOOK VALUE	ENDING FMV
	-----	----
SECURITY DEPOSIT ON RENTAL	7,000.	7,000.
	-----	-----
TOTALS	7,000.	7,000.
	=====	=====

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
HANSJOERG WYSS 1302 WRIGHTS LANE EAST WEST CHESTER, PA 19380	12/08/2006	20,000,000.
TOTAL CONTRIBUTION AMOUNTS		20,000,000.

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
JOHN LESHY SAN FRANCISCO, CA	PRESIDENT	153,954.	4,000.
HANSJOERG WYSS 1302 WRIGHTS LANE EAST WEST CHESTER, PA 19380	CHAIRMAN	NONE	NONE
JOSEPH FISHER 1302 WRIGHTS LANE EAST WEST CHESTER, PA 19380	SECRETARY	NONE	NONE
MOLLY MCUSIC WASHINGTON, DC	COO	204,167.	27,300.
GRAND TOTALS		358,121.	31,300.

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS
=====

**APPLICATIONS SHOULD NOT BE SUBMITTED WITHOUT DISCUSSING THEM FIRST
WITH A STAFF MEMBER.**

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

=====

THE WYSS FOUNDATION PRIMARILY MAKES DONATIONS TO GRASSROOTS ORGANIZATIONS THAT WORK TO PROTECT OPEN SPACES ON PUBLIC AND PRIVATE LANDS FROM THE ROCKY MOUNTAINS TO THE WEST COAST OF THE UNITED STATES AND ALASKA.

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
Alaska Wilderness League	122 C St. NW, Suite 240	Washington	DC	20001	50,000	Charitable Contribution	Public Charity
American Hiking Society	1422 Fenwick Lane	Silver Spring	MD	20910	15,000	Charitable Contribution	Public Charity
American Prairie Foundation	PO Box 908	Bozeman	MT	59771	1,000,000	Charitable Contribution	Public Charity
American Rivers, Inc.	1101 14th Street NW, Suite 1400	Washington	DC	20005-5637	80,000	Charitable Contribution	Public Charity
Arizona League of Conservation Voters Education Fund	P.O. Box 40154	Tucson	AZ	85717	50,000	Charitable Contribution	Public Charity
Arizona Wilderness Coalition	P.O. Box 40340	Tucson	AZ	85717-0340	50,000	Charitable Contribution	Public Charity
Campaign for America's Wilderness	679 East Second Avenue, Unit 1	Durango	CO	81301	15,000	Charitable Contribution	Public Charity
Center for Biological Diversity	PO Box 710	Tucson	AZ	85702	232,000	Charitable Contribution	Public Charity
Center for Native Ecosystems	1536 Wynkoop, Suite 301	Denver	CO	80202	50,000	Charitable Contribution	Public Charity
Center of Southwest Culture	500 Copper Avenue, NW, Suite 103	Albuquerque	NM	87102	100,000	Charitable Contribution	Public Charity
Colorado Conservation Voters Education Fund	1536 Wynkoop St., Suite 4-C	Denver	CO	80202	50,000	Charitable Contribution	Public Charity
Colorado Environmental Coalition, Inc.	1536 Wynkoop Street #5C	Denver	CO	80202	145,000	Charitable Contribution	Public Charity
Conservation Fund	721 NW 9th Ave, Suite 226	Portland	OR	97209	62,000	Charitable Contribution	Public Charity

