

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2012 or other tax year beginning , and ending

Form sections A through G: A Check box if address changed; B Exempt under section 501(c)(3); C Book value of all assets at end of year; F Group exemption number; G Check organization type.

H Describe the organization's primary unrelated business activity. SEE STATEMENT 20

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

J The books are in care of JENNIFER DEGER Telephone number 206-709-3100

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows 1a-13 Total.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

Table with 4 columns: Line number, Description, Sub-column, Total. Rows 14-34 Unrelated business taxable income.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here... 36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: [X] Tax rate schedule or [ ] Schedule D (Form 1041) ... 37 Proxy tax (see instructions) ... 38 Alternative minimum tax ... 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) ... 40b Other credits (see instructions) ... 40c General business credit. Attach Form 3800 ... 40d Credit for prior year minimum tax (attach Form 8801 or 8827) ... 40e Total credits. Add lines 40a through 40d ... 41 Subtract line 40e from line 39 ... 42 Other taxes. Check if from: [ ] Form 4255 [ ] Form 8611 [ ] Form 8697 [ ] Form 8866 [ ] Other (attach statement) ... 43 Total tax. Add lines 41 and 42 ... 44a Payments: A 2011 overpayment credited to 2012 ... 44b 2012 estimated tax payments ... 44c Tax deposited with Form 8868 ... 44d Foreign organizations: Tax paid or withheld at source (see instructions) ... 44e Backup withholding (see instructions) ... 44f Credit for small employer health insurance premiums (Attach Form 8941) ... 44g Other credits and payments: [ ] Form 2439 [ ] Form 4136 [ ] Other ... Total ... 45 Total payments. Add lines 44a through 44g ... 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached [ ] ... 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed ... 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ... 49 Enter the amount of line 48 you want: Credited to 2013 estimated tax 100,000. Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here SEE STATEMENT 22 ... 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. ... 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$ 77,911.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year 1 ... 2 Purchases 2 ... 3 Cost of labor 3 ... 4a Additional section 263A costs (att. statement) 4a ... 4b Other costs (attach statement) 4b ... 5 Total. Add lines 1 through 4b 5 ... 6 Inventory at end of year 6 ... 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7 ... 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer [Signature] Date 11/06/2013 Title CHIEF FINANCIAL OFFICER May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [ ] if self-employed PTIN JANE M. SEARING [Signature] 11/04/13 P00000565 Firm's name CLARK NUBER, P.S. Firm's EIN 91-1194016 10900 NE 4TH STREET, SUITE 1700 Firm's address BELLEVUE, WA 98004 Phone no. 425-454-4919

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ..... ▶		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ... ▶ 0.

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ..... ▶			0.	0.
Total dividends-received deductions included in column 8 ..... ▶			0.	0.

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals ..... ▶			0.	0.	

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b> .....	0.			0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> .....	0.	0.				0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> (carry to Part II, line (5)) .....	0.	0.				0.

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b>	0.	0.				0.
<b>Totals, Part II</b> (lines 1-5) .....	0.	0.				0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4) SEE STATEMENT 23		%	
<b>Total.</b> Enter here and on page 1, Part II, line 14 .....			0.

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

Name of estate or trust  BILL & MELINDA GATES FOUNDATION TRUST	Employer identification number  91-1663695
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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	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1 a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b .....	<b>1b</b>	
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 .....	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts .....	<b>3</b>	10.
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet .....	<b>4</b>	(            )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on page 2 .....	<b>5</b>	10.

**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	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6 a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b .....	<b>6b</b>	
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 .....	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts .....	<b>8</b>	- 440.
<b>9</b> Capital gain distributions .....	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I .....	<b>10</b>	1,251,495.
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet .....	<b>11</b>	(            )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on page 2 .....	<b>12</b>	1,251,055.

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries'	(2) Estate's or trust's	(3) Total
<b>Caution:</b> Read the instructions before completing this part.				
<b>13</b> Net short-term gain or (loss) .....	<b>13</b>		10.	10.
<b>14</b> Net long-term gain or (loss):				
<b>a</b> Total for year .....	<b>14a</b>		1,251,055.	1,251,055.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the worksheet) .....	<b>14b</b>			
<b>c</b> 28% rate gain .....	<b>14c</b>			
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a .....	<b>15</b>		1,251,065.	1,251,065.

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

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

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> 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.	
<b>Caution:</b> Skip this part and complete the Schedule D Tax Worksheet in the instructions if:	
• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
<b>Form 990-T trusts.</b> Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) .....	<b>17</b>	
<b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero .....	<b>18</b>	
<b>19</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) .....	<b>19</b>	
<b>20</b> Add lines 18 and 19 .....	<b>20</b>	
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- .....	<b>21</b>	
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- .....	<b>22</b>	
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- .....	<b>23</b>	
<b>24</b> Enter the smaller of the amount on line 17 or \$2,400 .....	<b>24</b>	
<b>25</b> Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 .....	<b>25</b>	
<b>26</b> Subtract line 25 from line 24 .....	<b>26</b>	
<b>27</b> Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 .....	<b>27</b>	
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) .....	<b>28</b>	
<b>29</b> Subtract line 28 from line 27 .....	<b>29</b>	
<b>30</b> Multiply line 29 by 15% (.15) .....	<b>30</b>	
<b>31</b> Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) .....	<b>31</b>	
<b>32</b> Add lines 30 and 31 .....	<b>32</b>	
<b>33</b> Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) .....	<b>33</b>	
<b>34</b> Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) .....	<b>34</b>	

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FORM 990-T      DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED      STATEMENT A?