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
Conservation Voters New Mexico Education Fund	320 Aztec Street, Suite B	Santa Fe	NM	87501	75,000	Charitable Contribution	Public Charity
Earthjustice	1400 Glenarm Place, Suite 300	Denver	CO	80202	200,000	Charitable Contribution	Public Charity
Earthworks	1612 K Street, NW Suite 808	Washington	DC	20006	55,000	Charitable Contribution	Public Charity
EcoFlight	311K Aspen Airport Business Center	Aspen	CO	81612	30,000	Charitable Contribution	Public Charity
Environment News Trust	Box 666	Antonito	CO	81120	100,000	Charitable Contribution	Public Charity
Forest Ethics	One Haight Street, Suite B	San Francisco	CA	94102	24,468	Charitable Contribution	Public Charity
Friends of Nevada Wilderness	PO Box 9754	Reno	NV	89523	70,000	Charitable Contribution	Public Charity
Friends of the Abajos	90 W. Center Street	Moab	UT	84532	35,000	Charitable Contribution	Public Charity
Georgetown University	Georgetown University Law Center 600 New Jersey Avenue, NW	Washington	DC	20001	110,000	Charitable Contribution	Public Charity
Grand Canyon Trust	2601 N Fort Valley Rd	Flagstaff	AZ	86001	275,000	Charitable Contribution	Public Charity
Grand Staircase-Escalante Partners, Inc.	745 Highway 89 East	Kanab	UT	84741	50,000	Charitable Contribution	Public Charity
Greater Yellowstone Coalition, Inc.	PO Box 1874	Bozeman	MT	59771	200,000	Charitable Contribution	Public Charity
Great Old Broads for Wilderness	850 Main Avenue	Durango	CO	81302	45,000	Charitable Contribution	Public Charity

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
Headwaters Community Association Incorporated	84-4th St	Ashland	OR	97520	56,000	Charitable Contribution	Public Charity
Idaho Conservation League, Inc.	PO Box 844	Boise	ID	83701	150,000	Charitable Contribution	Public Charity
Idaho Rivers United Inc	PO Box 633	Boise	ID	83701	50,000	Charitable Contribution	Public Charity
League of Conservation Voters Education Fund	1920 L Street, NW, Suite 800	Washington	DC	20036	200,000	Charitable Contribution	Public Charity
Montana Conservation Voters Education Fund	PO Box 853	Billings	MT	59103	75,000	Charitable Contribution	Public Charity
Montana Wildlife Federation	PO Box 1175	Helena	MT	59624	168,500	Charitable Contribution	Public Charity
Montana Wilderness Association	30 South Ewing	Helena	MT	59601	90,000	Charitable Contribution	Public Charity
National Outdoor Leadership School	284 Lincoln Street	Lander	WY	82520-2848	45,000	Charitable Contribution	Public Charity
National Trust for Historic Preservation	1785 Massachusetts Ave, NW	Washington	DC	20036	245,000	Charitable Contribution	Public Charity
National Wildlife Federation	11100 Wildlife Center Drive	Reston	VA	20190-5362	80,000	Charitable Contribution	Public Charity
Natural Resources Defense Council, Inc.	40 West 20th Street 11th Floor	New York	NY	10011	75,000	Charitable Contribution	Public Charity
Nevada Conservation League Education Fund	7473 West Lake Mead Blvd. Ste 100	Las Vegas	NV	89128	100,000	Charitable Contribution	Public Charity
Nevada Wilderness Project	8550 White Fir Street	Reno	NV	89523	50,000	Charitable Contribution	Public Charity

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
New Mexico Wilderness Alliance	PO Box 25464	Albuquerque	NM	87125	20,000	Charitable Contribution	Public Charity
Pacific Forest Trust	The Presidio 1001A O'Reilly Avenue	San Francisco	CA	94129	125,000	Charitable Contribution	Public Charity
Policy Consensus Initiative, Inc	P.O. Box 1762	Portland	OR	97207	107,500	Charitable Contribution	Public Charity
Public Interest Projects	80 Broad Street, Suite 1600	New York	NY	10004-2248	750,000	Charitable Contribution	Public Charity
Rails to Trails Conservancy	1100 Seventeenth Street, NW, 10th Floor	Washington	DC	20036	40,000	Charitable Contribution	Public Charity
San Juan Citizens Alliance	P.O. Box 2461, 850 Main Ave	Durango	CO	81302	115,000	Charitable Contribution	Public Charity
Sierra Club Foundation	85 Second Street, Suite 750	San Francisco	CA	94105	68,000	Charitable Contribution	Public Charity
Sky Island Alliance	P.O. Box 41165	Tucson	AZ	85717-1165	45,000	Charitable Contribution	Public Charity
Smart Growth America	1707 L Street, NW	Washington	DC	20036	30,000	Charitable Contribution	Public Charity
Soda Mountain Wilderness Council, Inc.	PO Box 512	Ashland	OR	97520	35,000	Charitable Contribution	Public Charity
Southern Utah Wilderness Alliance	425 East 100 South	Salt Lake City	UT	84111	110,000	Charitable Contribution	Public Charity
The Montana Wilderness Association, Inc.	30 South Ewing	Helena	MT	59601	50,000	Charitable Contribution	Public Charity
The Sonoran Institute	7650 E. Broadway Blvd. Suite 203	Tucson	AZ	85710	878,000	Charitable Contribution	Public Charity