BUSINESS ACTIVITY

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THE PRIMARY UNRELATED BUSINESS ACTIVITY IS CONDUCTED WITHIN PASSIVE INVESTMENT PARTNERSHIPS IN WHICH THE BILL & MELINDA GATES FOUNDATION TRUST HOLDS AN INTEREST.

TO FORM 990-T, PAGE 1

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FORM 990-T      INCOME (LOSS) FROM PARTNERSHIPS      STATEMENT 2@

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DESCRIPTION	AMOUNT
ORDINARY LOSS - BANNISTER HOLDINGS, LLC	-616,142.
ORDINARY LOSS - CSFB STRATEGIC PARTNERS II	-7,424.
ORDINARY INCOME - GROUSE PEAK LLC	32,622.
ORDINARY LOSS - SUFFOLK TIMBER HOLDINGS, LLC	-793,740.
ORDINARY INCOME - TOWER SQUARE CAPITAL PARTNERS II	282,165.
ORDINARY LOSS - TOWER SQUARE CAPITAL PARTNERS III	-49,544.
ORDINARY INCOME - VITRUVIAN EXPLORATION LLC	157,333.
NET RENTAL LOSS - CSFB STRATEGIC PARTNERS II	-552.
INTEREST INCOME - CSFB STRATEGIC PARTNERS II	25.
DIVIDEND INCOME - CSFB STRATEGIC PARTNERS II	47.
ROYALTIES - CSFB STRATEGIC PARTNERS II	1.
OTHER INCOME - CSFB STRATEGIC PARTNERS II	18,323.
OTHER DEDUCTIONS - CSFB STRATEGIC PARTNERS II	-1,761.
OTHER DEDUCTIONS - VITRUVIAN EXPLORATION LLC	-3,597.
INVESTMENT INTEREST EXPENSE - CSFB STRATEGIC PARTNERS II	-59.
FOREIGN TAXES PAID - CSFB STRATEGIC PARTNERS II	-197.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-982,500.

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FORM 990-T      NAME OF FOREIGN COUNTRY IN WHICH      STATEMENT 2A

ORGANIZATION HAS FINANCIAL INTEREST

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NAME OF COUNTRY

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BRAZIL  
 CHINA  
 CZECH REPUBLIC  
 DENMARK  
 EGYPT  
 GREECE  
 INDIA  
 JAPAN  
 KOREA (SOUTH)  
 MALAYSIA





**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 990-T**

**CHARITABLE CONTRIBUTION CARRYFORWARD SCHEDULE**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

<u>YEAR</u> <u>END</u>	<u>CONTRIBUTIONS</u> <u>SUBJECT TO 50%</u> <u>LIMITATION</u>	<u>CONTRIBUTIONS</u> <u>SUBJECT TO 30%</u> <u>LIMITATION</u>	<u>CURRENT</u> <u>YEAR</u> <u>AMOUNT</u> <u>UTILIZED</u>	<u>50% LIMITATION</u> <u>CARRYFORWARD</u>	<u>30% LIMITATION</u> <u>CARRYFORWARD</u>
12/31/08	-	1,851,998,519	-	-	1,851,998,519
12/31/09	201	1,645,000,000	201 *	-	1,645,000,000
12/31/10	1,136	1,875,000,000	1,136 *	-	1,875,000,000
12/31/11	151	1,970,000,000	151 *	-	1,970,000,000
12/31/12	444	1,917,000,000	4,442 *	-	1,916,996,002
TOTAL			5,930	-	9,258,994,521

**TOTAL CARRYFORWARD TO 12/31/2013: \$ 9,258,994,521**

\* PER REG §1.170A-10(d), A PORTION OF THE CONTRIBUTION DEDUCTION HAS BEEN DISALLOWED DUE TO THE NET OPERATING LOSS CARRYOVERS AND HAS BEEN ADDED TO THE NOL CARRYOVER AMOUNT.

**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 990-T**

**NET OPERATING LOSS CARRYFORWARD SCHEDULE**

**ELECTION TO WAIVE CARRYBACK PERIOD FOR THE YEAR ENDED DECEMBER 31, 2012**

THE TAXPAYER ELECTS TO WAIVE THE ENTIRE NET OPERATING LOSS CARRYBACK PERIOD UNDER SECTION 172(B)(3) OF THE INTERNAL REVENUE CODE AND CARRYFORWARD THE LOSSES TO FUTURE YEARS.

<u>YEAR END</u>	<u>NET OPERATING LOSS</u>	<u>AMOUNT UTILIZED</u>	<u>AMOUNT CARRYFORWARD</u>
12/31/08	13,679	13,326	353
12/31/09	15,323	-	15,323
12/31/10	57,959	-	57,959
12/31/11	333	-	333
12/31/12	5,930 *	-	5,930
<b>TOTAL</b>	<u><u>93,224</u></u>	<u><u>13,326</u></u>	<u><u>79,898</u></u>

**TOTAL NOL CARRYFORWARD TO 12/31/2013: \$ 79,898**

\* PER REG §1.170A-10(d), A PORTION OF THE CONTRIBUTION DEDUCTION HAS BEEN DISALLOWED DUE TO THE NET OPERATING LOSS CARRYOVERS. AN ADJUSTMENT WAS MADE TO 2012 TO REFLECT THE PROPER TREATMENT UNDER THE REGULATION.

**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 990-T**

**PASSIVE ACTIVITY LOSS CARRYFORWARD**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

<u>YEAR END</u>	<u>PASSIVE ACTIVITY LOSS</u>	<u>AMOUNT UTILIZED</u>	<u>AMOUNT CARRYFORWARD</u>
12/31/09	153,818	153,818	-
12/31/11	333,332	101,421	231,911
TOTAL	<u>487,150</u>	<u>255,239</u>	<u>231,911</u>

**TOTAL PASSIVE ACTIVITY LOSS CARRYFORWARD TO 12/31/2013: \$ 231,911**

**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 990-T**

**PART I, LINE 5, COLUMN (C)**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

FORM 990-T, PART I, LINE 5, COLUMN (A) \$ (982,500)

LESS PRIOR YEAR SUSPENDED LOSSES DUE TO CURRENT YEAR  
PASSIVE INCOME (SEE STATEMENT 29) \$ (255,239)

FORM 990-T, PART I, LINE 5, COLUMN (C) \$ (1,237,739)

**General Business Credit**

► Information about Form 3800 and its separate instructions is at [www.irs.gov/form3800](http://www.irs.gov/form3800).  
 ► Attach to your tax return.

Name(s) shown on return <b>BILL &amp; MELINDA GATES FOUNDATION TRUST</b>	Identifying number <b>91-1663695</b>
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**Part I Current Year Credit for Credits Not Allowed Against Tentative Minimum Tax (TMT)**  
 (See instructions and complete Part(s) III before Parts I and II)

<b>1</b> General business credit from line 2 of all Parts III with box A checked . . . . .	<b>1</b>	
<b>2</b> Passive activity credits from line 2 of all Parts III with box B checked <span style="float:right">2 772</span>	<b>2</b>	
<b>3</b> Enter the applicable passive activity credits allowed for 2012 (see instructions) . . . . .	<b>3</b>	
<b>4</b> Carryforward of general business credit to 2012. Enter the amount from line 2 of Part III with box C checked. See instructions for statement to attach . . . . .	<b>4</b>	5,072
<b>5</b> Carryback of general business credit from 2013. Enter the amount from line 2 of Part III with box D checked (see instructions) . . . . .	<b>5</b>	
<b>6</b> Add lines 1, 3, 4, and 5 . . . . .	<b>6</b>	5,072

**Part II Allowable Credit**

<b>7</b> Regular tax before credits: <ul style="list-style-type: none"> <li>• Individuals. Enter the amount from Form 1040, line 44, or Form 1040NR, line 42 . . . . .</li> <li>• Corporations. Enter the amount from Form 1120, Schedule J, Part I, line 2; or the applicable line of your return . . . . .</li> <li>• Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b; or the amount from the applicable line of your return . . . . .</li> </ul>	<b>7</b>	
<b>8</b> Alternative minimum tax: <ul style="list-style-type: none"> <li>• Individuals. Enter the amount from Form 6251, line 35 . . . . .</li> <li>• Corporations. Enter the amount from Form 4626, line 14 . . . . .</li> <li>• Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56 . . . . .</li> </ul>	<b>8</b>	
<b>9</b> Add lines 7 and 8 . . . . .	<b>9</b>	0
<b>10a</b> Foreign tax credit . . . . .	<b>10a</b>	
<b>b</b> Certain allowable credits (see instructions) . . . . .	<b>10b</b>	
<b>c</b> Add lines 10a and 10b . . . . .	<b>10c</b>	0
<b>11</b> <b>Net income tax.</b> Subtract line 10c from line 9. If zero, skip lines 12 through 15 and enter -0- on line 16a . . . . .	<b>11</b>	0
<b>12</b> <b>Net regular tax.</b> Subtract line 10c from line 7. If zero or less, enter -0- . . . . .	<b>12</b>	
<b>13</b> Enter 25% (.25) of the excess, if any, of line 12 over \$25,000 (see instructions) . . . . .	<b>13</b>	
<b>14</b> Tentative minimum tax: <ul style="list-style-type: none"> <li>• Individuals. Enter the amount from Form 6251, line 33 . . . . .</li> <li>• Corporations. Enter the amount from Form 4626, line 12 . . . . .</li> <li>• Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54 . . . . .</li> </ul>	<b>14</b>	
<b>15</b> Enter the greater of line 13 or line 14 . . . . .	<b>15</b>	
<b>16a</b> Subtract line 15 from line 11. If zero or less, enter -0- . . . . .	<b>16a</b>	0
<b>b</b> Reserved . . . . .	<b>16b</b>	
<b>c</b> Reserved . . . . .	<b>16c</b>	
<b>17a</b> Enter the <b>smaller</b> of line 6 or line 16a . . . . . <b>C corporations:</b> See the line 17a instructions if there has been an ownership change, acquisition, or reorganization.	<b>17a</b>	
<b>b</b> Reserved . . . . .	<b>17b</b>	
<b>c</b> Reserved . . . . .	<b>17c</b>	

For Paperwork Reduction Act Notice, see separate instructions.

**Part II Allowable Credit (Continued)**

**Note.** If you are not required to report any amounts on lines 22 or 24 below, skip lines 18 through 25 and enter -0- on line 26.