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
The Nature Conservancy Inc	5410 Grosvenor Lane Suite 100	Bethesda	MD	20814	2,281,000	Charitable Contribution	Public Charity
Trust for Public Land	806 SW Broadway Suite 300	Portland	OR	97205	30,000	Charitable Contribution	Public Charity
The University of Colorado Foundation, Inc.	401 UCB	Boulder	CO	80309-0401	5,000	Charitable Contribution	Public Charity
Theodore Roosevelt Conservation Partnership Inc	555 Eleventh St NW, 6th Floor	Washington	DC	20004	30,000	Charitable Contribution	Public Charity
Trout Unlimited National Office	1300 North 17th Street, Suite 500	Arlington	VA	22209-3801	625,000	Charitable Contribution	Public Charity
University of Montana Foundation	PO Box 7159	Missoula	MT	59807	55,155	Charitable Contribution	Public Charity
Western Colorado Congress	546 Main Street, Suite 406 P.O. Box 1931	Grand Junction	CO	81502	50,000	Charitable Contribution	Public Charity
Western Mining Action Project	412 High Street	Lyons	CO	80540	90,000	Charitable Contribution	Public Charity
Western Organization of Resource Councils Education Project	220 S. 27th Street , Suite B	Billings	MT	59101	175,000	Charitable Contribution	Public Charity
Western Resource Advocates	2260 Baseline Road, Suite 200	Boulder	CO	80302	450,000	Charitable Contribution	Public Charity
Wild Salmon Center	721 NW 9th Avenue, Suite 290	Portland	OR	97209	185,000	Charitable Contribution	Public Charity
The Wilderness Society	1615 M St. NW	Washington	DC	20036	185,000	Charitable Contribution	Public Charity
Wilderness Land Trust	P.O. Box 1420	Carbondale	CO	81623	195,000	Charitable Contribution	Public Charity

WYSS FOUNDATION
GRANTS PAID

Legal Name	Street Address	City	State	Postal Code	Paid Amount	Purpose	Status
Wildlife Conservation Society	2023 Stadium Dr., Suite 1A	Bozeman	MT	59715	15,000	Charitable Contribution	Public Charity
Wyoming Conservation Voters Education Fund	P.O. Box 2664	Casper	WY	82602	50,000	Charitable Contribution	Public Charity
Wyoming Outdoor Council	262 Lincoln Street	Lander	WY	82520	130,000	Charitable Contribution	Public Charity
Yale University	205 Prospect Street	New Haven	CT	06511	210,683	Charitable Contribution	Public Charity
Four Corners School of Outdoor Education, Inc.	P.O. Box 1029	Monticello	UT	84535	5,000	Charitable Contribution	Public Charity
Rocky Mountain Field Institute	1520 Alamo Avenue	Colorado Springs	CO	80907	15,000	Charitable Contribution	Public Charity
Special Olympics	2570 Boulevard of the Generals	Norristown	PA	19403	9,100	Charitable Contribution	Public Charity
Baupost Value Partners LP - I					28	Charitable Contribution	Public Charity
Baupost Value Partners LP - III					40	Charitable Contribution	Public Charity
					11,717,474		

Underpayment of Estimated Tax by Corporations

2006

▶ See separate instructions.
 ▶ Attach to the corporation's tax return.