<b>18</b>	Multiply line 14 by 75% (.75) (see instructions) . . . . .	<b>18</b>	
<b>19</b>	Enter the greater of line 13 or line 18 . . . . .	<b>19</b>	
<b>20</b>	Subtract line 19 from line 11. If zero or less, enter -0- . . . . .	<b>20</b>	
<b>21</b>	Subtract line 17a from line 20. If zero or less, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Combine the amounts from line 3 of all Parts III with box A, C, or D checked . . . . .	<b>22</b>	
<b>23</b>	Passive activity credit from line 3 of all Parts III with box B checked	<b>23</b>	
<b>24</b>	Enter the applicable passive activity credit allowed for 2012 (see instructions) . . . . .	<b>24</b>	
<b>25</b>	Add lines 22 and 24 . . . . .	<b>25</b>	
<b>26</b>	Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 21 or line 25 . . . . .	<b>26</b>	0
<b>27</b>	Subtract line 13 from line 11. If zero or less, enter -0- . . . . .	<b>27</b>	0
<b>28</b>	Add lines 17a and 26 . . . . .	<b>28</b>	0
<b>29</b>	Subtract line 28 from line 27. If zero or less, enter -0- . . . . .	<b>29</b>	0
<b>30</b>	Enter the general business credit from line 5 of all Parts III with box A checked . . . . .	<b>30</b>	
<b>31</b>	Enter the total eligible small business credit from line 6 of all Parts III with box E checked . . . . .	<b>31</b>	
<b>32</b>	Passive activity credits from line 5 of all Parts III with box B checked and line 6 of all Parts III with box F checked . . . . .	<b>32</b>	1
<b>33</b>	Enter the applicable passive activity credits allowed for 2012 (see instructions) . . . . .	<b>33</b>	1
<b>34</b>	Carryforward of business credit to 2012. Enter the amount from line 5 of Part III with box C checked and line 6 of Part III with box G checked. See instructions for statement to attach . . . . .	<b>34</b>	266
<b>35</b>	Carryback of business credit from 2013. Enter the amount from line 5 of Part III with box D checked and line 6 of Part III with box H checked (see instructions) . . . . .	<b>35</b>	
<b>36</b>	Add lines 30, 31, 33, 34, and 35 . . . . .	<b>36</b>	267
<b>37</b>	Enter the <b>smaller</b> of line 29 or line 36 . . . . .	<b>37</b>	0
<b>38</b>	<b>Credit allowed for the current year.</b> Add lines 28 and 37. Report the amount from line 38 (if smaller than the sum of Part I, line 6, and Part II, lines 25 and 36, see instructions) as indicated below or on the applicable line of your return: <ul style="list-style-type: none"> <li>• Individuals. Form 1040, line 53, or Form 1040NR, line 50 . . . . .</li> <li>• Corporations. Form 1120, Schedule J, Part I, line 5c . . . . .</li> <li>• Estates and trusts. Form 1041, Schedule G, line 2b . . . . .</li> </ul>	<b>38</b>	0

Name(s) shown on return

Identifying number

BILL & MELINDA GATES FOUNDATION TRUST

91-1663695

**Part III General Business Credits or Eligible Small Business Credits** (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A  General Business Credit From a Non-Passive Activity
- B  General Business Credit From a Passive Activity
- C  General Business Credit Carryforwards
- D  General Business Credit Carrybacks
- E  Eligible Small Business Credit From a Non-Passive Activity
- F  Eligible Small Business Credit From a Passive Activity
- G  Eligible Small Business Credit Carryforwards
- H  Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III

(a) Description of credit		(b)	(c)
Note. On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.		If claiming the credit from a pass-through entity, enter the EIN	Enter the appropriate amount
1a	Investment (Form 3468, Part II only) (attach Form 3468)	1a	
b	Reserved	1b	
c	Increasing research activities (Form 6765)	1c	41-2280127 772
d	Low-income housing (Form 8586, Part I only)	1d	
e	Disabled access (Form 8826) (see instructions for limitation)	1e	
f	Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f	
g	Indian employment (Form 8845)	1g	
h	Orphan drug (Form 8820)	1h	
i	New markets (Form 8874)	1i	
j	Small employer pension plan startup costs (Form 8881) (see instructions for limitation)	1j	
k	Employer-provided child care facilities and services (Form 8882) (see instructions for limitation)	1k	
l	Biodiesel and renewable diesel fuels (attach Form 8864)	1l	
m	Low sulfur diesel fuel production (Form 8896)	1m	
n	Distilled spirits (Form 8906)	1n	
o	Nonconventional source fuel (Form 8907)	1o	
p	Energy efficient home (Form 8908)	1p	
q	Energy efficient appliance (Form 8909)	1q	
r	Alternative motor vehicle (Form 8910)	1r	
s	Alternative fuel vehicle refueling property (Form 8911)	1s	
t	Reserved	1t	
u	Mine rescue team training (Form 8923)	1u	
v	Agricultural chemicals security (Form 8931) (see instructions for limitation)	1v	
w	Employer differential wage payments (Form 8932)	1w	
x	Carbon dioxide sequestration (Form 8933)	1x	
y	Qualified plug-in electric drive motor vehicle (Form 8936)	1y	
z	Qualified plug-in electric vehicle (Form 8834, Part I only)	1z	
aa	New hire retention (Form 5884-B)	1aa	
bb	General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	
zz	Other	1zz	
2	Add lines 1a through 1zz and enter here	2	772
3	Enter the amount from Form 8844	3	
4a	Investment (Form 3468, Part III) (attach Form 3468)	4a	
b	Work opportunity (Form 5884)	4b	02-0669898 1
c	Alcohol and cellulosic biofuel fuels (Form 6478)	4c	
d	Low-income housing (Form 8586, Part II)	4d	
e	Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	
f	Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f	
g	Qualified railroad track maintenance (Form 8900)	4g	
h	Small employer health insurance premiums (Form 8941)	4h	
i	Reserved	4i	
j	Reserved	4j	
z	Other	4z	
5	Add lines 4a through 4z and enter here	5	1
6	Add lines 2, 3, and 5	6	773