Name **WYSS FOUNDATION**
C/O JOSEPH FISHER

Employer identification number
25-1823874

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	64,114.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for Federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	64,114.
4	Enter the tax shown on the corporation's 2005 income tax return (see instructions) Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	131,395.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	64,114.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/2006	06/15/2006	09/15/2006	12/15/2006
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. Special rules apply to corporations with assets of \$1 billion or more (see instructions)	16,029.	16,029.	16,029.	16,029.
11 Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15	125,902.		40,000.	45,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		109,873.	93,844.	117,815.
13 Add lines 11 and 12		109,873.	133,844.	162,815.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	125,902.	109,873.	133,844.	162,815.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	109,873.	93,844.	117,815.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2006 and before 7/1/2006	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\%}{365}$	22			
23 Number of days on line 20 after 6/30/2006 and before 4/1/2007	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 8\%}{365}$	24			
25 Number of days on line 20 after 3/31/2007 and before 7/1/2007	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times **\%}{365}$	26			
27 Number of days on line 20 after 6/30/2007 and before 10/1/2007	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times **\%}{365}$	28			
29 Number of days on line 20 after 9/30/2007 and before 1/1/2008	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times **\%}{365}$	30			
31 Number of days on line 20 after 12/31/2007 and before 2/16/2008	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times **\%}{366}$	32			
33 Add lines 22, 24, 26, 28, 30, and 32	33			
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33; Form 1120-A, line 29, or the comparable line for other income tax returns				34

***For underpayments paid after March 31, 2007:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information

Part II Annualized Income Installment Method		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions)	21	1,463,254.	2,267,532.	4,388,753.	6,562,381.
22	Annualization amounts (see instructions).	22	6.00000	4.00000	2.00000	1.33333
23	Annualized taxable income Multiply line 21 by line 22	23	8,779,524.	9,070,128.	8,777,506.	8,749,819.
24	Figure the tax on the amount on line 23 using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	87,795.	90,701.	87,775.	87,498.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instructions)	26				
27	Total tax Add lines 24 through 26.	27	87,795.	90,701.	87,775.	87,498.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions).	28				
29	Total tax after credits Subtract line 28 from line 27 If zero or less, enter -0-.	29	87,795.	90,701.	87,775.	87,498.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	21,949.	45,351.	65,831.	87,498.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
<i>Note: Complete lines 32 through 38 of one column before completing the next column</i>						
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	21,949.	45,351.	65,831.	87,498.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		16,029.	32,058.	48,087.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32 If zero or less, enter -0-.	34	21,949.	29,322.	33,773.	39,411.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column (Note: (Corporations with assets of \$1 billion or more and "large corporations," see the instructions for line 10 for the amounts to enter)	35	16,029.	16,029.	16,029.	16,029.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37	Add lines 35 and 36	37	16,029.	16,029.	16,029.	16,029.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	16,029.	16,029.	16,029.	16,029.

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

2006

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust:

WYSS FOUNDATION
C/O JOSEPH FISHER

Employer identification number

25-1823874

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
SEE STATEMENT 1			778,143.		778,143.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2005 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on line 13, column (3) below	5	778,143.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
SEE STATEMENT 2			4,460,651.	344,721.	4,115,930.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2005 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6 through 11 in column (f). Enter here and on line 14a, column (3) below	12	4,115,930.

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

		(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			778,143.
14 Net long-term gain or (loss):				
a Total for year	14a			4,115,930.
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 36).	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			4,894,073.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4, the smaller of:
 a The loss on line 15, column (3) or
 b \$3,000

16	()
-----------	-----

If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 39 of the instructions to determine your capital loss carryover.

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

Note: If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V. Otherwise, go to line 17.

17 Enter taxable income from Form 1041, line 22	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,050	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27; go to line 28 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Multiply line 26 by 5% (.05)	27		
28 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 through 31; go to line 32. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
29 Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
30 Subtract line 29 from line 28	30		
31 Multiply line 30 by 15% (.15)	31		
32 Figure the tax on the amount on line 23. Use the 2006 Tax Rate Schedule on page 23 of the instructions	32		
33 Add lines 27, 31, and 32	33		
34 Figure the tax on the amount on line 17. Use the 2006 Tax Rate Schedule on page 23 of the instructions	34		
35 Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041	35		

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

OMB No 1545-1002

Attachment
 Sequence No **69**

▶ See separate instructions.

Name of shareholder WYSS FOUNDATION	Identifying number (see page 2 of instructions) 25-1823874
Number, street, and room or suite no (If a P O box, see page 2 of instructions) 1302 WRIGHTS LANE EAST	Shareholder tax year calendar year 20 <u>06</u> or other tax year beginning _____, 20__ and ending _____, 20__
City or town, state, and ZIP code or country WEST CHESTER, PA 19380	
Check type of shareholder filing the return <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) BAUPOST VALUE PARTNERS, L.P. - SEE ATTACHED	Employer identification number (if any) 04-3506440
Address (Enter number, street, city or town, and country) 10 ST. JAMES AVENUE BOSTON, MA 02116	Tax year of company or fund calendar year 20 <u>06</u> or other tax year beginning _____, 20__ and ending _____, 20__

Part I Elections (See instructions.)

- A** **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF *Complete lines 1a through 2c of Part II*
- B** **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC *Enter gain or loss on line 10f of Part IV*
- C** **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution *Enter this amount on line 10e of Part IV*
- D** **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*
- E** **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a) *Enter gain on line 10f of Part IV.*
- F** **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF . . .	1a			
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b			
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income			1c	
2a Enter your pro rata share of the total net capital gain of the QEF	2a			
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b			
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			2c	
3a Add lines 1c and 2c			3a	
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b			
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c			
d Add lines 3b and 3c			3d	
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) Important: <i>If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.</i>			3e	
4a Enter the total tax for the tax year (See instructions.)	4a			
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b			
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions			4c	

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	0
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3 (See instructions if the number of preceding tax years is less than 3)	10c	0
d	Multiply line 10c by 125% (1.25)	10d	0
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	0
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years) (See instructions)	11c	
d	Foreign tax credit (See instructions)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax" (See instructions.)	11e	0
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here (See instructions)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1	Tax year of outstanding election					
2	Undistributed earnings to which the election relates					
3	Deferred tax					
4	Interest accrued on deferred tax (line 3) as of the filing date					
5	Event terminating election					
6	Earnings distributed or deemed distributed during the tax year					
7	Deferred tax due with this return					
8	Accrued interest due with this return					
9	Deferred tax outstanding after partial termination of election					
10	Interest accrued after partial termination of election					

BAUPOST VALUE PARTNERS, L.P.-I
TAX ID: 04-3506440 TAX YEAR: 2006
PARTNER #24 - WYSS FOUNDATION
SCHEDULE K-1 STATEMENTS

PART D - ADDITIONAL INFORMATION PROVIDED TO ASSIST IN THE PREPARATION OF YOUR TAX RETURN

FORM 8621 - QUALIFIED ELECTING FUND ("QEF")

The Partnership has received information from pass-through investments related to investment in stock of a passive foreign investment company ("PFIC") for which a QEF election is in effect. The following information is provided solely to allow proper completion of Form 8621, "Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund", and should NOT be added to your taxable income. The amounts below are already included in the proper line items of your Schedule K-1.