Name(s) shown on return

Identifying number

BILL & MELINDA GATES FOUNDATION TRUST

91-1663695

**Part III General Business Credits or Eligible Small Business Credits** (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A**  General Business Credit From a Non-Passive Activity
- B**  General Business Credit From a Passive Activity
- C**  General Business Credit Carryforwards
- D**  General Business Credit Carrybacks
- E**  Eligible Small Business Credit From a Non-Passive Activity
- F**  Eligible Small Business Credit From a Passive Activity
- G**  Eligible Small Business Credit Carryforwards
- H**  Eligible Small Business Credit Carrybacks

**I** If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III

(a) Description of credit		(b)	(c)
Note. On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.		If claiming the credit from a pass-through entity, enter the EIN	Enter the appropriate amount
<b>1a</b>	Investment (Form 3468, Part II only) (attach Form 3468)	<b>1a</b>	
<b>b</b>	Reserved	<b>1b</b>	
<b>c</b>	Increasing research activities (Form 6765)	<b>1c</b>	MULTIPLE 4,141
<b>d</b>	Low-income housing (Form 8586, Part I only)	<b>1d</b>	
<b>e</b>	Disabled access (Form 8826) (see instructions for limitation)	<b>1e</b>	
<b>f</b>	Renewable electricity, refined coal, and Indian coal production (Form 8835)	<b>1f</b>	
<b>g</b>	Indian employment (Form 8845)	<b>1g</b>	
<b>h</b>	Orphan drug (Form 8820)	<b>1h</b>	
<b>i</b>	New markets (Form 8874)	<b>1i</b>	
<b>j</b>	Small employer pension plan startup costs (Form 8881) (see instructions for limitation)	<b>1j</b>	
<b>k</b>	Employer-provided child care facilities and services (Form 8882) (see instructions for limitation)	<b>1k</b>	
<b>l</b>	Biodiesel and renewable diesel fuels (attach Form 8864)	<b>1l</b>	
<b>m</b>	Low sulfur diesel fuel production (Form 8896)	<b>1m</b>	
<b>n</b>	Distilled spirits (Form 8906)	<b>1n</b>	
<b>o</b>	Nonconventional source fuel (Form 8907)	<b>1o</b>	
<b>p</b>	Energy efficient home (Form 8908)	<b>1p</b>	
<b>q</b>	Energy efficient appliance (Form 8909)	<b>1q</b>	
<b>r</b>	Alternative motor vehicle (Form 8910)	<b>1r</b>	
<b>s</b>	Alternative fuel vehicle refueling property (Form 8911)	<b>1s</b>	
<b>t</b>	Reserved	<b>1t</b>	
<b>u</b>	Mine rescue team training (Form 8923)	<b>1u</b>	
<b>v</b>	Agricultural chemicals security (Form 8931) (see instructions for limitation)	<b>1v</b>	
<b>w</b>	Employer differential wage payments (Form 8932)	<b>1w</b>	
<b>x</b>	Carbon dioxide sequestration (Form 8933)	<b>1x</b>	
<b>y</b>	Qualified plug-in electric drive motor vehicle (Form 8936)	<b>1y</b>	
<b>z</b>	Qualified plug-in electric vehicle (Form 8834, Part I only)	<b>1z</b>	
<b>aa</b>	New hire retention (Form 5884-B)	<b>1aa</b>	
<b>bb</b>	General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	<b>1bb</b>	
<b>zz</b>	Other	<b>1zz</b>	MULTIPLE 931
<b>2</b>	Add lines 1a through 1zz and enter here	<b>2</b>	5,072
<b>3</b>	Enter the amount from Form 8844	<b>3</b>	
<b>4a</b>	Investment (Form 3468, Part III) (attach Form 3468)	<b>4a</b>	
<b>b</b>	Work opportunity (Form 5884)	<b>4b</b>	MULTIPLE 266
<b>c</b>	Alcohol and cellulosic biofuel fuels (Form 6478)	<b>4c</b>	
<b>d</b>	Low-income housing (Form 8586, Part II)	<b>4d</b>	
<b>e</b>	Renewable electricity, refined coal, and Indian coal production (Form 8835)	<b>4e</b>	
<b>f</b>	Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	<b>4f</b>	
<b>g</b>	Qualified railroad track maintenance (Form 8900)	<b>4g</b>	
<b>h</b>	Small employer health insurance premiums (Form 8941)	<b>4h</b>	
<b>i</b>	Reserved	<b>4i</b>	
<b>j</b>	Reserved	<b>4j</b>	
<b>z</b>	Other	<b>4z</b>	
<b>5</b>	Add lines 4a through 4z and enter here	<b>5</b>	266
<b>6</b>	Add lines 2, 3, and 5	<b>6</b>	5,338



**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 3800**

**ELECTION TO CARRYFORWARD UNUSED BUSINESS CREDITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

PURSUANT TO IRC SECTION 39(A), THE TAXPAYER HEREBY ELECTS UNDER 38(A), TO RELINQUISH THE ENTIRE CARRYBACK PERIOD SPECIFIED IN IRC SECTION 39(A) WITH RESPECT TO THE UNUSED BUSINESS CREDITS FOR THE YEAR ENDED DECEMBER 31, 2012 AND TO CARRYFORWARD SUCH UNUSED BUSINESS CREDITS TO FUTURE YEARS.