ORDINARY EARNINGS	NET CAPITAL GAIN
Report on Form 8621, Part II Lines 1a & 1c	Report on Form 8621, Part II Lines 2a & 2c

<u>QEF #1: Aolzaka TMK</u>	50	0
Country: Japan Address: 4-8 Kojimachi Chiyoda-ku Address: Tokyo, Japan Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #2: Azalea Owan TMK</u>	120	0
Country: Japan Address: 1-11-44 Akasaka Minato-ku Address: Tokyo 107-0052 Japan Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #3: CGI Alberta, L.P.</u>	1,343	0
Country: Canada Address: 126 East 56th Street, Suite 1120 Address: New York, NY 10022 Tax Year: 12/31/2006 PFIC EIN: 20-4655014		
<u>QEF #4: Enokizaka TMK</u>	25	0
Country: Japan Address: 4-8 Kojimachi Chiyoda-ku Address: Tokyo, Japan Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #5: Heian TMK</u>	16	0
Country: Japan Address: 1-11-44 Akasaka Minato-ku Address: Tokyo 107-0052 Japan Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #6: Prosperity Rassvet Limited</u>	11,981	0
Country: Ireland Address: c/o UBS Fund Services (Ireland) Ltd (the "Administrator") Address: 1 George's Quay Plaza Address: George's Quay Address: Dublin 2, Ireland Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #7: Saltare TMK</u>	3	0
Country: Japan Address: 1-11-44 Akasaka Minato-ku Address: Tokyo 107-0052 Japan Tax Year: 12/31/2006 PFIC EIN: N/A		
<u>QEF #8: SREI Alberta, LP</u>	0	1,256
Country: Canada Address: c/o Grove Fund Management LLC Address: 1325 Franklin Ave Address: Garden City, NY 11530 Tax Year: 12/31/2006 PFIC EIN: 98-0337910		

BAUPOST VALUE PARTNERS, L.P.-I
TAX ID: 04-3506440 TAX YEAR: 2006
PARTNER #24 - WYSS FOUNDATION
SCHEDULE K-1 STATEMENTS

PART D - ADDITIONAL INFORMATION PROVIDED TO ASSIST IN THE PREPARATION OF YOUR TAX RETURN

FORM 8621 - QUALIFIED ELECTING FUND ("QEF") (Continued)

ORDINARY EARNINGS	NET CAPITAL GAIN
Report on Form 8621, Part II Lines 1a & 1c	Report on Form 8621, Part II Lines 2a & 2c

QEF #9: Yayoi TMK

Country: Japan
 Address: 1-11-44 Akasaka Minato-ku
 Address: Tokyo 107-0052 Japan
 Tax Year: 12/31/2006
 PFIC EIN: N/A

28 0

QEF #10: Yosezaka TMK

Country: Japan
 Address: 4-8 Kojimachi Chiyoda-ku
 Address: Tokyo, Japan
 Tax Year: 12/31/2006
 PFIC EIN: N/A

7 0

QEF NOTE: A Passive Foreign Investment Company "Annual Intermediary Statement" is available from the Partnership upon request.

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

OMB No 1545-1002

Attachment Sequence No **69**

▶ See separate instructions.

Name of shareholder WYSS FOUNDATION	Identifying number (see page 2 of instructions) 25-1823874
Number, street, and room or suite no (If a P O box, see page 2 of instructions) 1302 WRIGHTS LANE EAST	Shareholder tax year calendar year 2006 or other tax year beginning _____, 20__ and ending _____, 20__
City or town, state, and ZIP code or country WEST CHESTER, PA 19380	
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) BAUPOST VALUE PARTNERS, L.P. - SEE ATTACHED	Employer identification number (if any) 04-3530415
Address (Enter number, street, city or town, and country) 10 ST. JAMES AVENUE BOSTON, MA 02116	Tax year of company or fund calendar year 2006 or other tax year beginning _____, 20__ and ending _____, 20__

- Part I Elections (See instructions.)**
- A** **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF *Complete lines 1a through 2c of Part II*
 - B** **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC *Enter gain or loss on line 10f of Part IV*
 - C** **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV*
 - D** **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
 - E** **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a) *Enter gain on line 10f of Part IV*
 - F** **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF . . .	1a			
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b			
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income			1c	
2a Enter your pro rata share of the total net capital gain of the QEF	2a			
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b			
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			2c	
3a Add lines 1c and 2c			3a	
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b			
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c			
d Add lines 3b and 3c			3d	
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.			3e	
4a Enter the total tax for the tax year (See instructions.)	4a			
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b			
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions			4c	

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	0
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
 Complete a separate Part IV for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3 (See instructions if the number of preceding tax years is less than 3.)	10c	0
d	Multiply line 10c by 125% (1.25)	10d	0
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	0
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11.	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions)	11c	
d	Foreign tax credit (See instructions)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	0
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here (See instructions)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1	Tax year of outstanding election					
2	Undistributed earnings to which the election relates					
3	Deferred tax					
4	Interest accrued on deferred tax (line 3) as of the filing date					
5	Event terminating election					
6	Earnings distributed or deemed distributed during the tax year					
7	Deferred tax due with this return					
8	Accrued interest due with this return					
9	Deferred tax outstanding after partial termination of election					
10	Interest accrued after partial termination of election					

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - I	Identifying number (see instructions) 04-3506440
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation information (see instructions)

3 Name of transferee (foreign corporation) BRPTE SARL	4 Identifying number, if any
---	------------------------------

5 Address (including country) **15, BOULEVARD ROYAL L-2449 LUXEMBOURG LUXEMBOURG**

6 Country of incorporation or organization
LU

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer VAR</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
---	---

11 Description of property transferred.
CASH IN THE AMOUNT OF \$106,085

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor BAUPOST VALUE PARTNERS LP - I	Identifying number (see instructions) 04-3506440
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BVP - I CAYMAN LIMITED	4 Identifying number, if any
--	-------------------------------------

5 Address (including country) **PO BOX 309**
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer VAR</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
--	--

11 Description of property transferred.
CASH IN THE AMOUNT OF \$1,188,357.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 938(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 in the transfer:

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - I	Identifying number (see instructions) 04-3506440
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GAVEA INVESTMENT FUND LIMITED	4 Identifying number, if any
---	-------------------------------------

5 Address (including country) **PO BOX 896 GT, HARBOUR CENTRE
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer VAR</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
--	--

11 Description of property transferred:
CASH IN THE AMOUNT OF \$83,279.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor BAUPOST VALUE PARTNERS LP - I	Identifying number (see instructions) 04-3506440
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PROSPERITY RASSVET LIMITED	4 Identifying number, if any
---	------------------------------

5 Address (including country) **35 SOHO SQUARE
LONDON UNITED KINGDOM W1D 3QX**

6 Country of incorporation or organization
UK

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer 03/08/2006</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
--	---

11 Description of property transferred:
CASH IN THE AMOUNT OF \$72,463.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor **BAUPOST VALUE PARTNERS LP - I** Identifying number (see instructions) **04-3506440**

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **PTOLEMY, LP** 4 Identifying number, if any

5 Address (including country) **PO BOX 309GT, UGLAND HOUSE SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer VAR</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
--	--

11 Description of property transferred:
CASH IN THE AMOUNT OF \$96,443.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - I	Identifying number (see instructions) 04-3506440
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - I	04-3506440

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PTOLEMY CO-INVEST I, LP	4 Identifying number, if any
--	------------------------------

5 Address (including country) **PO BOX 309GT, UGLAND HOUSE SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

For Paperwork Reduction Act Notice, see page 4.

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer

05/08/2006

10 Type of nonrecognition transaction (see instructions)

IRC SECTION 351

11 Description of property transferred:

CASH IN THE AMOUNT OF \$66,820.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)?

Yes No

14a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BRPTE SARL	4 Identifying number, if any
---	------------------------------

5 Address (including country) **15, BOULEVARD ROYAL
LUXEMBOURG LUXEMBOURG L-2449**

6 Country of incorporation or organization
LU

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer
12/27/2006

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

11 Description of property transferred:
CASH IN THE AMOUNT OF \$210,299.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BVP - III CAYMAN LIMITED	4 Identifying number, if any
---	------------------------------

5 Address (including country) **PO BOX 309
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer

VAR

10 Type of nonrecognition transaction (see instructions)

IRC SECTION 351

11 Description of property transferred.

CASH IN THE AMOUNT OF \$2,877,544.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)?