<u>TYPE OF CREDIT</u>	<u>2012 AMOUNT</u>
INCREASING RESEARCH ACTIVITIES CREDIT FROM FLOW THROUGH ENTITIES	772
WORK OPPORTUNITY CREDIT FROM FLOW THROUGH ENTITIES	1
TOTAL UNUSED BUSINESS CREDITS FOR 2012:	<u><u>773</u></u>

<u>YEAR END</u>	<u>TYPE OF CREDIT</u>	<u>CREDIT AMOUNT</u>	<u>AMOUNT UTILIZED</u>	<u>AMOUNT CARRYFORWARD</u>
12/31/07	INCREASING RESEARCH ACTIVITIES CREDIT	471	-	471
	WORK OPPORTUNITY CREDIT	51	-	51
	OTHER CREDITS	12	-	12
12/31/08	INCREASING RESEARCH ACTIVITIES CREDIT	1,055	-	1,055
	WORK OPPORTUNITY CREDIT	26	-	26
	OTHER CREDITS	12	-	12
12/31/09	INCREASING RESEARCH ACTIVITIES CREDIT	520	-	520
	WORK OPPORTUNITY CREDIT	189	-	189
	OTHER CREDITS	18	-	18
12/31/10	INCREASING RESEARCH ACTIVITIES CREDIT	919	-	919
12/31/11	INCREASING RESEARCH ACTIVITIES CREDIT	1,176	-	1,176
	OTHER CREDITS	889	-	889
12/31/12	INCREASING RESEARCH ACTIVITIES CREDIT	772	-	772
	WORK OPPORTUNITY CREDIT	1	-	1
TOTAL		<u><u>6,111</u></u>	<u><u>-</u></u>	<u><u>6,111</u></u>

TOTAL BUSINESS CREDIT CARRYFORWARD TO 12/31/2013: \$ 6,111

**Sales of Business Property**  
 (Also Involuntary Conversions and Recapture Amounts  
 Under Sections 179 and 280F(b)(2))  
 Attach to your tax return.

OMB No. 1545-0184

**2012**

Attachment  
 Sequence No. **27**

Information about Form 4797 and its separate instructions is at [www.irs.gov/form4797](http://www.irs.gov/form4797).

Name(s) shown on return <b>BILL &amp; MELINDA GATES FOUNDATION TRUST</b>	Identifying number <b>91-1663695</b>
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**1** Enter the gross proceeds from sales or exchanges reported to you for 2012 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 **1**

**Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft-Most Property Held More Than 1 Year** (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
<b>2</b> CSFB STRATEGIC PARTNERS II	VARIOUS	VARIOUS	5,119.			5,119.
VITRUVIAN EXPLORATION, LLC	VARIOUS	VARIOUS	1,246,376.			1,246,376.

<b>3</b> Gain, if any, from Form 4684, line 39	<b>3</b>	
<b>4</b> Section 1231 gain from installment sales from Form 6252, line 26 or 37	<b>4</b>	
<b>5</b> Section 1231 gain or (loss) from like-kind exchanges from Form 8824	<b>5</b>	
<b>6</b> Gain, if any, from line 32, from other than casualty or theft	<b>6</b>	
<b>7</b> Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: <b>Partnerships (except electing large partnerships) and S corporations.</b> Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below. <b>Individuals, partners, S corporation shareholders, and all others.</b> If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.	<b>7</b>	1,251,495.
<b>8</b> Nonrecaptured net section 1231 losses from prior years (see instructions)	<b>8</b>	
<b>9</b> Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	<b>9</b>	1,251,495.

**Part II Ordinary Gains and Losses** (see instructions)

**10** Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):


<b>11</b> Loss, if any, from line 7	<b>11</b>	
<b>12</b> Gain, if any, from line 7 or amount from line 8, if applicable	<b>12</b>	
<b>13</b> Gain, if any, from line 31	<b>13</b>	
<b>14</b> Net gain or (loss) from Form 4684, lines 31 and 38a	<b>14</b>	
<b>15</b> Ordinary gain from installment sales from Form 6252, line 25 or 36	<b>15</b>	
<b>16</b> Ordinary gain or (loss) from like-kind exchanges from Form 8824	<b>16</b>	
<b>17</b> Combine lines 10 through 16	<b>17</b>	
<b>18</b> For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below: <b>a</b> If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions <b>b</b> Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14	<b>18a</b> <b>18b</b>	

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 4797 (2012)

**Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255** (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
<b>These columns relate to the properties on lines 19A through 19D.</b>			
	▶	Property A	Property B
		Property C	Property D
20	Gross sales price ( <b>Note:</b> See line 1 before completing.)	20	
21	Cost or other basis plus expense of sale	21	
22	Depreciation (or depletion) allowed or allowable	22	
23	Adjusted basis. Subtract line 22 from line 21	23	
24	Total gain. Subtract line 23 from line 20	24	
25	<b>If section 1245 property:</b>		
a	Depreciation allowed or allowable from line 22	25a	
b	Enter the <b>smaller</b> of line 24 or 25a	25b	
26	<b>If section 1250 property:</b> If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.		
a	Additional depreciation after 1975 (see instructions)	26a	
b	Applicable percentage multiplied by the <b>smaller</b> of line 24 or line 26a (see instructions)	26b	
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c	
d	Additional depreciation after 1969 and before 1976	26d	
e	Enter the <b>smaller</b> of line 26c or 26d	26e	
f	Section 291 amount (corporations only)	26f	
g	Add lines 26b, 26e, and 26f	26g	
27	<b>If section 1252 property:</b> Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).		
a	Soil, water, and land clearing expenses	27a	
b	Line 27a multiplied by applicable percentage	27b	
c	Enter the <b>smaller</b> of line 24 or 27b	27c	
28	<b>If section 1254 property:</b>		
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a	
b	Enter the <b>smaller</b> of line 24 or 28a	28b	
29	<b>If section 1255 property:</b>		
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a	
b	Enter the <b>smaller</b> of line 24 or 29a (see instructions)	29b	

**Summary of Part III Gains.** Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties. Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32	Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

**Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less** (see instructions)

		(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33	
34	Recomputed depreciation (see instructions)	34	
35	Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

**Passive Activity Loss Limitations**

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.  
▶ Attach to Form 1040 or Form 1041.  
▶ Information about Form 8582 and its instructions is available at [www.irs.gov/form8582](http://www.irs.gov/form8582).

**2012**  
Attachment  
Sequence No. **88**

Name(s) shown on return

Identifying number

BILL & MELINDA GATES FOUNDATION TRUST

91-1663695

**Part I 2012 Passive Activity Loss**

Caution: Complete Worksheets 1, 2, and 3 before completing Part I.

**Rental Real Estate Activities With Active Participation** (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

<b>1a</b> Activities with net income (enter the amount from Worksheet 1, column (a)) . . . . .	<b>1a</b>		
<b>b</b> Activities with net loss (enter the amount from Worksheet 1, column (b)) . . . . .	<b>1b</b> (	)	
<b>c</b> Prior years unallowed losses (enter the amount from Worksheet 1, column (c)) . . . . .	<b>1c</b> (	)	
<b>d</b> Combine lines 1a, 1b, and 1c . . . . .	<b>1d</b>		0

**Commercial Revitalization Deductions From Rental Real Estate Activities**

<b>2a</b> Commercial revitalization deductions from Worksheet 2, column (a) . . . . .	<b>2a</b> (	)	
<b>b</b> Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b) . . . . .	<b>2b</b> (	)	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2c</b> (	)	0

**All Other Passive Activities**

<b>3a</b> Activities with net income (enter the amount from Worksheet 3, column (a)) . . . . .	<b>3a</b>	1,720,026	
<b>b</b> Activities with net loss (enter the amount from Worksheet 3, column (b)) . . . . .	<b>3b</b> (	1,464,787)	
<b>c</b> Prior years unallowed losses (enter the amount from Worksheet 3, column (c)) . . . . .	<b>3c</b> (	487,150)	
<b>d</b> Combine lines 3a, 3b, and 3c . . . . .	<b>3d</b>		(231,911)

<b>4</b> Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used . . . . .	<b>4</b>		(231,911)
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- If line 4 is a loss and:
- Line 1d is a loss, go to Part II.
  - Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
  - Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

**Caution:** If your filing status is married filing separately and you lived with your spouse at any time during the year, **do not** complete Part II or Part III. Instead, go to line 15.

**Part II Special Allowance for Rental Real Estate Activities With Active Participation**

Note: Enter all numbers in Part II as positive amounts. See instructions for an example.

<b>5</b> Enter the <b>smaller</b> of the loss on line 1d or the loss on line 4 . . . . .	<b>5</b>	
<b>6</b> Enter \$150,000. If married filing separately, see instructions . . . . .	<b>6</b>	
<b>7</b> Enter modified adjusted gross income, but not less than zero (see instructions)	<b>7</b>	
<b>Note:</b> If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.		
<b>8</b> Subtract line 7 from line 6 . . . . .	<b>8</b>	
<b>9</b> Multiply line 8 by 50% (.5). <b>Do not</b> enter more than \$25,000. If married filing separately, see instructions	<b>9</b>	
<b>10</b> Enter the <b>smaller</b> of line 5 or line 9 . . . . .	<b>10</b>	
If line 2c is a loss, go to Part III. Otherwise, go to line 15.		

**Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities**

Note: Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.

<b>11</b> Enter \$25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	<b>11</b>	
<b>12</b> Enter the loss from line 4 . . . . .	<b>12</b>	
<b>13</b> Reduce line 12 by the amount on line 10 . . . . .	<b>13</b>	
<b>14</b> Enter the <b>smallest</b> of line 2c (treated as a positive amount), line 11, or line 13 . . . . .	<b>14</b>	

**Part IV Total Losses Allowed**

<b>15</b> Add the income, if any, on lines 1a and 3a and enter the total . . . . .	<b>15</b>	1,720,026
<b>16</b> <b>Total losses allowed from all passive activities for 2012.</b> Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return . . . . .	<b>16</b>	1,720,026

For Paperwork Reduction Act Notice, see instructions.