Yes No

14a 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 in the transfer:

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

▶ Attach to your income tax return.

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GAVEA INVESTMENT FUND LIMITED	4 Identifying number, if any
--	------------------------------

5 Address (including country) **PO BOX 896 GT, HARBOUR CENTRE
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer VAR</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
--	--

11 Description of property transferred.
CASH IN THE AMOUNT OF \$170,624.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PROSPERITY RASSVET LIMITED	4 Identifying number, if any
---	------------------------------

5 Address (including country) **35 SOHO SQUARE**
LONDON UNITED KINGDOM W1D 3QX

6 Country of incorporation or organization
UK

7 Foreign law characterization (see instructions)
UNKNOWN

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

For Paperwork Reduction Act Notice, see page 4.

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer 03/08/2006</p>	<p>10 Type of nonrecognition transaction (see instructions) IRC SECTION 351</p>
---	--

11 Description of property transferred.
CASH IN THE AMOUNT OF \$144,279.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
--	--

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PTOLEMY LP	4 Identifying number, if any
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5 Address (including country) **PO BOX 309GT, UGLAND HOUSE SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer

VAR

10 Type of nonrecognition transaction (see instructions)

IRC SECTION 351

11 Description of property transferred.

CASH IN THE AMOUNT OF \$191,765.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a 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 in the transfer:

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

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return.

Attachment
Sequence No **128**

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

Name of transferor BAUPOST VALUE PARTNERS LP - III	Identifying number (see instructions) 04-3530415
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- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- 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

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAUPOST VALUE PARTNERS LP - III	04-3530415

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PTOLEMY CO-INVEST I, LP	4 Identifying number, if any
--	------------------------------

5 Address (including country) **PO BOX 309GT, UGLAND HOUSE SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN, CAYMAN ISLANDS**

6 Country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
UNKNOWN

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

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer

05/08/2006

10 Type of nonrecognition transaction (see instructions)

IRC SECTION 351

11 Description of property transferred:

CASH IN THE AMOUNT OF \$132,862.

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

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14 a 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 in the transfer:

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box,

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization WYSS FOUNDATION	Employer identification number 25-1823874
	C/O JOSEPH FISHER	For IRS use only
	Number, street, and room or suite no. If a P.O. box, see instructions 1302 WRIGHTS LANE EAST	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEST CHESTER, PA 19380	

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

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

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

• The books are in the care of ► **JOSEPH M. FISHER**
Telephone No. ► **610 719-5217** FAX No. ► **610 719-5141**

• If the organization does not have an office or place of business in the United States, check this box.

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 07.

5 For calendar year 2006, or other tax year beginning , 20 and ending , 20 .

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

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 260,902.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 260,902.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ NONE

Signature and Verification

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

Signature ► Joseph Fisher Title ► **TREASURER** Date ► **08/01/2007**

Notice to Applicant. (To Be Completed by the IRS)

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	City or town, province or state, and country (including postal or ZIP code)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Section 501(c)(3) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c)(3) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization WYSS FOUNDATION C/O JOSEPH FISHER	Employer identification number 25-1823874
	Number, street, and room or suite no. If a P O box, see instructions. 1302 WRIGHTS LANE EAST	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WEST CHESTER, PA 19380	

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

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

The books are in the care of ▶ **JOSEPH M. FISHER**

Telephone No. ▶ **610 719-5217** FAX No. ▶ **610 719-5141**

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

1 I request an automatic 3-month (6 months for a section 501(c)(3) corporation required to file Form 990-T) extension of time until **08/15, 2007**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year **2006** or
- ▶ tax year beginning _____, _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 260,902.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 210,902.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$ 50,000.

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

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