**Caution:** The worksheets must be filed with your tax return. Keep a copy for your records.

**Worksheet 1—For Form 8582, Lines 1a, 1b, and 1c** (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
<b>Total. Enter on Form 8582, lines 1a, 1b, and 1c</b> . . . . . ▶					

**Worksheet 2—For Form 8582, Lines 2a and 2b** (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
<b>Total. Enter on Form 8582, lines 2a and 2b</b> . . . . . ▶			

**Worksheet 3—For Form 8582, Lines 3a, 3b, and 3c** (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
SEE STATEMENT 29	1,720,026	1,464,787	487,150		231,911
<b>Total. Enter on Form 8582, lines 3a, 3b, and 3c</b> . . . . . ▶	1,720,026	1,464,787	487,150		

**Worksheet 4—Use this worksheet if an amount is shown on Form 8582, line 10 or 14** (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
<b>Total</b> . . . . . ▶			1.00		

**Worksheet 5—Allocation of Unallowed Losses** (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
CSFB STRATEGIC PARTNERS II	990-T LINE 5	80,699	0.04791760	11,113
TOWER SQUARE CAPITAL PARTNERS III	990-T LINE 5	193,540	0.11492050	26,651
BANNISTER HOLDINGS LLC	990-T LINE 5	616,142	0.36585370	84,845
SUFFOLK TIMBER HOLDINGS LLC	990-T LINE 5	793,740	0.47130810	109,302
<b>Total</b> . . . . . ▶		1,684,121	1.00	231,911

**Worksheet 6—Allowed Losses** (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
CSFB STRATEGIC PARTNERS II	990-T LINE 5	85,823	11,113	74,710
TOWER SQUARE CAPITAL PARTNERS III	990-T LINE 5	193,540	26,651	166,889
BANNISTER HOLDINGS LLC	990-T LINE 5	616,142	84,845	531,297
SUFFOLK TIMBER HOLDINGS LLC	990-T LINE 5	793,740	109,302	684,438
<b>Total</b>		1,689,245	231,911	1,457,334

**Worksheet 7—Activities With Losses Reported on Two or More Forms or Schedules** (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
CSFB STRATEGIC PARTNERS II					
<b>Form or schedule and line number to be reported on (see instructions):</b> 990-T LINE 5					
1a Net loss plus prior year unallowed loss from form or schedule . ▶	85,823				
b Net income from form or schedule . . . . . ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶		85,823	1	11,113	74,710
<b>Form or schedule and line number to be reported on (see instructions):</b> FORM 4797, LINE 2					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . . ▶	5,119				
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶		0	0		0
<b>Form or schedule and line number to be reported on (see instructions):</b> SCH D, PART II, LN 5					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . . ▶	5				
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶		0	0		0
<b>Total</b>		85,823	1	11,113	74,710

**Worksheet 6—Allowed Losses** (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
<b>Total</b>	▶			0

**Worksheet 7—Activities With Losses Reported on Two or More Forms or Schedules** (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
VITRUVIAN EXPLORATION LLC					
<b>Form or schedule and line number to be reported on (see instructions):</b> 990-T LINE 5					
1a Net loss plus prior year unallowed loss from form or schedule . ▶	136,951				
b Net income from form or schedule . . . . . ▶	153,744				
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶		0	0		0
<b>Form or schedule and line number to be reported on (see instructions):</b> FORM 4797, LINE 2					
1a Net loss plus prior year unallowed loss from form or schedule . ▶	1,600				
b Net income from form or schedule . . . . . ▶	1,246,376				
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶		0	0		0
<b>Form or schedule and line number to be reported on (see instructions):</b>					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . . ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
<b>Total</b>	▶	0	0		0

**BILL & MELINDA GATES FOUNDATION TRUST**  
**EIN: 91-1663695**  
**FORM 8582**

**WORKSHEET 3**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

NAME OF ACTIVITY	CURRENT YEAR		CURRENT YEAR	PRIOR YEARS	OVERALL GAIN OR LOSS		TOTAL
	NET INCOME (LINE 3A)	NET LOSS (LINE 3B)	NET INCOME OR (LOSS)	UNALLOWED LOSS (LINE 3C)	(D) GAIN	(E) LOSS	NET GAIN OR (LOSS)
CSFB STRATEGIC PARTNERS II	5,119	5,361	(242)	80,457		80,699	(80,699)
TOWER SQUARE CAPITAL PARTNERS II	282,165		282,165	124,146	158,019		158,019
TOWER SQUARE CAPITAL PARTNERS III		49,544	(49,544)	143,996		193,540	(193,540)
VITRUVIAN EXPLORATION LLC	1,400,120		1,400,120	138,551	1,261,569		1,261,569
BANNISTER HOLDINGS, LLC		616,142	(616,142)			616,142	(616,142)
GROUSE PEAK LLC	32,622		32,622		32,622		32,622
SUFFOLK TIMBER HOLDINGS LLC		793,740	(793,740)			793,740	(793,740)
<b>TOTAL</b>	<b>1,720,026</b>	<b>1,464,787</b>	<b>255,239</b>	<b>487,150</b>	<b>1,452,210</b>	<b>1,684,121</b>	<b>(231,911)</b>